

Spectrum Brands Holdings, Inc.  
Form DEF 14A  
December 23, 2013

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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No.     )

Filed by the Registrant

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Check the appropriate box:

- Preliminary Proxy Statement
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- Definitive Proxy Statement
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Spectrum Brands Holdings, Inc.  
(Name of Registrant as Specified In Its Charter)

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  - (3) Filing Party:
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-

SPECTRUM BRANDS HOLDINGS, INC.  
3001 Deming Way  
Middleton, WI 53562

December 23, 2013

Dear Stockholder:

On behalf of the Board of Directors, I am pleased to invite you to join us for our annual meeting of stockholders on Tuesday, January 28, 2014. The meeting will be held at 7:45 a.m., local time, at the offices of Spectrum Brands Holdings' Hardware and Home Improvement Group, 19701 Da Vinci Drive, Lake Forest, California 92610.

This year you will be asked to vote on the following proposals:

- (1) the election of four Class I directors to the Board of Directors for a three-year term;
- (2) the ratification of the Board of Directors' appointment of KPMG LLP as our independent registered public accounting firm for our 2014 fiscal year;
- (3) to vote on a non-binding advisory resolution to approve the compensation of our named executive officers; and
- (4) the approval of an amendment of the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan to increase the number of shares of common stock available for issuance thereunder by 1,000,000 shares from 4,625,676 to 5,625,676.

The Board of Directors recommends a vote FOR proposals 1, 2, 3, and 4. These proposals are described in the attached proxy statement, which you are encouraged to read fully. We will also consider any additional business that may be properly brought before the annual meeting. The Board of Directors has fixed December 16, 2013 as the record date for the determination of stockholders entitled to notice of, and to vote at, the annual meeting and any adjournment or postponement thereof. Only holders of record of shares of common stock of Spectrum Brands Holdings, Inc. at the close of business on the record date are entitled to notice of, and to vote at, the annual meeting. At the close of business on the record date, Spectrum Brands Holdings, Inc. had 52,685,589 shares of common stock outstanding and entitled to vote.

If you wish to attend the annual meeting in person, you must reserve your seat by January 21, 2014 by contacting our Investor Relations at (608) 275-3340. Additional details regarding requirements for admission to the annual meeting are described in the proxy statement under the heading "Voting in Person". Your vote is important and it is important that your shares be represented at the annual meeting. To ensure that your shares are represented at the annual meeting, whether or not you plan to attend, please vote by proxy using the Internet or the telephone, or by completing, signing, dating, and returning the enclosed proxy card in the envelope provided. Stockholders of record who attend the annual meeting may revoke their proxies and vote in person at the annual meeting, if they wish to do so. We appreciate your continued support.

Sincerely,  
David R. Lumley  
Chief Executive Officer, President, Global Batteries and President, Home & Garden



SPECTRUM BRANDS HOLDINGS, INC.  
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of Spectrum Brands Holdings, Inc.:

The annual meeting of the stockholders of Spectrum Brands Holdings, Inc. (the “Annual Meeting”) will be held on Tuesday, January 28, 2014 at 7:45 a.m., local time, at the offices of Spectrum Brands Holdings’ Hardware and Home Improvement Group, 19701 Da Vinci Drive, Lake Forest, California 92610, for the following purposes:

- (1) to elect four Class I directors to the Board of Directors for a three-year term expiring at the 2017 annual meeting;
- (2) to ratify the Board of Directors’ appointment of KPMG LLP as our independent registered public accounting firm for our fiscal year ending on September 30, 2014;
- (3) to vote on a non-binding advisory resolution to approve the compensation of our named executive officers; and
- (4) the approval of an amendment of the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan to increase the number of shares of common stock available for issuance thereunder by 1,000,000 shares from 4,625,676 to 5,625,676.

All stockholders of record as of December 16, 2013 will be entitled to vote at the Annual Meeting, whether in person or by proxy. If you are a stockholder of record you can vote your shares in one of two ways: either in person or by proxy at the Annual Meeting. If you are a stockholder of record and choose to vote in person, you must attend the Annual Meeting. If you wish to attend the Annual Meeting in person, you must reserve your seat by January 21, 2014 by contacting our Investor Relations at (608) 275-3340. Additional details regarding requirements for admission to the Annual Meeting are described in the attached proxy statement under the heading “Voting in Person”.

