

Spectrum Brands Holdings, Inc.
Form 8-K
June 17, 2010

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): June 16, 2010

SPECTRUM BRANDS HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction)

001-34757
(Commission)

27-2166630
(IRS Employer)

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of incorporation)

File No.)
601 Rayovac Drive

Identification No.)

Madison, Wisconsin 53711

(Address of principal executive offices)

(608) 275-3340

(Registrant's telephone number, including area code)

c/o Russell Hobbs, Inc.

3633 S. Flamingo Road

Miramar, FL 33027

(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))

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

As previously described in the Current Report on Form 8-K of Spectrum Brands Holdings, Inc. (the Company or SB Holdings) filed with the Securities and Exchange Commission (the SEC) on the date hereof, on June 16, 2010 (the Closing Date) the Company completed its previously announced business combination transaction (the Transaction) pursuant to the Agreement and Plan of Merger, dated as of February 9, 2010, as amended, by and among the Company, Russell Hobbs, Inc., Spectrum Brands, Inc. (Spectrum), Battery Merger Corp. and Grill Merger Corp.

In connection with the consummation of the Transaction, Spectrum notified the New York Stock Exchange (the NYSE) on June 16, 2010 that each outstanding share of its common stock was converted into the right to receive one share of SB Holdings common stock and requested that the NYSE file with the SEC a notification of removal from listing on Form 25 to report that the shares of Spectrum s common stock are no longer listed on the NYSE.

Moreover, in connection with the consummation of the Transaction, SB Holdings became registered with the SEC pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended, and shares of SB Holdings common stock will be listed on the NYSE under the ticker symbol SPB .

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

In connection with the closing of the Transaction, all of Spectrum s officers and directors were appointed to similar positions at SB Holdings, except for Kent J. Hussey, who resigned from his position as a director of Spectrum.

As a result, in connection with the closing of the Transaction, the following individuals were appointed to serve as the officers and directors (as designated below) of SB Holdings:

Name	Position
David R. Lumley	Chief Executive Officer, President, Global Batteries and Personal Care and Home and Garden and Director
Anthony L. Genito	Executive Vice President, Chief Financial Officer and Chief Accounting Officer
John A. Heil	President, Global Pet Supplies
Terry L. Polistina	President, Small Appliances and Director
John T. Wilson	Senior Vice President, Secretary and General Counsel
Kenneth C. Ambrecht	Director
Eugene I. Davis	Director
Marc S. Kirschner	Director
Norman S. Matthews	Director
Hugh R. Rovit	Director
David M. Maura	Director*
Robin Roger	Director
Virginia A. Kamsky	Director

* Mr. Maura will serve as interim Chairman of the Board of Directors of SB Holdings.

Messrs. Davis, Kirschner and Rovit will serve as members of the Audit Committee of the Board of Directors of SB Holdings, with Mr. Davis acting as Chairman of the Audit Committee. Messrs. Ambrecht, Davis and Maura will serve as members of the Compensation Committee of the Board of Directors of SB Holdings, with Mr. Ambrecht acting as Chairman of the Compensation Committee. Messrs. Matthews, Ambrecht and Kirschner and Ms. Kamsky and Roger will serve as members of the Nominating and Corporate Governance Committee of the Board of Directors of SB Holdings, with Mr. Matthews acting as Chairman of the Nominating and Corporate Governance Committee. Messrs. Kirschner,

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Matthews and Rovit will serve as members of the Special Nominating Committee of the Board of Directors of SB Holdings.

The biographical information for each of the officers and directors listed above is provided in the definitive joint proxy statement/prospectus dated May 11, 2010, which was filed by Spectrum with the SEC on Form DEFM14A on May 12, 2010 (the "Proxy Statement/Prospectus"), and in the supplement thereto dated May 28, 2010, which was filed by Spectrum with the SEC on Form DEFA14A on May 28, 2010.

Item 5.03 Amendment of Articles of Incorporation or Bylaws

On the Closing Date, in connection with the Transaction, the certificate of incorporation and the by-laws of SB Holdings were amended and restated in their entirety. The description of the restated certificate of incorporation and by-laws contained under the caption "Comparison of Stockholder Rights" in the Proxy Statement/Prospectus is incorporated herein by reference. The restated certificate of incorporation and the restated by-laws of SB Holdings are included as Exhibits 3.1 and 3.2 of SB Holdings' Registration Statement on Form S-8 filed with the SEC on June 16, 2010, and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits.

Exhibit No.	Description
3.1	Restated Certificate of Incorporation of Spectrum Brands Holdings, Inc., dated June 16, 2010 (incorporated by reference to Exhibit 3.1 of the Company's Registration Statement on Form S-8 filed with the SEC on June 16, 2010 (File No. 333-167569)).
3.2	Amended and Restated By-Laws of Spectrum Brands Holdings, Inc., adopted as of June 16, 2010 (incorporated by reference to Exhibit 3.2 of the Company's Registration Statement on Form S-8 filed with the SEC on June 16, 2010 (File No. 333-167569)).

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: June 17, 2010