

Spectrum Brands Holdings, Inc.  
Form 8-K  
March 15, 2012

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (date of earliest event reported): March 14, 2012

SPECTRUM BRANDS HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-34757  
(Commission File No.)

22-2166630  
(IRS Employer  
Identification No.)

601 Rayovac Drive  
Madison, Wisconsin 53711  
(Address of principal executive offices)

(608) 275-3340  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 7.01 Regulation FD Disclosure.

The following information being furnished pursuant to this Item 7.01 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

On March 15, 2012, a subsidiary of Spectrum Brands Holdings, Inc. (“Spectrum Brands Holdings”), Spectrum Brands, Inc. (“Spectrum”), communicated to investors that as of February 26, 2012, before giving effect to the offering referred to in Item 8.01 below, Spectrum’s cash and cash equivalents on hand was \$60 million and their total debt was \$1,849 million.

Item 8.01 Other Events.

On March 14, 2012, Spectrum Brands Holdings’ subsidiary, Spectrum, issued a press release announcing that Spectrum intends to commence an offering of \$275 million aggregate principal amount of senior notes due 2020. A copy of the press release is furnished hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

- (a) Not applicable.
  - (b) Not applicable.
  - (c) Not applicable.
  - (d) Exhibits
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| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

|             |                                           |
|-------------|-------------------------------------------|
| <u>99.1</u> | <u>Press Release dated March 14, 2012</u> |
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report on Form 8-K to be signed on its behalf by the undersigned, thereunto duly authorized.

SPECTRUM BRANDS HOLDINGS, INC.

By: /s/ Nathan Fagre  
Name: Nathan Fagre  
Title: General Counsel and  
Secretary

Dated: March 15, 2012

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