
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K/A

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): August 3, 2018 (July 13, 2018)

Spectrum Brands Holdings, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State of Incorporation)

1-4219
(Commission File No.)

74-1339132
(I.R.S. Employer Identification No.)

3001 Deming Way
Middleton, Wisconsin
(Address of Principal Executive Offices)

53562
(Zip Code)

(608) 275-3340
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§232.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by checkmark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

EXPLANATORY NOTE

This Amendment No. 1 on Form 8-K/A (this “Amendment”) amends Item 9.01 of the Current Report on Form 8-K filed by Spectrum Brands Holdings, Inc. (f/k/a HRG Group, Inc.), a Delaware corporation (the “Company”), on July 13, 2018 (the “Original Report”), in which the Company reported, among other events, the completion of the merger (the “Merger”) of a subsidiary of the Company with Spectrum Brands Legacy, Inc. (f/k/a Spectrum Brands Holdings, Inc.), a Delaware corporation (“Spectrum Brands Legacy”). This Amendment provides (i) the historical financial statements required by Item 9.01(a) and (ii) the unaudited pro forma financial information required by Item 9.01(b) that were omitted from the Original Report in reliance on Item 9.01(a) (4) and Item 9.01(b)(2), respectively. This Amendment does not amend any other item of the Original Report or purport to provide an update or a discussion of any developments at the Company subsequent to the filing date of the Original Report. All information contained in the Original Report is subject to updating and supplementing as provided in the Company’s reports filed with the Securities and Exchange Commission subsequent to the date on which the Original Report was filed.

Item 9.01. Financial Statements and Exhibits

(a)(1) Audited Financial Statements of Business Acquired.

The audited financial statements of Spectrum Brands Legacy as of and for the years ended September 30, 2017 and 2016, including the reports of its independent accounting firm, KPMG LLP, are incorporated herein by reference to the Current Report on Form 8-K filed by Spectrum Brands Legacy on March 30, 2018.

(a)(1) Unaudited Financial Statements of Business Acquired.

The unaudited financial statements of Spectrum Brands Legacy as of April 1, 2018 and for the six months ended April 1, 2018 and April 2, 2017 are incorporated herein by reference to the Quarterly Report on Form 10-Q filed by Spectrum Brands Legacy on May 3, 2018.

(b) Pro Forma Financial Information.

The pro forma effect of the Merger on the Company is described in the unaudited pro forma condensed consolidated balance sheet of the Company as of March 31, 2018, the unaudited pro forma combined condensed statements of income of the Company for the six months ended March 31, 2018 and for the year ended September 30, 2017, and the notes thereto that are filed herewith as Exhibit 99.3 and incorporated herein by reference.

(d) Exhibits.

The following exhibits are attached hereto:

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
23.1	Consent of KPMG LLP.
99.1*	Audited financial statements of Spectrum Brands Legacy, Inc. (f/k/a Spectrum Brands Holdings, Inc.) for the years ended September 30, 2017 and 2016 (incorporated herein by reference to the Current Report on Form 8-K filed by Spectrum Brands Legacy, Inc. (File No. 001-34757) on March 30, 2018).
99.2*	Unaudited financial statements of Spectrum Brands Legacy, Inc. (f/k/a Spectrum Brands Holdings, Inc.) for the six months ended April 1, 2018 and April 2, 2017 (incorporated herein by reference to the Quarterly Report on Form 10-Q filed by Spectrum Brands Legacy, Inc. (File No. 001-34757) on May 3, 2018).
99.3	Unaudited pro forma combined condensed balance sheet of Spectrum Brands Holdings, Inc. as of March 31, 2018, and the unaudited pro forma combined condensed statements of income of Spectrum Brands Holdings, Inc. for the six months ended March 31, 2018 and for the year ended September 30, 2017.

* Incorporated by reference and not filed herewith.

SIGNATURE

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, thereunto duly authorized.

Date: August 3, 2018

SPECTRUM BRANDS HOLDINGS, INC.

