

Spectrum Brands Holdings, Inc.
Form 4/A
June 13, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rovit Hugh R

2. Issuer Name and Ticker or Trading Symbol
Spectrum Brands Holdings, Inc.
[SPB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O SPECTRUM BRANDS HOLDINGS, INC., 3001 DEMING WAY

3. Date of Earliest Transaction (Month/Day/Year)
01/01/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
MIDDLETON, WI 53562

4. If Amendment, Date Original Filed(Month/Day/Year)
01/06/2014

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	01/01/2014		A	1,116 A	\$ 0 17,368 ⁽¹⁾ ⁽²⁾ ₍₃₎	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rovit Hugh R
 C/O SPECTRUM BRANDS HOLDINGS, INC.
 3001 DEMING WAY
 MIDDLETON, WI 53562

X

Signatures

/s/ Nathan E. Fagre,
 attorney-in-fact

06/12/2013

**Signature of Reporting Person

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) Includes 1,116 shares that Reporting Person received on January 1, 2014 pursuant to his election to receive stock in lieu of cash for the quarterly retainers for the remainder of the 2014 fiscal year paid for service as a member of the Board of Directors and are scheduled to vest in full on September 30, 2014.

(2) Includes 1,595 restricted stock units that Reporting Person was awarded on October 1, 2013 under the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan which are settled in shares of common stock of the Issuer, and which are scheduled to vest in full on September 30, 2014 if he is a director of the Issuer on such date. This footnote was inadvertently omitted on the initial Form 4.

(3) Includes 456 shares the Reporting Person received on October 1, 2013 pursuant to his election to receive stock in lieu of cash for the quarterly retainer paid for service as a member of the Board of Directors and are scheduled to vest in one-third increments of 152 shares, on September 30th, 2014, 2015 and 2016. This footnote was inadvertently omitted on the initial Form 4.

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.