

Spectrum Brands Holdings, Inc.
Form SC 13D/A
March 14, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 8)

SPECTRUM BRANDS HOLDINGS, INC.
(Name of Issuer)

COMMON STOCK (PAR VALUE \$0.01 PER SHARE)
(Title of Class of Securities)

84763R101
(CUSIP Number)

Philip Falcone
Chief Executive Officer
450 Park Avenue, 27th Floor
New York, New York 10022
(212) 906-8555
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

March 14, 2012
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON

Harbinger Group Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER*

NUMBER OF 29,035,708

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY

0

EACH

REPORTING 9 SOLE DISPOSITIVE POWER*

PERSON

29,035,708

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*

29,035,708

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)*

56.09%

14 TYPE OF REPORTING PERSON

CO

* See Item 5.

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1 NAME OF REPORTING PERSON

David M. Maura

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

7 SOLE VOTING POWER*

NUMBER OF 20,000

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY

0

EACH

REPORTING

9 SOLE DISPOSITIVE POWER*

PERSON

20,000

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*

20,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)*

Less than 1%

14 TYPE OF REPORTING PERSON

IN

* See Item 5.

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1 NAME OF REPORTING PERSON

Tyler Kolarik

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

7 SOLE VOTING POWER*

NUMBER OF
SHARES
BENEFICIALLY

3,000

OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER*

3,000

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*

3,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)*

Less than 1%

14 TYPE OF REPORTING PERSON

IN

* See Item 5.

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Item 1. Security and Issuer.

This Amendment No. 8 to Schedule 13D is being filed by the undersigned to amend the Schedule 13D filed by Harbinger Group Inc. on January 18, 2011, as amended by Amendment No. 1 to the Schedule 13D filed by the undersigned on July 1, 2011, Amendment No. 2 to Schedule 13D filed by the undersigned on July 26, 2011, Amendment No. 3 to Schedule 13D filed by the undersigned on August 2, 2011, Amendment No. 4 to Schedule 13D filed by the undersigned on September 16, 2011, Amendment No. 5 to Schedule 13D filed by the undersigned on December 13, 2011, Amendment No. 6 to Schedule 13D filed by the undersigned on January 20, 2012 and Amendment No. 7 on February 9, 2012 (as amended, the "Schedule 13D") with respect to the shares of Common Stock, par value \$0.01 per share (the "Shares" or "Issuer common stock"), of Spectrum Brands Holdings, Inc., a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at 601 Rayovac Drive, Madison, Wisconsin 53711. Messrs. Maura and Kolarik were previously included as reporting persons in the Schedule 13D amendments filed by Harbinger Capital Partners Master Fund I, Ltd. and the other reporting persons identified therein on January 12, 2011, July 1, 2011, July 26, 2011, August 2, 2011 and September 16, 2011.

Item 2. Identity and Background.

No material change.

Item 3. Source and Amount of Funds or Other Consideration.

The first sentence of Item 3 is hereby amended to read as follows:

"As of the date hereof HGI beneficially owns 29,035,708 shares of Issuer common stock."

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Item 4. Purpose of Transaction.

“On March 14, 2012, HGI, through its wholly-owned subsidiary HGI Funding LLC (the “Purchaser”), entered into a Rule 10b5-1 Purchase Instruction (the “Purchase Instruction”) with Credit Suisse Securities (USA) LLC (“Credit Suisse”), pursuant to which the parties thereto established a trading plan to effect purchases of Shares. The Purchase Instruction provides that purchases are to be made in compliance with Rule 10b5-1 and paragraphs (b) and (c) of Rule 10b-18, each promulgated under the Securities Exchange Act of 1934, as amended.

Pursuant to the terms of the Purchase Instruction, Credit Suisse will have the authority to purchase Shares on each day the New York Stock Exchange (the “NYSE”) is open for trading and the Shares trade in a regular way on the NYSE, within the price, amount and other terms of the Purchase Instruction. The Purchase Instruction authorizes purchases of Shares commencing on March 19, 2012 until the Purchase Instruction is terminated, which will occur upon the earlier of, among other events, the date on which the aggregate number of Shares specified under the Purchase Instruction is purchased and the close of trading on the NYSE on March 19, 2013. Notwithstanding the foregoing, the Purchaser may terminate the Purchase Instruction at any time.”

Item 5. Interest in Securities of the Issuer.

