

Spectrum Brands Holdings, Inc.

Form 8-K

July 19, 2011

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**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): July 14, 2011**

**SPECTRUM BRANDS HOLDINGS, INC.**

(Exact name of registrant as specified in charter)

DELAWARE

001-34757

27-2166630

(State or other  
jurisdiction of  
incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

601 RAYOVAC DRIVE, MADISON, WISCONSIN

53711

(Address of principal executive offices)

(Zip Code)

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

N/A

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

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ITEM 8.01 OTHER EVENTS.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

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ITEM 8.01 OTHER EVENTS.

On July 14, 2011, Spectrum Brands Holdings, Inc. (the Company ) entered into an Underwriting Agreement with Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc. and Jefferies & Company, Inc., as representatives of the underwriters named therein, and the selling stockholder named therein, with respect to the sale of up to 7,469,812 shares of common stock, par value \$.01 per share (the Common Stock ) of the Company (including 974,323 shares of Common Stock subject to an over-allotment option granted to the Underwriters by the Company and the selling stockholder).

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

The exhibit listed below relates to the Registration Statement (No. 333-175167) on Form S-3 of the Company and is filed herewith for incorporation by reference in such Registration Statement.

EXHIBIT NUMBER DESCRIPTION OF EXHIBIT

1.1	Underwriting Agreement, dated July 14, 2011, by and among the Company, Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc. and Jefferies & Company, Inc., as representatives of the underwriters named therein, and the selling stockholder named therein.
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SPECTRUM BRANDS HOLDINGS, INC.

Date: July 14, 2011

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

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