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Spectrum Brands Holdings, Inc. Form 4 March 19, 2015 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Rouve Andreas Issuer Symbol Spectrum Brands Holdings, Inc. (Check all applicable) [SPB] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) C/O SPECTRUM BRANDS 12/15/2014 President, International & COO HOLDINGS, INC., 3001 DEMING WAY (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MIDDLETON, WI 53562 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial anv (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (Instr. 8)	5. Number iorDerivative Securities Acquired or Dispos (D) (Instr. 3, 4 and 5)	e (A) ded of	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Rights (1)	(2) (3)	12/15/2014		А	28,898		(2)(3)	(2)(3)	Common Stock	28,898
Performance Rights (1)	<u>(4)</u>						<u>(4)</u>	(4)	Common Stock	2,311
Performance Rights (1)	(5) (6)						(5)(6)	(5)(6)	Common Stock	3,006
Performance Rights (1)	(7) (8)						(7)(8)	(7)(8)	Common Stock	10,740

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Rouve Andreas C/O SPECTRUM BRANDS HOLDINGS, INC. 3001 DEMING WAY MIDDLETON, WI 53562			President, International & COO			
Signatures						
/s/ Nathan F. Fagre						

/s/ Nathan E. Fagre, attorney-in-fact	03/19/2015	
<u>**Signature of Reporting Person</u>	Date	

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each performance right represents a contingent right to receive one share of the Issuer's common stock.

Represent performance rights granted on December 15, 2014 under the Spectrum Brands Holdings, Inc. 2015 Equity Incentive Plan ("2015 EIP Award"). Fifty percent of the 2015 EIP Award shall be payable if the Issuer achieves adjusted EBITDA of at least \$760 million for the fiscal year ending September 30, 2015 ("2015 Adjusted EBITDA") and fifty percent shall be payable if the Issuer achieves

- (2) free cash flow of at least \$400 million for the fiscal year ending September 30, 2015 ("2015 FCF"), as determined within 74 days following the end of said fiscal year (such date, the "2015 EIP Award Date"). If the Issuer does not achieve these targets but exceeds the actual results achieved in the 2014 fiscal year for these targets, Mr. Rouve would receive a reduced award. On such date (the "2015 EIP Performance Vesting Date"), one-half of any performance rights that have been earned will vest (such amount, the "2015 EIP Performance Award").
- (3) In addition, an amount equal to the 2015 EIP Performance Award will vest on the first anniversary of the 2015 EIP Performance Vesting Date (such date, the "2015 EIP Service Vesting Date"), if Mr. Rouve remains employed by the Issuer on such first anniversary (such

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amount, the "2015 EIP Service Award"). Mr. Rouve shall also be eligible to receive up to 7,492 additional shares (the "2015 EIP Additional Award") based on the Issuer exceeding by a certain percentage the 2015 adjusted EBITDA and 2015 FCF targets for the fiscal year ended September 30, 2015. The 2015 EIP Additional Award will vest on the 2015 EIP Service Vesting Date if Mr. Rouve remains employed by the Issue as of such date and if the Issuer's 2016 adjusted EBITDA and free cash flow results are equal to or greater than the comparable results for 2015. The 2015 EIP Performance Award, the 2015 EIP Service Award, and the 2015 EIP Additional Award together constitute the 2015 EIP Award.

Represent performance rights granted on February 4, 2013 under the Spectrum Brands Holdings, Inc. 2013 Spectrum 750 Plan. 50% of the performance rights vested on December 1, 2014 (the "SPB750 Performance Vesting Date"), and such performance rights, representing the SPB750 Performance Award portion of Mr. Rouve's SPB750 Award, settled for 2,311 shares of the Issuer's common

(4) representing the SFB750 Performance Award portion of Mr. Rouve's SFB750 Award, settled for 2,311 shares of the Issuer's common stock. An additional 2,311 shares will vest on December 1, 2015, the first anniversary of the SPB750 Performance Vesting Date (such date, the "SPB750 Service Vesting Date"), if Mr. Rouve remains employed by the Issuer on such first anniversary (such amount, the "SPB750 Service Award").

Represent performance rights granted on November 29, 2013 under the Spectrum Brands Holdings, Inc. 2014 Equity Incentive Plan. 50% of the performance rights vested on December 1, 2014 (the "2014 EIP Performance Vesting Date"), and such performance rights, representing the 2014 EIP Performance Award portion of Mr. Rouve's 2014 EIP Award, settled for 2,577 shares of the Issuer's common

(5) representing the 2014 EIP Performance Award portion of Mr. Rouve's 2014 EIP Award, settled for 2,577 shares of the issuer's common stock. An additional 2,578 shares will vest on December 1, 2015, the first anniversary of the 2014 EIP Performance Vesting Date (such date, the "2014 EIP Service Vesting Date"), if Mr. Rouve remains employed by the Issuer on such first anniversary (such amount, the "2014 EIP Service Award").

Mr. Rouve shall also be eligible to receive up to 428 additional shares (the "2014 EIP Additional Award") based on the Issuer exceeding by a certain percentage the 2014 adjusted EBITDA and consolidated cash flow targets for the 2014 EIP Performance Award for the fiscal year ended September 30, 2014. The 2014 EIP Additional Award will vest on the 2014 EIP Service Vesting Date if Mr. Rouve remains

(6) year ended september 50, 2014. The 2014 EIF Additional Award will vest on the 2014 EIF Service Vesting Date if Mi. Rouve remains employed by the Issue as of such date and if the Issuer's 2015 adjusted EBITDA and consolidated cash flow results are equal to or greater than the comparable results for 2014. The 2014 EIP Performance Award, the 2014 EIP Service Award, and the 2014 EIP Additional Award together constitute the 2014 EIP Award.

Represent performance rights granted on November 29, 2013 under the Spectrum Brands Holdings, Inc. 2014 Equity Incentive Plan. 50% of the performance rights vested on December 1, 2014 (the "2014 EIP Performance Vesting Date"), and such performance rights, representing the 2014 EIP Performance Award portion of Mr. Rouve's 2014 EIP Award, settled for 9,209 shares of the Issuer's common

(7) representing the 2014 EIP Performance Award portion of Mr. Rouve's 2014 EIP Award, settled for 9,209 shares of the issuer's common stock. An additional 9,210 shares will vest on December 1, 2015, the first anniversary of the 2014 EIP Performance Vesting Date (such date, the "2014 EIP Service Vesting Date"), if Mr. Rouve remains employed by the Issuer on such first anniversary (such amount, the "2014 EIP Service Award").

Mr. Rouve shall also be eligible to receive up to 1,530 additional shares (the "2014 EIP Additional Award") based on the Issuer exceeding by a certain percentage the 2014 adjusted EBITDA and consolidated cash flow targets for the 2014 EIP Performance Award for the fiscal year ended September 30, 2014. The 2014 EIP Additional Award will vest on the 2014 EIP Service Vesting Date if Mr.

(8) To the fiscal year ended september 50, 2014. The 2014 EIF Additional Award will vest on the 2014 EIF service vesting Date if Mit. Rouve remains employed by the Issue as of such date and if the Issuer's 2015 adjusted EBITDA and consolidated cash flow results are equal to or greater than the comparable results for 2014. The 2014 EIP Performance Award, the 2014 EIP Service Award, and the 2014 EIP Additional Award together constitute the 2014 EIP Award.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.