

**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                                 |           |
|--|-----------|
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|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.</u><br><br>(Last) (First) (Middle)<br><u>C/O INTERNATIONAL FUND SVS. (IRELAND) LT</u><br><u>78 SIR JOHN ROGERSON'S QUAY</u><br><br>(Street)<br><u>DUBLIN 2 L2 00000</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Spectrum Brands Holdings, Inc. [ SPB ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><br>*See Remarks |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/30/2012</u>                        |   |
|   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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) | 01/30/2012                           |  | P                              |   | 13,000  | A          | \$29.14 <sup>(1)</sup> | 28,109,158  | I  | See footnotes <sup>(2)</sup><br>(3)(4)(5)             |
| Common Stock (par value \$0.01 per share) | 01/31/2012                           |  | P                              |   | 12,500  | A          | \$28.93 <sup>(6)</sup> | 28,121,658  | I  | See footnotes <sup>(2)</sup><br>(3)(4)(5)             |
| Common Stock (par value \$0.01 per share) | 02/01/2012                           |  | P                              |   | 17,250  | A          | \$29.1 <sup>(11)</sup> | 28,138,908  | I  | See footnotes <sup>(2)</sup><br>(3)(4)(5)             |
| Common Stock (par value \$0.01 per share) |                                      |  |                                |   |   |            |                        | 79,100  | D <sup>(2)(3)(7)(8)</sup>                                |   |
| Common Stock (par value \$0.01 per share) |                                      |  |                                |   |   |            |                        | 101,089   | D <sup>(2)(3)(9)(10)</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) |   | 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 | Date Exercisable   | Expiration Date |   |  |  |   |  |

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)

1. Name and Address of Reporting Person\*  
HARBINGER CAPITAL PARTNERS LLC  
 (Last) (First) (Middle)

450 PARK AVENUE, 30TH FLOOR

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P.

(Last) (First) (Middle)

450 PARK AVENUE, 30TH FLOOR

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP, LLC

(Last) (First) (Middle)

450 PARK AVENUE, 30TH FLOOR

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

HARBINGER HOLDINGS, LLC

(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)

**Explanation of Responses:**

1. The price shown in Column 4 is a 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 \$29.05 to \$29.25 per SPB 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.
2. 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 "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. (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.
4. 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.
5. 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. The price shown in Column 4 is a weighted average purchase price of the SPB Shares on the transaction date. The price range for the purchases is \$28.90 to \$29.00 per SPB 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.
7. These SPB Shares are owned directly by the Master Fund, which is a Reporting Person.
8. 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 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.
9. These SPB Shares are owned directly by the Special Situations Fund, which is a Reporting Person.
10. 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 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.

11. The price shown in Column 4 is a weighted average purchase price of the SPB Shares on the transaction date. The price range for the purchases is \$29.00 to \$29.16 per SPB 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.

**Remarks:**

(+) The HCP Persons and HGI may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. Each of the HCP Persons and HGI disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by such person. This report shall not be deemed an admission that such person is a member of a group or the beneficial owner of any securities not directly owned by such person.(+) 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.

|   |                                   |
|---|-----------------------------------|
| <a href="#"><u>Harbinger Capital Partners<br/>Master Fund I, Ltd.(+) By:<br/>Harbinger Capital Partners<br/>LLC, By: Harbinger Holdings,<br/>LLC, Managing Member By:<br/>/s/ Philip Falcone</u></a>                                      | <a href="#"><u>02/01/2012</u></a> |
| <a href="#"><u>Harbinger Capital Partners<br/>LLC(+) By: Harbinger<br/>Holdings, LLC, Managing<br/>Member By: /s/ Philip Falcone</u></a>  | <a href="#"><u>02/01/2012</u></a> |
| <a href="#"><u>Harbinger Capital Partners<br/>Special Situations Fund, L.P.<br/>(+) By: Harbinger Capital<br/>Partners Special Situations GP,<br/>LLC By: Harbinger Holdings,<br/>LLC, Managing Member By:<br/>/s/ Philip Falcone</u></a> | <a href="#"><u>02/01/2012</u></a> |
| <a href="#"><u>Harbinger Capital Partners<br/>Special Situations GP, LLC(±)<br/>By: Harbinger Holdings, LLC,<br/>Managing Member By: /s/<br/>Philip Falcone</u></a>   | <a href="#"><u>02/01/2012</u></a> |
| <a href="#"><u>Harbinger Holdings, LLC(±)<br/>By: /s/ Philip Falcone</u></a>  | <a href="#"><u>02/01/2012</u></a> |
| <a href="#"><u>/s/ Philip Falcone(±)</u></a>  | <a href="#"><u>02/01/2012</u></a> |
| ** 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.**