By: /s/ Doug L. Martin

Doug L. Martin

Executive Vice President, Chief Financial Officer

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the registration statement (No. 333-197223) on Form S-8, the registration statement (No. 333-224209) on Form S-4 and the registration statement (No. 333-209396) on Form S-3 of Spectrum Brands Holdings, Inc. (the Company, formerly known as HRG Group, Inc.) of our report dated November 16, 2017, except for the effects of changes in discontinued operations, as discussed in Notes 1, 3, 13, and 14, and subsequent events, as discussed in Note 23, as to which the date is March 30, 2018, with respect to the consolidated statements of financial position of Spectrum Brands Legacy, Inc. (formerly known as Spectrum Brands Holdings, Inc.) and subsidiaries as of September 30, 2017 and 2016, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the years in the three-year period ended September 30, 2017, and of our report dated November 16, 2017 with respect to management's assessment of the effectiveness of internal control over financial reporting as of September 30, 2017, which are incorporated by reference in this Current Report on Form 8-K/A of Spectrum Brands Holdings, Inc.

Our report dated November 16, 2017, on the effectiveness of internal control over financial reporting as of September 30, 2017, contains an explanatory paragraph that states Spectrum Brands Legacy, Inc. and subsidiaries acquired PetMatrix LLC as well as assets consisting of the GloFish operations (GloFish) during 2017 and management excluded from its assessment of the effectiveness of Spectrum Brands Holdings, Inc.'s internal control over financial reporting as of September 30, 2017, the internal control over financial reporting for both PetMatrix LLC and GloFish associated with combined total assets of \$309.3 million and combined total net sales of \$28.1 million included in the consolidated financial statements of Spectrum Brands Holdings, Inc. and subsidiaries as of and for the year ended September 30, 2017. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of PetMatrix LLC and GloFish.

/s/ KPMG LLP

Milwaukee, Wisconsin
August 3, 2018

**SPECTRUM BRANDS HOLDINGS, INC. UNAUDITED PRO FORMA
CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

The following unaudited pro forma condensed consolidated financial statements for the six month period ended March 31, 2018, the date of the latest publicly available interim financial information for Spectrum Brands Holdings, Inc. (formerly HRG Group, Inc., "Spectrum"), and for the year ended September 30, 2017, the date of the latest publicly available annual financial information for Spectrum, gives effect to the Merger. In the unaudited pro forma condensed consolidated financial statements, the Merger will be accounted for as an acquisition of a non-controlling interest under ASC 810-10. Accordingly, the Merger will be measured based on Spectrum's historical values.

The following unaudited pro forma condensed consolidated statement of financial position at March 31, 2018 is presented on a basis to reflect the Merger as if it had occurred on March 31, 2018. The following unaudited pro forma condensed consolidated statements of income for the year ended September 30, 2017 and the six month period ended March 31, 2018 are presented on a basis to reflect the Merger as if it had occurred on October 1, 2016.

The unaudited pro forma condensed consolidated financial statements should be read in conjunction with the notes to unaudited pro forma condensed consolidated financial statements. The unaudited pro forma condensed consolidated financial statements and the notes to unaudited pro forma condensed consolidated financial statements are based on, and should be read in conjunction with Spectrum's historical audited consolidated financial statements and notes thereto included in (i) Spectrum's Annual Report on Form 10-K for the fiscal year ended September 30, 2017, as revised in Spectrum's Current Report on Form 8-K dated March 30, 2018, (ii) Spectrum's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, (iii) Spectrum Brands Legacy, Inc.'s (f/k/a Spectrum Brands Holdings, Inc., "Legacy SPB") Annual Report on Form 10-K for the fiscal year ended September 30, 2017 as revised in Legacy SPB's Current Report on Form 8-K dated March 30, 2018 and (iv) Legacy SPB's Quarterly Report on Form 10-Q for the quarter ended April 1, 2018.

Spectrum's historical consolidated financial information has been adjusted in the unaudited pro forma condensed financial statements to give effect to pro forma events that are (i) directly attributable to the Merger, (ii) factually supportable, and (iii) with respect to the unaudited pro forma condensed statement of operations, expected to have a continuing impact on results. The resulting pro forma condensed consolidated financial statements do not include any adjustments related to cost savings, operating synergies, tax benefits or revenue enhancements (or the necessary costs to achieve such benefits) that are expected to result from the Merger.

