



Item 5.07 Submission of Matters to a Vote of Security Holders.

Spectrum Brands Holdings, Inc., (the “Company”) held its 2015 Annual Meeting of the Stockholders (the “Annual Meeting”) on January 27, 2015. Only holders of the Company’s common stock at the close of business on December 15, 2014 (the “Record Date”) were entitled to vote at the Annual Meeting. As of the Record Date, there were 53,179,167 shares of common stock entitled to vote. A total of 48,615,063 shares of common stock (91.42%), constituting a quorum, were represented in person or by valid proxies at the Annual Meeting.

The stockholders voted on two proposals at the Annual Meeting. The proposals are described in detail in the Proxy Statement dated December 23, 2014. The final results of the votes regarding each proposal are set forth below.

Proposal 1: The Company’s stockholders elected three directors to the Board to serve for a three year term until the 2018 annual meeting of stockholders. The votes regarding this proposal were as follows:

	For	Withhold	Broker Non-Votes
David M. Maura	37,345,936	9,320,571	–
Terry L. Polistina	39,375,729	7,290,778	–
Hugh R. Rovit	46,399,056	267,451	–

Proposal 2: The Company’s stockholders ratified the selection of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ended September 30, 2015. The votes regarding this proposal were as follows:

For	Against	Abstain	Broker Non-Votes
48,572,226	42,376	461	–

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SPECTRUM BRANDS HOLDINGS, INC.

Date: February 2, 2015

By: /s/ Nathan E. Fagre

Printed Name: Nathan E. Fagre

Title: Senior Vice President, General Counsel and Corporate Secretary