

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report:
July 25, 2005
(Date of earliest event reported)

SPECTRUM BRANDS, INC.

(Exact Name of Registrant as Specified in Charter)

Wisconsin
(State or other Jurisdiction
of Incorporation)

001-13615
(Commission File No.)

22-2423556
(IRS Employer
Identification No.)

Six Concourse Parkway, Suite 3300, Atlanta, Georgia 30328
(Address of principal executive offices, including zip code)

(770) 829-6200
(Registrant's telephone number, including area code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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:

- 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 8.01. OTHER EVENTS.

On July 25, 2005 Spectrum Brands, Inc. issued a press release, attached hereto as Exhibit 99.1, which press release is incorporated herein by reference.

Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) *Exhibits*

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Press Release dated July 25, 2005 issued by Spectrum Brands, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 25, 2005

SPECTRUM BRANDS, INC.

By: /s/ Randall J. Steward

Name: Randall J. Steward
Title: Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Press Release dated July 25, 2005 issued by Spectrum Brands, Inc.

PRESS RELEASE

Spectrum Brands, Inc. Announces Expiration
of Exchange Offer for 7³/₈% Senior Subordinated Notes

July 25, 2005

ATLANTA, Georgia — Spectrum Brands, Inc. (NYSE:SPC) today announced that its offer to exchange up to \$700,000,000 aggregate principal amount of its registered 7³/₈% Senior Subordinated Notes due 2015 for like principal amount of its unregistered 7³/₈% Senior Subordinated Notes due 2015, expired on July 22, 2005. At the time of the expiration, subject to confirmation of tenders sent via the Guaranteed Delivery Procedures, \$699,035,000 aggregate principal amount of the old notes had been tendered in the exchange offer.

Holders with questions about the exchange offer may contact the exchange agent at:

U.S. Bank National Association
60 Livingston Avenue
Saint Paul, Minnesota 55107
Telephone: (800) 934-6802

Spectrum Brands, Inc. has filed a registration statement on Form S-4 and a prospectus relating to the exchange offer with the Securities and Exchange Commission (SEC) and has filed other documents with the SEC which contain important information, all of which the noteholders are urged to read. These and other documents relating to the exchange offer may be obtained for free at the SEC's Web site, www.sec.gov, or from Spectrum Brands, Inc. by directing such request in writing to: Spectrum Brands, Inc., Six Concourse Parkway, Suite 3300, Atlanta, Georgia, 30328, Attention: Nancy O'Donnell, Vice President, Investor Relations. This communication is neither an offer to exchange nor a solicitation of an offer to exchange any securities.

Spectrum Brands (formerly Rayovac Corporation) is a global consumer products company and a leading supplier of batteries, lawn and garden care products, specialty pet supplies, shaving and grooming products, household insecticides, personal care products and portable lighting. Spectrum Brands' products are sold by the world's top 25 retailers and are available in more than one million stores in 120 countries around the world. Headquartered in Atlanta, Georgia, Spectrum Brands generates approximately \$2.8 billion in annualized revenues and has approximately 10,000 employees worldwide. The company's stock trades on the New York Stock Exchange under the symbol SPC.

Certain matters discussed in this news release, with the exception of historical matters, may be forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are subject to a number of risks and uncertainties that could cause results to differ materially from those anticipated as of the date of this release. Actual results may differ materially from these statements as a result of (1) changes in external competitive market factors, such as introduction of new product features or technological developments, development of new competitors or competitive brands or competitive promotional activity or spending, (2) changes in consumer demand for the various types of products Spectrum Brands offers, (3) changes in the general economic conditions where Spectrum Brands does business, such as stock market prices, interest rates, currency exchange rates, inflation and raw material costs, (4) the company's ability to successfully implement manufacturing, distribution and other cost efficiencies and (5) various other factors, including those discussed herein and those set forth in Spectrum Brands' securities filings, including the most recently filed Annual Report on Form 10-K and quarterly reports on Form 10-Q, respectively.