

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>HARBINGER GROUP INC.</u>  (Last) (First) (Middle) 450 PARK AVENUE 30TH FLOOR  (Street) NEW YORK NY 10022  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Spectrum Brands Holdings, Inc. [ SPB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  *See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 05/24/2013	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (par value \$0.01 per share)	05/24/2013		P		26,000	A	\$58.52	30,759,785	D <sup>(1)(2)(3)</sup>	
Common Stock (par value \$0.01 per share)	05/28/2013		P		2,400	A	\$60.13	30,762,185	D <sup>(1)(2)(4)</sup>	
Common Stock (par value \$0.01 per share)	05/28/2013		P		12,200	A	\$61.17	30,774,385	D <sup>(1)(2)(5)</sup>	
Common Stock (par value \$0.01 per share)	05/28/2013		P		400	A	\$61.79	30,774,785	D <sup>(1)(2)(6)</sup>	
Common Stock (par value \$0.01 per share)	05/29/2013		P		15,300	A	\$60.17	30,790,085	D <sup>(1)(2)(7)</sup>	
Common Stock (par value \$0.01 per share)	05/29/2013		P		1,100	A	\$60.85	30,791,185	D <sup>(1)(2)(8)</sup>	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
HARBINGER GROUP INC.  
 (Last) (First) (Middle)  
 450 PARK AVENUE  
 30TH FLOOR  
 (Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
FALCONE PHILIP  
 (Last) (First) (Middle)  
 450 PARK AVENUE  
 30TH FLOOR  
 (Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

(City)

(State)

(Zip)

**Explanation of Responses:**

1. The Shares are owned by Harbinger Group Inc., which is the Reporting Person, or a wholly owned subsidiary (together "HGI").
2. 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 \$58.10 to \$59.02 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 \$59.67 to \$60.67 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 \$60.68 to \$61.55 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 \$61.74 to \$61.81 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 \$59.72 to \$60.72 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.
8. 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 \$60.75 to \$61.14 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 amended. Each of the Reporting Persons disclaims beneficial ownership of the securities owned by the other reporting persons 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 securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose. Mr. David M. Maura and Mr. Omar Asali serve on the board of directors of the Issuer. Mr. Maura is an Executive Vice President and a director of HGI. Mr. Asali is President and a director of HGI. As a result, the persons listed herein may be deemed directors of the Issuer by deputization.

<u>Harbinger Group Inc. By: /s/ Thomas Williams, Executive Vice President and Chief Financial Officer(±)</u>	<u>05/29/2013</u>
<u>/s/ Philip Falcone</u>	<u>05/29/2013</u>
** Signature of Reporting Person	Date

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

\* 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).

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

**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 Number.**