

FALCONE PHILIP
Form 4
May 16, 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 *
HARBINGER GROUP INC.

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)
450 PARK AVENUE, 30TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
05/14/2013

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
*See Remarks

(Street)
NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ 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) | 05/14/2013 | | P | | 11,100 | A | \$ 58.6 |
| | | | | | | | 30,525,786 |
| | | | | | | | D (1) (2) (3) |
| Common Stock (par value \$0.01 per share) | 05/15/2013 | | P | | 13,900 | A | \$ 59.34 |
| | | | | | | | 30,539,686 |
| | | | | | | | D (1) (2) (4) |
| Common Stock (par value \$0.01 per share) | 05/15/2013 | | P | | 3,100 | A | \$ 59.63 |
| | | | | | | | 30,542,786 |
| | | | | | | | D (1) (2) (5) |

per share)

| | | | | | | | |
|--|------------|---|--------|---|-------------|------------|------------------------------------|
| Common Stock (par value \$0.01 per share) | 05/16/2013 | P | 24,900 | A | \$ 59.89 | 30,567,686 | D <u>(1)</u> <u>(2)</u> <u>(6)</u> |
|--|------------|---|--------|---|-------------|------------|------------------------------------|

| | | | | | | | |
|--|------------|---|-------|---|-------------|------------|------------------------------------|
| Common Stock (par value \$0.01 per share) | 05/16/2013 | P | 2,100 | A | \$ 60.33 | 30,569,786 | D <u>(1)</u> <u>(2)</u> <u>(7)</u> |
|--|------------|---|-------|---|-------------|------------|------------------------------------|

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 Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------|
| | Director | 10% Owner | Officer | Other |
| HARBINGER GROUP INC. 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 Group Inc. By: /s/ Thomas Williams, Executive Vice President and Chief Financial Officer(+) 05/16/2013

__Signature of Reporting Person Date

/s/ Philip Falcone 05/16/2013

__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) The Shares are owned by Harbinger Group Inc., which is the Reporting Person, or a wholly owned subsidiary (together "HGI").

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 \$58.40 to \$58.85 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 \$58.57 to \$59.56 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.

(5) 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 \$59.57 to \$59.70 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.

(6) 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 \$59.30 to \$60.29 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.

(7) 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 \$60.30 to \$60.38 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

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.