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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (date of earliest event reported): July 11, 2011 (July 5, 2011)

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**SPECTRUM BRANDS HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34757**  
(Commission  
File No.)

**27-2166630**  
(IRS Employer  
Identification No.)

**601 Rayovac Drive**  
**Madison, Wisconsin 53711**  
(Address of principal executive offices)

**(608) 275-3340**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 5, 2011, Robin Roger, a director of Spectrum Brands Holdings, Inc. (the “Company”) resigned as a member of the Company’s Board of Directors (the “Board”) and as a member of the Company’s Nominating and Corporate Governance Committee. On that same date, the Board approved the filling of the vacancy left by Ms. Roger’s resignation with Omar Asali, 40, who was nominated as Ms. Roger’s replacement by the Company’s Nominating and Governance Committee on that same date. The Board appointed Mr. Asali as a Class I director of the Company and a member of the Company’s Nominating and Corporate Governance Committee.

Mr. Asali has served as a director of Harbinger Group Inc. since May 2011 and was named acting President of Harbinger Group Inc. on June 30, 2011. He is a Managing Director and Head of Global Strategy for Harbinger Capital Partners. He is responsible for global portfolio and business strategy. Prior to joining Harbinger Capital Partners in 2009, Mr. Asali was the co-head of Goldman Sachs Hedge Fund Strategies (“HFS”) where he helped to manage capital allocated to external managers. Mr. Asali also served as co-chair of the Investment Committee at HFS. Before joining HFS in 2003, Mr. Asali worked in Goldman Sachs’ Investment Banking Division, providing M&A and strategic advisory services. Mr. Asali began his career as a C.P.A, working for a public accounting firm. Mr. Asali received an M.B.A. from Columbia Business School and a B.S. in Accounting from Virginia Tech.

Ms. Roger is a Managing Director and General Counsel of Harbinger Capital Partners and had joined the Spectrum Board in June 2010.

In addition, the Board elected David Maura, 38, to the position of Chairman of the Board and Mr. Asali as Vice Chairman of the Board. Mr. Maura and Mr. Asali will serve in their respective positions in accordance with the Company’s Amended and Restated By-Laws and at the discretion of the Board.

**Item 8.01. Other Events.**

On July 6, 2011, the Company issued a press release announcing Ms. Roger’s resignation as director of the Company and the approval of the filling of the vacancy left by her resignation with Mr. Asali. A copy of the press release is furnished as Exhibit 99.1 to this report.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated July 6, 2011



Spectrum Brands, Inc.  
 601 Rayovac Drive  
 Madison WI 53711-2497  
 P.O. Box 44960  
 Madison WI 53744-4960  
 (608) 275-3340



**FOR IMMEDIATE RELEASE**

**Contact: Dave Prichard  
 608.278.6141**

**Omar Asali Appointed as Director of Spectrum Brands Holdings**

Madison, WI, July 6, 2011 – Spectrum Brands Holdings, Inc. (NYSE: SPB), a global consumer products company with market-leading brands, announced today that Omar Asali has been appointed as a director and member of the Nominating and Corporate Governance Committee by the Board of Directors of the Company. Mr. Asali replaces Robin Roger, who resigned as a director and member of the Nominating and Corporate Governance Committee of the Company on July 5, 2011.

Mr. Asali has served as a director of Harbinger Group Inc. (NYSE: HRG) since May 2011 and was named acting President of Harbinger Group Inc. on June 30, 2011. He is a Managing Director and Head of Global Strategy for Harbinger Capital Partners where he is responsible for global portfolio and business strategy. Prior to joining Harbinger Capital Partners in 2009, Mr. Asali was the co-head of Goldman Sachs Hedge Fund Strategies (HFS) where he helped to manage capital allocated to external managers. Mr. Asali also served as co-chair of the Investment Committee at HFS. Before joining HFS in 2003, Mr. Asali worked in Goldman Sachs' Investment Banking Division, providing M&A and strategic advisory services. Mr. Asali began his career as a C.P.A., working for a public accounting firm. Mr. Asali received an M.B.A. from Columbia Business School and a B.S. in Accounting from Virginia Tech.

Ms. Roger is a Managing Director and General Counsel of Harbinger Capital Partners and had joined the Spectrum Board in June 2010.

In addition, the Board elected David Maura to the position of Chairman of the Board and Mr. Asali as Vice Chairman of the Board. Mr. Maura and Mr. Asali will serve in their respective positions in accordance with the Company's Amended and Restated By-Laws and at the discretion of the Board. Mr. Maura joined the Spectrum Board in June 2010 and was previously serving as the interim Chairman of the Board.



“I have worked with Omar for the last several years at Harbinger Capital Partners and have really come to respect his sound judgment and advice,” said David Maura, Chairman of the Board. “I look forward to partnering with Omar to continue to drive the strategic vision of Spectrum Brands. I also want to thank the entire board for their confidence in me. I could not be more proud of our management team, led by David Lumley, and I am excited and optimistic about the future as we continue to build a first-class, global consumer products company. Our Spectrum Value model is a leader in the market place and we are committed to building shareholder value in the months and years to come.”

**About Spectrum Brands Holdings, Inc.**

*Spectrum Brands Holdings, Inc., a member of the Russell 2000 Index, is a diversified, global consumer products company and a leading supplier of batteries, shaving and grooming products, personal care products, small household appliances, specialty pet supplies, lawn & garden and home pest control products, personal insect repellents and portable lighting. Helping to meet the needs of consumers worldwide, the Company offers a broad portfolio of market-leading and widely trusted brands including Rayovac®, Remington®, Varta®, George Foreman®, Black & Decker®, Toastmaster®, Tetra®, Marineland®, Nature’s Miracle®, Dingo®, 8-in-1®, Littermaid®, Spectracide®, Cutter®, Repel®, and Hot Shot®. Spectrum Brands Holdings’ products are sold by the world’s top 25 retailers and are available in more than one million stores in more than 120 countries around the world. Spectrum Brands Holdings generated net sales of \$3.1 billion from continuing operations in fiscal 2010. For more information, visit [www.spectrumbrands.com](http://www.spectrumbrands.com).*

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