

Spectrum Brands Holdings, Inc.  
Form 8-K  
January 18, 2011  
**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): January 18, 2011 (January 18, 2011)

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

|   |                       |                                      |
|---|-----------------------|--------------------------------------|
| <b>Delaware</b>                                   | <b>001-34757</b>      | <b>27-2166630</b>                    |
| (State or other jurisdiction<br>of incorporation) | (Commission File No.) | (IRS Employer<br>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))

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**Item 8.01. Other Events.**

On January 18, 2011, Spectrum Brands Holdings, Inc. issued a press release (the “Press Release”) announcing its intention to refinance the existing \$680 million senior secured term loan governed by the Credit Agreement, dated as of June 16, 2010, by and among Spectrum Brands, Inc. and certain of its domestic subsidiaries, as borrowers, the lenders party thereto and Credit Suisse AG, as administrative agent, maturing in June 2016, with a new term loan facility. A copy of the Press Release is furnished as Exhibit 99.1 to this report.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u>                    |
|--------------------|---------------------------------------|
| 99.1               | Press Release, dated January 18, 2011 |

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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/ John T. Wilson  
Name: John T. Wilson  
Title: Senior Vice  
President, Secretary  
and  
General Counsel

Dated: January 18, 2011

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EXHIBIT INDEX

Exhibit Description

99.1 Press Release, dated January 18, 2011