The pro forma adjustments are based upon available information and assumptions that management believes reasonably reflect the Merger. The unaudited pro forma condensed financial statements are provided for illustrative purposes only and do not purport to represent what actual results of operations or the consolidated financial position would have been had the Merger occurred on the date assumed, nor are they necessarily indicative of our future consolidated results of operations or financial position.

SPECTRUM BRANDS HOLDINGS, INC. (formerly HRG GROUP, INC.)
Unaudited Pro Forma Condensed Consolidated Balance Sheet
As of March 31, 2018

(in millions)	Beginning balance	Pro forma adjustments	Notes	Total
Assets				
Cash and cash equivalents	\$ 758.8	\$ —		\$ 758.8
Trade receivables, net	337.6	—		337.6
Other receivables	62.2	—		62.2
Inventories	610.5	—		610.5
Prepaid expenses and other current assets	60.2	—		60.2
Current assets of business held for sale	1,976.0	—		1,976.0
Total current assets	3,805.3	—		3,805.3
Property, plant and equipment, net	504.5	—		504.5
Goodwill	2,280.2	—		2,280.2
Intangible assets, net	1,589.5	—		1,589.5
Deferred charges and other	60.8	352.5	(A)	413.3
Total assets	<u>\$ 8,240.3</u>	<u>\$ 352.5</u>		<u>\$8,592.8</u>
Liabilities and Shareholders' Equity				
Current portion of long-term debt	\$ 70.3	\$ —		\$ 70.3
Accounts payable	360.7	31.3	(B)	392.0
Accrued wages and salaries	41.3	—		41.3
Accrued interest	62.6	—		62.6
Other current liabilities	129.0	—		129.0
Current liabilities of business held for sale	558.6	—		558.6
Total current liabilities	1,222.5	31.3		1,253.8
Long-term debt, net of current portion	5,248.4	—		5,248.4
Employee benefit obligations	38.8	—		38.8
Deferred income taxes	285.8	—		285.8
Other long-term liabilities	101.1	—		101.1
Total liabilities	6,896.6	31.3		6,927.9
Commitments and contingencies				
Shareholders' equity				
Common Stock	2.1	—		2.1
Additional paid-in capital	1,270.4	570.5	(C)	1,840.9
Accumulated (deficit) earnings	(455.6)	469.6	(A)(B)(C)	14.0
Accumulated other comprehensive loss	(125.3)	(75.4)	(C)	(200.7)
Total shareholders' equity	691.6	964.7		1,656.3
Noncontrolling interest	652.1	(643.5)	(C)	8.6
Total equity	1,343.7	321.2		1,664.9
Total liabilities and equity	<u>\$ 8,240.3</u>	<u>\$ 352.5</u>		<u>\$8,592.8</u>

SPECTRUM BRANDS HOLDINGS, INC. (formerly HRG GROUP, INC.)
Unaudited Pro Forma Condensed Consolidated Statement of Operations
For the Six Month Period Ended March 31, 2018

(in millions, except per share)	Beginning balance	Pro forma adjustments	Notes	Total
Net sales	\$ 1,412.6	\$ —		\$1,412.6
Cost of goods sold	898.6	—		898.6
Selling, acquisition, operating and general expenses	458.5	(23.4)	(D)(E)	435.1
Total operating expenses	1,357.1	(23.4)		1,333.7
Operating income	55.5	23.4		78.9
Interest expense	(143.1)	—		(143.1)
Other income, net	1.2	—		1.2
(Loss) Income from continuing operations before income taxes	(86.4)	23.4		(63.0)
Income tax (benefit) expense	(127.2)	5.8	(F)	(121.4)
Net income from continuing operations	40.8	17.6		58.4
Income from discontinued operations, net of tax	501.5	—		501.5
Net income	542.3	17.6		559.9
Net income (loss) attributable to non-controlling interest	72.0	(65.6)	(C)	6.4
Net income attributable to controlling interest	<u>\$ 470.3</u>	<u>\$ 83.2</u>		<u>\$ 553.5</u>
Amounts attributable to controlling interest				
Net income from continuing operations attributable to controlling interest	\$ (8.7)	\$ 66.5		\$ 57.8
Net Income from discontinued operations attributable to controlling interest	479.0	16.7		495.7
Net Income attributable to controlling interest	<u>\$ 470.3</u>	<u>\$ 83.2</u>		<u>\$ 553.5</u>
Earnings Per Share				
Basic earnings per share from continuing operations	\$ (0.04)		(G)	\$ 1.04
Basic earnings per share from discontinued operations	2.38		(G)	8.93
Basic earnings per share	<u>\$ 2.34</u>			<u>\$ 9.97</u>
Diluted earnings per share from continuing operations	\$ (0.04)		(G)	\$ 1.04
Diluted earnings per share from discontinued operations	2.38		(G)	8.88
Diluted earnings per share	<u>\$ 2.34</u>			<u>\$ 9.92</u>
Weighted Average Shares Outstanding				
Basic	201.1			55.5
Diluted	201.1			55.8

