

FALCONE PHILIP  
Form 4  
May 23, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer	
HARBINGER GROUP INC.			Spectrum Brands Holdings, Inc. [SPB]	(Check all applicable)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	___ Director ___ Officer (give title below)	
450 PARK AVENUE, 30TH FLOOR			05/22/2013	___X___ 10% Owner ___X___ Other (specify below) *See Remarks	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)	
NEW YORK, NY 10022				___ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person	
(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)	05/22/2013		P		42,600	A	\$ 58.73
					30,713,585	D	(1) (2) (3)
Common Stock (par value \$0.01 per share)	05/23/2013		P		20,200	A	\$ 58.3
					30,733,785	D	(1) (2) (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.



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- (2) Mr. Philip Falcone is the Chief Executive Officer and Chairman of the Board of Directors of HGI and the portfolio manager of certain controlling persons of HGI. Mr. Falcone does not own any Shares directly; however, as a result of Mr. Falcone's position with HGI and his relationship with HGI's controlling persons, Mr. Falcone may be deemed to beneficially own Shares directly owned by HGI.

- (3) The price shown in Column 4 is the weighted average purchase price of these Shares on the transaction date. The price range for the purchases is \$58.50 to \$59.28 per Share. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer full information regarding the number of Shares purchased at each separate price.

- (4) The price shown in Column 4 is the weighted average purchase price of these Shares on the transaction date. The price range for the purchases is \$57.81 to \$58.54 per Share. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer full information regarding the number of Shares purchased at each separate price.

### Remarks:

-The Reporting Persons may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as a

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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.