If you choose to vote by proxy you may do so by using the Internet or the telephone, or by completing, signing, dating, and returning the enclosed proxy card in the envelope provided. Whichever method you use to vote by proxy, each valid proxy received in time will be voted at the Annual Meeting in accordance with your instructions. To ensure that your proxy is voted, your proxy, whether given by the Internet, the telephone, or mailing the proxy card, should be received by 5:00 p.m., Central time, on January 27, 2014. If you submit a proxy without giving instructions, your shares will be voted as recommended by the Board of Directors. If your shares are held on your behalf by a bank, broker, or other nominee, the proxy statement accompanying this notice will provide additional information on how you may vote your shares. Stockholders of record who attend the Annual Meeting may revoke their proxies and vote in person at the Annual Meeting, if they wish to do so.

By Order of the Board of Directors,

Nathan E. Fagre  
Senior Vice President, General Counsel and  
Secretary

3001 Deming Way  
Middleton, WI 53562  
December 23, 2013



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SPECTRUM BRANDS HOLDINGS, INC.  
PROXY STATEMENT  
FOR THE ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON TUESDAY, JANUARY 28, 2014

ABOUT THE ANNUAL MEETING

We are furnishing this proxy statement to stockholders of record of Spectrum Brands Holdings, Inc. (“Spectrum” or the “Company”) in connection with the solicitation of proxies for use at the annual meeting of stockholders to be held on Tuesday, January 28, 2014 at 7:45 a.m., local time, at the offices of Spectrum Brands Holdings’ Hardware and Home Improvement Group, 19701 Da Vinci Drive, Lake Forest, California 92610, and at any adjournments or postponements thereof (the “Annual Meeting”).

The Notice of Annual Meeting of Stockholders (the “Annual Meeting Notice”), this proxy statement, the accompanying proxy card, and an Annual Report to stockholders for the fiscal year ended September 30, 2013 (the “Annual Report”) containing financial statements and other information of interest to stockholders are expected to be first mailed to stockholders on or about December 23, 2013.

Matters to be Voted Upon at the Annual Meeting

At the Annual Meeting you will be voting on the following proposals:

1. to elect four Class I directors to the Board of Directors for a three-year term expiring at the 2017 annual meeting;
2. to ratify the Board of Directors’ appointment of KPMG LLP as our independent registered public accounting firm for our fiscal year ending on September 30, 2014 (“Fiscal 2014”);
3. to vote on a non-binding advisory resolution to approve the compensation of our named executive officers; and
4. to approve an amendment of the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan (the “2011 Plan”) to increase the number of shares of common stock available for issuance thereunder from 4,625,676 to 5,625,676.

You will also be voting on such other business as may properly come before the meeting or any adjournment thereof.

Recommendations of Our Board of Directors

Our Board of Directors recommends that you vote your shares as follows:

1. FOR the election of four Class I directors to the Board of Directors for a three-year term expiring at the 2017 annual meeting (PROPOSAL 1);
2. FOR the ratification of the appointment by the Board of Directors of KPMG LLP as our independent registered public accounting firm for Fiscal 2014 (PROPOSAL 2);
- 3.

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FOR the approval of the non-binding advisory resolution approving the compensation of our named executive officers (PROPOSAL 3); and

4. FOR the approval of the amendment of the 2011 Plan to increase the number of shares of common stock available for issuance thereunder from 4,625,676 to 5,625,676 (PROPOSAL 4).

## Stockholders Entitled to Vote at the Meeting

### Stockholders of Record

Only stockholders of record of the Company's common stock, par value \$.01 per share (the "Common Stock"), as of December 16, 2013 (the "Record Date") are entitled to receive notice of and to vote at the Annual Meeting. You are considered the stockholder of record with respect to your shares if your shares are registered directly in your name with Computershare Shareowner Services, the Company's stock transfer agent. If you are a stockholder of record, you can vote your shares in one of two ways: either in person or by proxy at the Annual Meeting. If you are a stockholder of record and choose to vote in person, you must attend the Annual Meeting, which will be held at 7:45 a.m., local time, at the offices of Spectrum Brands Holdings' Hardware and Home Improvement Group, 19701 Da Vinci Drive, Lake Forest, California 92610.

If you choose to vote by proxy you may do so by using the Internet, the telephone, or by completing, signing, dating, and returning the enclosed proxy card in the envelope provided. Whichever method you use to vote by proxy, each valid proxy received in time will be voted at the Annual Meeting in accordance with your instructions. To ensure that your proxy is voted, your proxy, whether given by the Internet, the telephone, or by mailing the proxy card, should be received by 5:00 p.m., Central time, on January 27, 2014. If you submit a proxy without giving instructions, your shares will be voted as recommended by the Board of Directors.

On the Record Date, there were 52,685,589 shares of Common Stock issued and outstanding, constituting all of our issued and outstanding voting securities. Stockholders of record are entitled to one vote for each share of Common Stock they held as of the Record Date.