SPECTRUM BRANDS HOLDINGS, INC. (formerly HRG GROUP, INC.)
Unaudited Pro Forma Condensed Consolidated Statement of Operations (unaudited)
For the Year Ended September 30, 2017

(in millions, except per share)	Beginning balance	Pro forma adjustments	Notes	Total
Net sales	\$ 3,009.5	\$ —		\$3,009.5
Net investment income	1.1	—		1.1
Total revenues	3,010.6	—		3,010.6
Cost of goods sold	1,833.5	—		1,833.5
Selling, acquisition, operating and general expenses	894.1	(22.4)	(D)(E)	871.7
Total operating expenses	2,727.6	(22.4)		2,705.2
Operating income	283.0	22.4		305.4
Interest expense	(309.9)	—		(309.9)
Other income, net	(4.2)	—		(4.2)
(Loss) Income from continuing operations before income taxes	(31.1)	22.4		(8.7)
Income tax (benefit) expense	38.1	7.8	(F)	45.9
Net income from continuing operations	(69.2)	14.6		(54.6)
Income from discontinued operations, net of tax	342.4	—		342.4
Net income	273.2	14.6		287.8
Net income (loss) attributable to non-controlling interest	167.2	(122.3)	(C)	44.9
Net income attributable to controlling interest	\$ 106.0	\$ 136.9		\$ 242.9
Amounts attributable to controlling interest				
Net income from continuing operations attributable to controlling interest	\$ (121.1)	\$ 72.3		\$ (48.8)
Net Income from discontinued operations attributable to controlling interest	227.1	64.6		291.7
Net Income attributable to controlling interest	\$ 106.0	\$ 136.9		\$ 242.9
Earnings Per Share				
Basic earnings per share from continuing operations	\$ (0.61)		(G)	\$ (0.86)
Basic earnings per share from discontinued operations	1.14		(G)	5.15
Basic earnings per share	\$ 0.53			\$ 4.29
Diluted earnings per share from continuing operations	\$ (0.61)		(G)	\$ (0.86)
Diluted earnings per share from discontinued operations	1.14		(G)	5.15
Diluted earnings per share	\$ 0.53			\$ 4.29
Weighted Average Shares Outstanding				
Basic	200.0			56.6
Diluted	200.0			56.6

SPECTRUM BRANDS HOLDINGS, INC. (formerly HRG GROUP, INC.)
Notes to the Unaudited Pro Forma Condensed Consolidated Financial Statements (Unaudited)
(in millions, except per share figures)

NOTE 1 – Basis of Presentation

The Merger will be accounted for as an acquisition of a non-controlling interest in accordance with ASC 810-10. In accounting for the Merger, Spectrum will apply its historical accounting policies and recognize the assets and liabilities of Legacy SPB at their respective historical values as of the closing date of the Merger.

NOTE 2 – Significant Accounting Policies

The unaudited pro forma condensed consolidated financial statements do not assume any differences in accounting policies between Spectrum and Legacy SPB.

