FALCONE PHILIP

Form 4

November 21, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock (par

(Print or Type Responses)

| 1. Name and Address of Reporting Person * HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. | | | 2. Issuer Name and Ticker or Trading Symbol Spectrum Brands Holdings, Inc. [SPB] | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|------------------------------------------------------------------------------------------|-----------------------------------------|--------------|-------------------------------------------------------------------------------------------|-----------------|--------------------------------|------------------------------|--------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|--|
| (Last) | (First) | (Middle) | | f Earliest Ti | ransaction | | | Director | _X_ 100 | | |
| | NATIONAL F AND) LT, 78 S N'S QUAY | | (Month/I 11/19/2 | • | | | | below) | e titleX Otl below) See Remarks | ier (specify | |
| | (Street) | | | endment, Da | _ | ıl | | 6. Individual or J | oint/Group Fili | ng(Check | |
| | | | Filed(Mo | nth/Day/Year | r) | | | | One Reporting Pe | | |
| DUBLIN 2, | L2 00000 | | | | | | | _X_ Form filed by Person | More than One R | eporting | |
| (City) | (State) | (Zip) | Tab | le I - Non-I | Derivative | Secui | rities Acq | uired, Disposed o | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Da (Month/Day/Yea | r) Execution | med on Date, if Day/Year) | Code (Instr. 8) | 4. Securion(A) or D (Instr. 3, | ispose 4 and (A) or | d of (D) | 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) | |
| Common | | | | Code v | Amount | (D) | \$ | | | See | |
| Stock (par value \$0.01 per share) | 11/19/2012 | | | P | 700 | A | 44.94 (1) | 29,558,308 | I | footnotes (2) (3) (4) (5) | |
| Common Stock (par value \$0.01 per share) | 11/20/2012 | | | P | 100 | A | \$ 45 | 29,558,408 | I | See footnotes (2) (3) (4) (5) | |
| Common | | | | | | | | 79,100 | $D_{(7)} = \frac{(2)}{(3)} \frac{(3)}{(6)}$ | | |

(7)

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value \$0.01 per share)

Common Stock (par value \$0.01 per share)

101,089 $\frac{D}{(9)} \frac{(2)}{(3)} \frac{(3)}{(8)}$

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

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 control number.

SEC 1474

(9-02)

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. Transact Code (Instr. 8) | 5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | 7. Titl Amou Under Secur (Instr. | int of lying | 8. Price of Derivative Security (Instr. 5) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------|---------------------|--------------------|----------------------------------------------|----------------------------------------|-----------------------------------------------------|
| | | | | Code V | 7 (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-----------------|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | |
| HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. C/O INTERNATIONAL FUND SVS. (IRELAND) LT 78 SIR JOHN ROGERSON'S QUAY DUBLIN 2, L2 00000 | | X | | *See Remarks | |
| HARBINGER CAPITAL PARTNERS LLC 450 PARK AVENUE, 30TH FLOOR NEW YORK, NY 10022 | | X | | *See Remarks | |
| HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. 450 PARK AVENUE, 30TH FLOOR NEW YORK, NY 10022 | | X | | *See Remarks | |
| | | X | | | |

Reporting Owners 2

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| HARBINGER CAPITAL PARTN LLC 450 PARK AVENUE, 30TH FLO NEW YORK, NY 10022 | ERS SPECIAL SITUATIONS GP, OR | | *See Remarks |
|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|-------------|-----------------|
| HARBINGER HOLDINGS, LLC 450 PARK AVENUE, 30TH FLO NEW YORK, NY 10022 | OR | X | *See Remarks |
| FALCONE PHILIP 450 PARK AVENUE, 30TH FLO NEW YORK, NY 10022 | OR | X | *See Remarks |
| Signatures | | | |
| Harbinger Capital Partners Master Harbinger Holdings, LLC, Managi | r Fund I, Ltd.(+) By: Harbinger Capital Partners Ling Member By: /s/ Philip Falcone | LC, By: | 11/21/2012 |
| | **Signature of Reporting Person | | Date |
| Harbinger Capital Partners LLC(+ Philip Falcone | -) By: Harbinger Holdings, LLC, Managing Memb | per By: /s/ | 11/21/2012 |
| | **Signature of Reporting Person | | Date |
| | al Situations Fund, L.P.(+) By: Harbinger Capital Farbinger Holdings, LLC, Managing Member By: / | | 11/21/2012 |
| | **Signature of Reporting Person | | Date |
| Harbinger Capital Partners Special Managing Member By: /s/ Philip H | al Situations GP, LLC(+) By: Harbinger Holdings, Falcone | LLC, | 11/21/2012 |
| | **Signature of Reporting Person | | Date |
| Harbinger Holdings, LLC(+) By: | /s/ Philip Falcone | | 11/21/2012 |
| | **Signature of Reporting Person | | Date |
| /s/ Philip Falcone(+) | | | 11/21/2012 |
| | **Signature of Reporting Person | | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The price shown in Column 4 is the weighted average purchase price of the shares of common stock of Spectrum Brands Holdings,
 Inc. (the "Issuer"), par value \$0.01 per share (the "SPB Shares") on the transaction date. The price range for the purchases is \$44.88 to \$45.00 per Share. The Reporting Persons undertake 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.
 - In this Form 4, "HGI" refers to Harbinger Group Inc.; "Special Situations Fund" refers to Harbinger Capital Partners Special Situations Fund, L.P.; "HCPSS" refers to Harbinger Capital Partners Special Situations GP, LLC, the general partner of the Special Situations

 Fund: the "Meeter Fund" refers to Herbinger Capital Partners Meeter Fund L Ltd. "Herbinger L C" refers to Herbinger Capital
- Fund; the "Master Fund" refers to Harbinger Capital Partners Master Fund I, Ltd.; "Harbinger LLC" refers to Harbinger Capital Partners LLC, the investment manager of the Master Fund; "Harbinger Holdings" refers to Harbinger Holdings, LLC, the managing member of HCPSS and Harbinger LLC; and "Mr. Falcone" refers to Philip Falcone, the managing member of Harbinger Holdings and the portfolio manager of the Master Fund and Special Situations Fund. (cont'd in FN 3)

(3)

Signatures 3

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- (cont'd from FN 2) "HCP Persons" refers collectively to the Master Fund, Harbinger LLC, Harbinger Holdings, the Special Situations Fund, HCPSS and Mr. Falcone, each of whom is a Reporting Person.
- These SPB Shares are directly owned by HGI, or its wholly owned subsidiary, which are not Reporting Persons hereunder; HGI has filed a separate Statement of Changes in Beneficial Ownership on Form 4 with respect to its interest in the SPB Shares. These SPB Shares may be deemed to be indirectly beneficially owned by each of the HCP Persons, each of which is a Reporting Person.
- Each of the HCP Persons disclaims beneficial ownership of the SPB Shares owned by HGI except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of such SPB Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (6) These SPB Shares are owned directly by the Master Fund, which is a Reporting Person.
 - These SPB Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger LLC, Harbinger Holdings and Mr. Falcone. Each of these Reporting Persons disclaims beneficial ownership of the SPB
- (7) Shares except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the SPB Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (8) These SPB Shares are owned directly by the Special Situations Fund, which is a Reporting Person.
 - These SPB Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: HCPSS, Harbinger Holdings and Mr. Falcone. Each of these Reporting Persons disclaims beneficial ownership of the SPB Shares except to the
- (9) extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the SPB Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

(+) The HCP Persons and HGI may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 193

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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.