

FALCONE PHILIP  
Form 4  
July 22, 2011

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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  
**HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.**

(Last) (First) (Middle)

**C/O INTERNATIONAL FUND SVS. (IRELAND) LT, 78 SIR JOHN ROGERSON'S QUAY**

(Street)

**DUBLIN 2, L2 00000**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Spectrum Brands Holdings, Inc. [SPB]**

3. Date of Earliest Transaction (Month/Day/Year)  
**07/20/2011**

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_X\_\_\_ Other (specify below)

\*See Remarks

6. Individual or Joint/Group Filing (Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock (par value \$0.01 per share)	07/20/2011		S		5,495,489	D	\$ 28 903,423
Common Stock (par value \$0.01 per share)					101,089	D	

Common Stock (par value \$0.01 per share)	27,756,905	I	See footnotes (7) (8)
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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. 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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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
HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP, LLC		X		*See Remarks

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

HARBINGER HOLDINGS, LLC  
450 PARK AVENUE, 30TH FLOOR  
NEW YORK, NY 10022

X

\*See  
Remarks

FALCONE PHILIP  
450 PARK AVENUE, 30TH FLOOR  
NEW YORK, NY 10022

X

\*See  
Remarks

## Signatures

Harbinger Capital Partners Master Fund I, Ltd.(+) By: Harbinger Capital Partners LLC, By:  
Harbinger Holdings, LLC, Managing Member By: /s/ Philip Falcone

07/22/2011

\_\_Signature of Reporting Person

Date

Harbinger Capital Partners LLC(+) By: Harbinger Holdings, LLC, Managing Member By: /s/  
Philip Falcone

07/22/2011

\_\_Signature of Reporting Person

Date

Harbinger Capital Partners Special Situations Fund, L.P.(+) By: Harbinger Capital Partners  
Special Situations GP, LLC By: Harbinger Holdings, LLC, Managing Member By: /s/ Philip  
Falcone

07/22/2011

\_\_Signature of Reporting Person

Date

Harbinger Capital Partners Special Situations GP, LLC(+) By: Harbinger Holdings, LLC,  
Managing Member By: /s/ Philip Falcone

07/22/2011

\_\_Signature of Reporting Person

Date

Harbinger Holdings, LLC(+) By: /s/ Philip Falcone

07/22/2011

\_\_Signature of Reporting Person

Date

/s/ Philip Falcone(+)

07/22/2011

\_\_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).
- (1) These shares of the Issuer's common stock, par value \$0.01 per share (the "SPB Shares") are owned directly by Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"), which is a Reporting Person.
- (2) These SPB Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners LLC ("Harbinger LLC"), the investment manager of the Master Fund; Harbinger Holdings, LLC ("Harbinger Holdings"), the manager of Harbinger LLC; and Philip Falcone, the managing member of Harbinger Holdings and the portfolio manager of the Master Fund.
- (3) Each Reporting Person listed in Footnote 2 disclaims beneficial ownership of the SPB 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.
- (4) These SPB Shares are owned directly by Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund"), which is a Reporting Person.
- (5) These SPB Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners Special Situations GP, LLC ("HCPSS"), the general partner of the Special Situations Fund; Harbinger

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Holdings, the managing member of HCPSS; and Philip Falcone (collectively, the Master Fund, Harbinger LLC, Harbinger Holdings, the Special Situations Fund, HCPSS and Mr. Falcone, the "HCP Persons"), the managing member of Harbinger Holdings and the portfolio manager of the Special Situations Fund.

- (6) Each Reporting Person listed in Footnote 5 disclaims beneficial ownership of the SPB 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 Exchange Act of 1934, as amended, or for any other purpose.
- (7) These SPB Shares are directly owned by Harbinger Group Inc. ("HGI"), which is not a Reporting Person. These SPB Shares owned by HGI may be deemed to be indirectly beneficially owned by the HCP Persons, each of whom is a Reporting Person.
- (8) 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.

### Remarks:

(+) The HCP Persons and HGI may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934.

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

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