### Shares Held with a Bank, Broker, or Other Nominee

If your shares are held in an account with a bank, broker, or another third party that holds shares on your behalf, referred to herein as a "nominee," then you are considered the "beneficial owner" of these shares, and your shares are referred to as being held in "street name." If you hold your shares in "street name," you must vote your shares in the manner provided for by your bank, broker, or other nominee. Your bank, broker, or other nominee has enclosed or provided a voting instruction card with this proxy statement for you to use in directing the bank, broker, or other nominee how to vote your shares.

If your shares are held by a bank, broker, or other nominee, they may not be voted or may be voted contrary to your wishes if you do not provide your bank, broker, or other nominee with instructions on how to vote your shares. Brokers, banks, and other nominees have the authority under the rules of the New York Stock Exchange ("NYSE") to vote shares held in accounts by their customers in the manner they see fit, or not at all, on "routine" matters if their customers do not provide them with voting instructions. Proposals 1, 3, and 4 are not considered to be routine matters, but Proposal 2 is considered to be a routine matter. When a proposal is not routine and the bank, broker, or other nominee has not received your voting instructions, a bank, broker, or other nominee will not be permitted to vote your shares and a broker "non-vote" will occur. To ensure your shares are voted in the manner you desire, you should provide instructions to your bank, broker, or other nominee on how to vote your shares for each of the proposals to be voted on at the Annual Meeting in the manner provided for by your bank, broker, or other nominee.

### Quorum

A "quorum" of stockholders is necessary to hold the Annual Meeting. A quorum will exist at the Annual Meeting if the holders of record of a majority of the number of shares of Common Stock outstanding as of the Record Date are

present in person or represented by proxy at the Annual Meeting. Broker “non-votes” and shares held as of the Record Date by holders who are present in person or represented by proxy at the Annual Meeting, but who have abstained from voting or have not voted with respect to some or all of such shares on any proposal to be voted on at the Annual Meeting, will be counted as present for purposes of establishing a quorum.

## Votes Required with Respect to Each Proposal

To be elected as a Class I director at the Annual Meeting (Proposal 1), each candidate for election must receive a plurality of the votes cast by the stockholders present in person or represented by proxy at the Annual Meeting. In a plurality vote, the director nominee with the most affirmative votes in favor of his or her election to a particular directorship will be elected to that directorship.

The affirmative vote of the holders of a majority of the votes represented at the Annual Meeting in person or by proxy is required to ratify the Board of Directors' appointment of KPMG LLP as our independent registered public accounting firm for Fiscal 2014 (Proposal 2). The affirmative vote of the holders of a majority of the votes cast on the proposal at the Annual Meeting in person or by proxy is required to approve the non-binding advisory resolution relating to the compensation of our named executive officers (Proposal 3), and to approve the amendment of the 2011 Plan (Proposal 4).

With regards to Proposal 1 (election of directors), shares represented by proxies that are marked "WITHHELD" and shares that are not voted will be excluded entirely from the vote and will have no effect on the outcome of this vote because the directors are elected by a plurality vote. With regards to Proposal 2 (ratification of KPMG LLP's appointment as auditor), shares marked as "ABSTAIN" and shares which are not voted will be considered present in person or represented by proxy at the Annual Meeting and will have the effect of a vote against this proposal because approval of this proposal requires the affirmative vote of the holders of a majority of the shares of Common Stock represented at the Annual Meeting in person or by proxy. With regards to Proposal 3 (non-binding advisory vote on executive compensation) and Proposal 4 (approval of the amendment of the 2011 Plan), shares marked as "ABSTAIN" will have the effect of a vote against each of these proposals, and shares which are not voted will have no effect on each of these proposals, because approval of each of these proposals requires the affirmative vote of the holders of a majority of the shares of Common Stock cast on the proposal at the Annual Meeting.

## Proxies and Voting Procedures

### What is a Proxy?

A proxy is another person that you legally designate to vote your stock. If you designate someone as your proxy in a written document, that document also is called a proxy or a proxy card. For the purposes of the Annual Meeting, if you use the Internet or telephone to vote your shares, or complete the attached proxy card and return it to us by 5:00 p.m., Central time, on January 27, 2014, you will be designating the officers of the Company named on the proxy card to act as your proxy and to vote on your behalf in accordance with the instructions you have given via the Internet, by telephone, or on the proxy card at the Annual Meeting.

