

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-14**
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REPORTING OWNER

FALCONE PHILIP

CIK: **1233569**

Type: **4** | Act: **34** | File No.: **001-34757** | Film No.: **13853066**

Mailing Address
450 PARK AVENUE, 30TH
FLOOR
NEW YORK NY 10022

ISSUER

Spectrum Brands Holdings, Inc.

CIK: **1487730** | IRS No.: **272166630** | State of Incorp.: **DE** | Fiscal Year End: **0930**
SIC: **3690** Miscellaneous electrical machinery, equipment & supplies

Mailing Address
601 RAYOVAC DRIVE
MADISON WI 53711

Business Address
601 RAYOVAC DRIVE
MADISON WI 53711
608-275-3340

HARBINGER GROUP INC.

CIK: **109177** | State of Incorp.: **DE** | Fiscal Year End: **0930**
Type: **4** | Act: **34** | File No.: **001-34757** | Film No.: **13853067**
SIC: **3690** Miscellaneous electrical machinery, equipment & supplies

Mailing Address
450 PARK AVENUE
30TH FLOOR
NEW YORK NY 10022

Business Address
450 PARK AVENUE
30TH FLOOR
NEW YORK NY 10022
212-906-8548

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person HARBINGER GROUP INC.			2. Issuer Name and Ticker or Trading Symbol Spectrum Brands Holdings, Inc. [SPB]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) *See Remarks	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2013			
450 PARK AVENUE, 30TH FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person	
(Street) NEW YORK, NY 10022						
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (par value \$0.01 per share)	05/14/2013		P		11,100	A	\$58.6	30,525,786	D (1) (2) (3)	
Common Stock (par value \$0.01 per share)	05/15/2013		P		13,900	A	\$59.34	30,539,686	D (1) (2) (4)	
Common Stock (par value \$0.01 per share)	05/15/2013		P		3,100	A	\$59.63	30,542,786	D (1) (2) (5)	
Common Stock (par value \$0.01 per share)	05/16/2013		P		24,900	A	\$59.89	30,567,686	D (1) (2) (6)	
Common Stock (par value \$0.01 per share)	05/16/2013		P		2,100	A	\$60.33	30,569,786	D (1) (2) (7)	

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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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.