

Ambrecht Kenneth C
 Form 4
 July 17, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Ambrecht Kenneth C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 06/12/2013

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MIDDLETON, WI 53562

(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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	06/12/2013		P		33.6804 ⁽¹⁾	A	\$ 61.92 22,054.6804	D
Common Stock	09/18/2013		P		31.1343 ⁽¹⁾	A	\$ 67.25 22,085.8147	D
Common Stock	12/20/2013		P		40.75 ⁽¹⁾	A	\$ 70.23 22,126.5647	D
Common Stock	03/19/2014		P		44.766 ⁽¹⁾	A	\$ 79.79 22,171.3307	D
Common Stock	06/18/2014		P		44.8138 ⁽¹⁾	A	\$ 80 22,216.1445	D

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Common Stock	09/17/2014	P	41.5897 ⁽¹⁾	A	\$ 86.52	22,257.7342	D
Common Stock	12/19/2014	P	45.3721 ⁽¹⁾	A	\$ 95.6	22,303.1063	D
Common Stock	03/11/2015	P	51.8648 ⁽¹⁾	A	\$ 92.28	22,354.9711	D
Common Stock	06/17/2015	P	48.0149 ⁽¹⁾	A	\$ 100.03	22,402.986	D
Common Stock	09/16/2015	P	49.5276 ⁽¹⁾	A	\$ 97.29	22,452.5136	D
Common Stock	12/18/2015	P	57.6844 ⁽¹⁾	A	\$ 98.66	22,510.198	D
Common Stock	03/09/2016	P	66.6636 ⁽¹⁾	A	\$ 98.63	22,576.8616	D
Common Stock	06/15/2016	P	55.0264 ⁽¹⁾	A	\$ 113.82	22,631.888	D
Common Stock	09/14/2016	P	47.947 ⁽¹⁾	A	\$ 124.81	22,679.835	D
Common Stock	12/16/2016	P	57.4621 ⁽¹⁾	A	\$ 121.73	22,737.2971	D
Common Stock	03/08/2017	P	56.4076 ⁽¹⁾	A	\$ 137.48	22,793.7047	D
Common Stock	06/14/2017	P	58.7483 ⁽¹⁾	A	\$ 132.4	22,852.453	D
Common Stock	09/13/2017	P	73.36 ⁽¹⁾	A	\$ 106.36	22,925.813	D
Common Stock	12/20/2017	P	78.4913 ⁽¹⁾	A	\$ 109.17	23,004.3043	D
Common Stock	03/13/2018	P	90.4169 ⁽¹⁾	A	\$ 95.13	23,094.7212	D
Common Stock	06/05/2018	P	107.2207	A	\$ 80.57	23,201.9419	D
Common Stock	07/13/2018	D	23,201.9419 ⁽²⁾ ⁽³⁾	D	⁽²⁾	0	D

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

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**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. 5)	
							Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)					

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ambrecht Kenneth C
 C/O SPECTRUM BRANDS HOLDINGS, INC.
 3001 DEMING WAY
 MIDDLETON, WI 53562

X

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).

(1) These shares were acquired pursuant to a stock dividend reinvestment plan.

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") (the "Merger Agreement"), each share of common stock of Spectrum was converted into one share of common stock of HRG as of July 13, 2018, which was the closing date of the merger.

(3) Reporting Person was awarded 2,313 restricted stock units under the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan which are scheduled to vest in full on October 1, 2018. Pursuant to the Merger Agreement, these restricted stock units were assumed by HRG in the Merger, and were automatically converted into an equal number of restricted stock units of HRG common stock.

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.