

Spectrum Brands Holdings, Inc.  
Form 8-K/A  
March 21, 2012

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K/A  
Amendment No. 1

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 20, 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.)

27-2166630  
(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))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

(17 CFR 240.13e-4(c))



Explanatory Note:

This Amendment No. 1 to the Current Report on Form 8-K filed by the registrant on March 21, 2012 is being filed solely to amend a typographical error which incorrectly reported the amount accepted for purchase pursuant to the tender offer described herein as \$321,421,391 instead of the correct amount of \$231,421,391.

Item 8.01 Other Events.

On March 20, 2012, the subsidiary of Spectrum Brands Holdings, Inc., Spectrum Brands, Inc. (“Spectrum”), announced the closing of its offering of \$300 million aggregate principal amount of its 6.750% Senior Notes due 2020 (the “Notes”). Together with the closing of the Notes, Spectrum announced that it had accepted for purchase, pursuant to its previously disclosed tender offer, \$231,421,391 aggregate principal amount of its 12% Senior Subordinated Toggle Notes due 2019 (the “12% Notes”). The tender offer for its 12% Notes expires at midnight, New York City time, on March 28, 2012.

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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 21, 2012