

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

**FORM 8-A**

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

**SPECTRUM BRANDS HOLDINGS, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**

**27-2166630**

(State of incorporation or organization)

(I.R.S. Employer  
Identification No.)

**c/o Russell Hobbs, Inc.  
3633 S. Flamingo Road, Miramar, FL**

**33027**

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be registered

Name of each exchange on which  
each class is to be registered

**Common Stock, par value \$0.01 per share**

**New York Stock Exchange**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), check the following box.

Securities Act registration file number to which this form relates (if applicable): **333-165769**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

### Item 1. Description of Registrant's Securities to be Registered.

This registration statement is being filed with respect to the shares of Common Stock, par value \$0.01 per share (the "Shares"), of Spectrum Brands Holdings, Inc., a Delaware corporation (the "Registrant"). This registration statement is filed in connection with the listing of the Shares with New York Stock Exchange.

The information required by this Item 1 with respect to the Shares is incorporated by reference from the information set forth under the caption "Description of SB Holdings Capital Stock" in Amendment No. 2 to the Registrant's Registration Statement on Form S-4 filed with the Securities and Exchange Commission on May 7, 2010 (File No. 333-165769).

### Item 2. Exhibits.

| Exhibit Number | Description of Exhibit   |
|----------------|--|
| 3.1            | Form of Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of Amendment No. 1 to the Registrant's Registration Statement on Form S-4 filed with the Securities and Exchange Commission on May 3, 2010 (File No. 333-165769)). |
| 3.2            | Form of Amended and Restated By-laws of the Registrant (incorporated by reference to Exhibit 3.2 of the Registrant's Registration Statement on Form S-4 filed with the Securities and Exchange Commission on March 29, 2010 (File No. 333-165769)).                          |
| 4.1            | Registrant's specimen Share certificate.   |

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: May 27, 2010

**SPECTRUM BRANDS HOLDINGS, INC.**

By: /s/ Lisa R. Carstarphen

Name: Lisa R. Carstarphen

Title: Vice President and Secretary

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## INDEX TO EXHIBITS

**Exhibit Number****Description of Exhibit**

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|-----|--|
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NUMBER

SHARES

FORMED UNDER THE LAWS OF THE STATE OF DELAWARE

**Spectrum Brands Holdings, Inc.**

See Reverse for  
Certain Definitions

**TOTAL AUTHORIZED ISSUE  
SHARES \$0.01 PAR VALUE  
COMMON STOCK**

This is to Certify  
that

SPECIMEN

is the owner  
of

\_\_\_\_\_

& #160;

\_\_\_\_\_

*transferable on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this Certificate properly endorsed.*

*Witness, the seal of the Corporation and the signatures of its duly authorized officers.*

Dated

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

- |   |   |                 |
|---|---|-----------------|
| TEN COM - as tenants in common  | UNIF TRANSFERS MIN ACT- .....               | Custodian ..... |
|   | (Cust)                                      | (Minor)         |
| TEN ENT - as tenants by the entireties  | under Uniform Transfers to Minors Act. .... |                 |
|   | (State)                                     |                 |
| JT TEN - as joint tenants with right of survivorship and not as tenants in common |   |                 |
| Additional abbreviations may also be used though not in the above list            |   |                 |

For value received \_\_\_\_\_ hereby sell, assign, and transfer unto  
 PLEASE INSERT SOCIAL SECURITY OR OTHER  
 IDENTIFYING NUMBER OF ASSIGNEE

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(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS INCLUDING POSTAL ZIP CODE OF ASSIGNEE)

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\_\_\_\_\_ Shares  
 represented by the within Certificate, and do hereby irrevocably constitute and appoint  
 \_\_\_\_\_ Attorney

to transfer the said Shares on the books of the within named Corporation with full power of substitution in the premises.

Dated \_\_\_\_\_  
                     In presence of \_\_\_\_\_

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NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER.