

Maura David M  
Form 4  
July 17, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Maura David M

(Last) (First) (Middle)

C/O SPECTRUM BRANDS  
HOLDINGS, INC., 3001 DEMING  
WAY

(Street)

MIDDLETON, WI 53562

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/13/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)  
Executive Chairman and CEO

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

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/13/2018		D		282,959	D	<u>11</u> 0

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

**Persons who respond to the collection of  
information contained in this form are not  
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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.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Rights	(2)	07/13/2018		D	9,360	(2)	(2)	Common Stock	9,360

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Maura David M C/O SPECTRUM BRANDS HOLDINGS, INC. 3001 DEMING WAY MIDDLETON, WI 53562	X Executive Chairman and CEO

## Signatures

/s/ Nathan E. Fagre,  
attorney-in-fact 07/17/2018

\_\_\_\_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).

Pursuant to the terms of the Agreement and Plan of Merger dated February 24, 2018, and amended June 8, 2018, by and among Spectrum Brands Holdings, Inc. ("Spectrum") and HRG Group, Inc. ("HRG"), each share of common stock of Spectrum was converted into one (1) share of common stock of HRG and each restricted stock unit with respect to common stock of Spectrum was exchanged for an equal number of restricted stock units with respect to common stock of HRG, in each case as of July 13, 2018, which was the closing date of the merger.

(2) These performance rights, which provide for vesting on December 1, 2018, were assumed by HRG in the merger. Pursuant to the Merger Agreement, each performance right that corresponds to a number of shares of Spectrum common stock granted under a Spectrum equity incentive plan that was outstanding immediately prior to the effective time of the merger, was automatically converted into a performance right award of HRG common stock equal to the number of shares of Spectrum common stock subject to such award as of immediately prior to the effective time of the merger (each such award, a "New HRG Award"). Each New HRG Award will continue to have the same terms and conditions, including with respect to vesting, as the Spectrum performance rights award to which they relate.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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