FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB Number: 3235-0287 Estimated average burden 0.5 hours per response

1. Name and Addre				er Name and Ticker 1ne Brands Ho			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
KLEIN CHR	ISTOPHER	FBHS	-		<u>curry, mc.</u> [X	Director	10% C	Owner				
(Last)	(First)	(Middle)					X	Officer (give title below)	Other below	(specify			
520 LAKE COO	()	(muule)	3. Date 02/23	e of Earliest Transac /2015	tion (Month/D	ay/Year)	Chief Executive Officer						
(Street) DEERFIELD IL 60015				nendment, Date of C /2015	Driginal Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicab Line)						
							X	Form filed by One	e Reporting Perso	on			
(City)	(State)	(Zip)						Form filed by Mor Person	e than One Repo	orting			
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1 Title of Security	(Instr 3)		2. Transaction	2A. Deemed	3.	4. Securities Acquired (A)	or	5. Amount of	6. Ownership	7. Nature of			

Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)				4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	 Reported Transaction(s) (Instr. 3 and 4) 		(Instr. 4)	

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

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. Transa Code (8)		n Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
Options (Right to Buy)	\$47.87 ⁽¹⁾	02/23/2015		A ⁽²⁾		132,500		(3)	02/23/2025	Common Stock	132,500	\$0.00	132,500	D	

Explanation of Responses:

1. This amended report is filed to correct the exercise price of the stock options granted on February 23, 2015, which was inadvertently misstated in the original form.

2. Reflects the grant of options under the issuer's Long-Term Incentive Plans.

3. The options vest in three equal annual installments beginning on February 28, 2016.

Remarks:

<u>/s/ Angela M. Pla, Attorney-in-</u> 10/07/2015 Fact for Christopher J. Klein

** Signature of Reporting Person

Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.