NOTE 3 – Pro Forma Reclassifications and Adjustments for the Merger

- (A) Adjustment reflects the net increase in deferred tax assets of \$352.5 million resulting from the partial release of the deferred tax valuation allowance for the quarter ended March 31, 2018. Due to the Merger, Spectrum has determined that it is more-likely-than-not its U.S. deferred tax assets will be used to reduce taxable income, except for tax attributes subject to ownership limitations. The release of the valuation allowance is not reflected in the pro forma Condensed Consolidated Statement of Operations because there will not be a continuing effect.
- (B) Adjustment reflects Spectrum and Legacy SPB estimated expenses related to the Merger will be approximately \$13.0 million and \$18.3 million, respectively. These costs include fees for investment banking services, advisory, legal, accounting, due diligence, tax, valuation, printing and various other services necessary to complete this transaction. In accordance with ASC 810-10, these fees and expenses will be charged to expense as incurred. The transaction expenses are not reflected in the pro forma Condensed Consolidated Statement of Operations because there will not be a continuing effect.
- (C) Adjustment reflects the elimination of the non-controlling interest related to Legacy SPB as a result of the Merger.
- (D) Adjustment reflects \$4.5 million and \$14.8 million for the six month period ended March 31, 2018 and year ended September 30, 2017, respectively, for the elimination of separate public company expenses that will cease to be incurred as a direct result of the Merger.

<u>(in millions)</u>	<u>Six Months ended March 31, 2018</u>	<u>Year ended September 30, 2017</u>
Executive compensation	\$ 1.3	\$ 8.3
Professional fees	1.6	3.8
Directors fees	0.6	1.0
Directors and officers insurance	0.8	1.2
Other fees and printing costs	0.2	0.5
Total	<u>\$ 4.5</u>	<u>\$ 14.8</u>

- (E) Adjustment reflects the elimination of non-recurring transaction costs incurred and expensed during the following periods that are directly attributable to the Merger.

<u>(in millions)</u>	<u>Six Months ended March 31, 2018</u>	<u>Year ended September 30, 2017</u>
Spectrum	\$ 4.8	\$ 2.7
Legacy SPB	14.1	4.9
Total	<u>\$ 18.9</u>	<u>\$ 7.6</u>

- (F) Adjustment reflects tax effect of the pro forma adjustments assuming a 35% and 21% effective tax rate for the three month period ended December 31, 2017 and three month period ended March 31, 2018, respectively, the statutory rate in effect for the periods presented.

(G) Pro forma basic and fully diluted earnings per share amounts reflect the effect of the Reverse Stock Split required by the Merger Agreement. Using (i) the 20-trading-day volume-weighted average price per share of Legacy SPB common stock ending on July 11, 2018, (ii) the number of shares of Legacy SPB common stock outstanding, the number of Shares of Legacy SPB common stock held by Spectrum and its subsidiaries and the number of shares of Spectrum common stock outstanding as of July 12, 2018, (iii) \$328.3 million of Spectrum net indebtedness and transaction expenses at closing, and (iv) a \$200.0 million upward adjustment contemplated by the Merger Agreement, each Spectrum stockholder receives approximately 0.1613 of a share of the post-Merger combined company stock for each share of pre-Merger Spectrum Common Stock that such stockholder owns. Each Legacy SPB stockholder, other than Spectrum, will receive one share of the post-Merger combined company stock for each share of pre-Merger Legacy SPB Common Stock that such stockholder owns.

Weighted average number of common shares outstanding information as follows:

<u>(in millions)</u>	<u>Six Months ended</u> <u>March 31, 2018</u>	<u>Year ended</u> <u>September 30, 2017</u>
Basic		
Spectrum weighted average shares	57.4	58.6
Less: Spectrum weighted average shares owned by HRG	<u>34.3</u>	<u>34.3</u>
Spectrum weighted average shares owned by third parties (A)	23.1	24.3
HRG weighted average shares	201.1	200.0
HRG share conversion at 1 to 0.1613 (B)	<u>32.4</u>	<u>32.3</u>
Total HRG weighted average shares (A + B)	<u><u>55.5</u></u>	<u><u>56.6</u></u>
Diluted		
Spectrum weighted average shares	57.4	59.0
Less: Spectrum weighted average shares owned by HRG	<u>34.3</u>	<u>34.3</u>
Spectrum weighted average shares owned by third parties (A)	23.1	24.7
HRG weighted average shares	202.5	202.3
HRG share conversion at 1 to 0.1613 (B)	<u>32.7</u>	<u>32.6</u>
Total HRG weighted average shares (A + B)	<u><u>55.8</u></u>	<u><u>57.3</u></u>