Paragraphs (a), (b) and (c) of Item 5 of the Schedule 13D are hereby amended and restated in their entirety as follows:

“References to percentage ownerships of Shares in this Schedule 13D are based upon the 51,767,891 Shares stated to be outstanding as of February 1, 2012 by the Issuer in its Quarterly Report on Form 10-Q for the quarterly period ended January 1, 2012 filed with the SEC on February 3, 2011. The Share reported as beneficially owned by each Reporting Person in this Schedule 13D does not include the Shares beneficially owned by the other Reporting Persons or the Harbinger Persons. As a result of the arrangements among the Reporting Persons and the Harbinger Persons described in this Schedule 13D, the Reporting Persons and the Harbinger Persons may be deemed to be members of a “group” for purposes of the Securities Exchange Act of 1934, as amended, and may be deemed to beneficially own an aggregate of 29,238,897 shares of Issuer common stock (or 56.48% of the outstanding shares of Issuer common stock) owned by the Harbinger Persons and the Reporting Persons in the aggregate as of the date of this Schedule 13D. Each of the Reporting Persons and each of the Harbinger Persons specifically disclaims beneficial ownership in the shares of Issuer common stock reported herein except to the extent it or he actually exercises voting or dispositive power with respect to such shares.

(a, b) As of the date hereof, HGI may be deemed to be the beneficial owner of 29,035,708 shares of Issuer common stock, constituting 56.09% of the outstanding shares of Issuer common stock.

HGI has the sole power to vote or direct the vote of 29,035,708 shares of Issuer common stock; has the shared power to vote or direct the vote of 0 shares of Issuer common stock; has sole power to dispose or direct the disposition of 29,035,708 shares of Issuer common stock; and has shared power to dispose or direct the disposition of 0 shares of Issuer common stock.

(a, b) As of the date hereof, David M. Maura may be deemed to be the beneficial owner of 20,000 Shares, constituting less than 1% of the Shares.

Mr. Maura has the sole power to vote or direct the vote of 20,000 Shares; has the shared power to vote or direct the vote of 0 Shares; has sole power to dispose or direct the disposition of 20,000 Shares; and has shared power to dispose or direct the disposition of 0 Shares.

(a, b) As of the date hereof, Tyler Kolarik may be deemed to be the beneficial owner of 3,000 Shares, constituting less than 1% of the Shares.

Mr. Kolarik has the sole power to vote or direct the vote of 3,000 Shares; has the shared power to vote or direct the vote of 0 Shares; has sole power to dispose or direct the disposition of 3,000 Shares; and has shared power to dispose or direct the disposition of 0 Shares.

(a, b) As of the date hereof, the Master Fund may be deemed to be the beneficial owner of 79,100 Shares, constituting less than 1% of the Shares.

The Master Fund has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 79,100 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 79,100 Shares.

(a, b) As of the date hereof, Harbinger LLC may be deemed to be the beneficial owner of 79,100 Shares, constituting less than 1% of the Shares.

Harbinger LLC has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 79,100 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 79,100 Shares.

(a, b) As of the date hereof, the Special Fund may be deemed to be the beneficial owner of 101,089 Shares, constituting less than 1% of the Shares.

The Special Fund has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 101,089 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 101,089 Shares.

(a, b) As of the date hereof, HCPSS may be deemed to be the beneficial owner of 101,089 Shares, constituting less than 1% of the Shares of the Issuer.

HCPSS has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 101,089 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 101,089 Shares.

(a, b) As of the date hereof, Harbinger Holdings may be deemed to be the beneficial owner of 180,189 Shares, constituting less than 1% of the Shares of the Issuer. Harbinger

Holdings has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 180,189 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 180,189 Shares.

(a, b) As of the date hereof, Philip Falcone may be deemed to be the beneficial owner of 180,189 Shares, constituting less than 1% of the Shares of the Issuer.

Mr. Falcone has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 180,189 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 180,189 Shares.

(c) Since the date of the last amendment to the Schedule 13D, the only transaction in the Shares by the Reporting Persons or Harbinger Persons was the purchase of 249,000 Shares by the Purchaser on March 7, 2012 at a price of \$29 per Share."

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

No material change.

Item 7. Material to be Filed as Exhibits.

Exhibit O: Joint Filing Agreement

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

HARBINGER GROUP INC.

By: /s/ Philip Falcone
Name: Philip Falcone
Title: Chief Executive
Officer

/s/ David M. Maura
David M. Maura

/s/ Tyler Kolarik
Tyler Kolarik

March 14, 2012

Attention: Intentional misstatements or omissions of fact constitute federal violations (see 18 U.S.C. § 1001).

Exhibit O

JOINT FILING AGREEMENT

The undersigned agree that this Amendment to Schedule 13D relating to the shares of Common Stock (par value \$0.01 per share) of Spectrum Brands Holdings, Inc. shall be filed on behalf of the undersigned.

HARBINGER GROUP INC.

By: /s/ Philip Falcone
 Name: Philip Falcone
 Title: Chief Executive
 Officer

/s/ David M. Maura
David M. Maura

/s/ Tyler Kolarik
Tyler Kolarik

March 14, 2012
