



Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 28, 2015, the Board of Directors of Spectrum Brands Holdings, Inc. (the “Company”) elected Andreas Rouve, the Company’s Chief Executive Officer and President, as a director of the Company, effective as of October 1, 2015. Mr. Rouve will serve as a Class I director for a term expiring at the Company’s 2017 annual meeting of stockholders.

The Company also announced that on September 28, 2015, David R. Lumley, the retired Chief Executive Officer and President of the Company, has resigned from the Company’s Board of Directors, effective as of September 30, 2015. Mr. Rouve will replace Mr. Lumley on the Board of Directors. Mr. Lumley’s decision to resign is consistent with his overall plans to ensure a smooth and orderly transition to his successor and with the end of his transition services employment agreement on September 30, 2015, and was not due to any disagreement with the Company on any matter relating to its operations, policies, or practices.

Mr. Rouve has not yet been appointed to serve on any committees of the Board of Directors. Mr. Rouve will not receive any additional compensation for his service on the Board of Directors, and he did not enter into any material plan, contract, or arrangement in connection with his election as a director. Mr. Rouve is not a party to any transaction with the Company that would require disclosure under Item 404(a) of SEC Regulation S-K.

Further information regarding Mr. Rouve’s election as a director and Mr. Lumley’s resignation from the Board is set forth in a press release issued by the Company on September 28, 2015, a copy of which is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

The following exhibit is being furnished with this Current Report on Form 8-K.

Exhibit No. Description

99.1 Press Release dated September 28, 2015.

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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: September 29, 2015

By: /s/ Nathan E. Fagre

Printed Name: Nathan E. Fagre

Title: Senior Vice President, General Counsel and Corporate Secretary