### Voting by Proxy

#### Stockholders of Record

If you are a stockholder of record you can vote your shares in one of two ways: either in person or by proxy at the Annual Meeting. If you are a stockholder of record and choose to vote in person, you must attend the Annual Meeting, which will be held at 7:45 a.m., local time, at the offices of Spectrum Brands Holdings' Hardware and Home Improvement Group, 19701 Da Vinci Drive, Lake Forest, California 92610. We recommend that you vote by proxy even if you currently plan to attend the Annual Meeting so that your vote will be counted if you later decide not to or are unable to attend the Annual Meeting. You may revoke your vote at any time before 5:00 p.m. Central time, on January 27, 2014, by:

attending the Annual Meeting in person and voting again; or

signing and returning a new proxy card with a later date or by submitting a later-dated proxy by telephone or via the Internet, since only your latest proxy received by 5:00 p.m., Central time, on January 27, 2014 will be counted.

If you are a stockholder of record, there are several ways for you to vote your shares by proxy:

- **By Mail.** You may submit your proxy by completing, signing, and dating the attached proxy card and returning it in the prepaid envelope. Sign your name exactly as it appears on the proxy card. Proxy cards submitted by mail must be received by 5:00 p.m., Central time, on January 27, 2014.
- **By Telephone or Over the Internet.** You may submit your proxy by telephone or via the Internet by following the instructions provided on the proxy card. If you submit your proxy by telephone or via the Internet, you do not need to return a proxy card by mail. Internet and telephone proxy submission is available 24 hours a day. Proxies submitted by telephone or the Internet must be received by 5:00 p.m., Central time, on January 27, 2014.
- **In Person at the Annual Meeting.** You may vote your shares in person at the Annual Meeting. Even if you plan to attend the Annual Meeting in person, we recommend that you also submit your proxy by telephone or via the Internet, or by completing, signing, dating, and returning the attached proxy card by the applicable deadline so that your vote will be counted if you later decide not to or are unable to attend the meeting. Details regarding requirements for admission to the Annual Meeting are described below under the heading “Voting in Person”.

Voting instructions are included on your proxy card. If you properly submit your proxy by telephone, the Internet, or by mail in time for it to be voted at the Annual Meeting, one of the individuals named as your proxy, each of whom is one of our officers, will vote your shares as you have directed. If you submit your proxy by telephone, the Internet, or by mail, but do not indicate how your shares are to be voted with respect to one or more of the proposals to be voted on at the Annual Meeting, as necessary to vote your shares on each proposal, your shares will be voted in accordance with the recommendations of our Board of Directors: (1) FOR the election of the director nominees, (2) FOR the ratification of the appointment KPMG LLP as the Company’s independent registered public accounting firm for Fiscal 2014, (3) FOR the approval of the non-binding advisory resolution approving the compensation of our named executive officers, (4) FOR the approval of the amendment of the 2011 Plan, and (5) in accordance with the best judgment of the named proxies on other matters properly brought before the Annual Meeting.

Our Board of Directors has no knowledge of any matters that will be presented for consideration at the Annual Meeting other than those described herein. The named proxies will also have discretionary authority to vote upon any adjournment or postponement of the Annual Meeting, including for the purpose of soliciting additional proxies.

#### Shares Held with a Bank, Broker, or Other Nominee

If you hold your shares in “street name,” you must vote your shares in the manner provided for by your bank, broker, or other nominee. Your bank, broker, or other nominee has enclosed or provided a voting instruction card for you to use in directing the bank, broker, or other nominee on how to vote your shares. To ensure that your shares are voted according to your wishes, be certain that you provide instructions to your bank, broker, or other nominee on how to vote your shares in the manner that they specify. Your bank, broker, or other nominee will be permitted to vote your shares without instruction from you on Proposal 2, but will not be permitted to vote your shares on Proposals 1, 3, and 4 without your instructions. As a result, if you do not provide your bank, broker, or other nominee with instructions on how to vote your shares with respect to Proposal 2, your bank, broker, or other nominee may vote your shares in a different manner than you would have voted if you had provided instructions to your bank, broker, or other nominee, and your vote will not be cast for Proposals 1, 3, and 4. Abstentions will have the same effect as a vote against adoption of Proposals 2, 3, and 4, and broker “non-votes” will have the same effect as a vote against adoption of Proposal 2. Broker “non-votes” will have no effect on Proposals 3 and 4.



## Revoking Your Proxy

If you are a stockholder of record, you may revoke your proxy before it is voted by:

- signing and returning a new proxy card with a later date or by submitting a later-dated proxy by telephone

or the Internet, since only your last proxy received by 5:00 p.m., Central time, on January 27, 2014 will be counted;

- notifying the Secretary of the Company in writing by 5:00 p.m., Central time, on January 27, 2014 that you have revoked your proxy; or

- voting in person at the Annual Meeting.