

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 (Date of earliest event reported): April 23, 2003

Rayovac Corporation

(Exact Name of Registrant as Specified in its Charter)

Wisconsin

001-13615

22-2423556

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

601 Rayovac Drive Madison, WI 53711

(Address of Principal Executive Offices) (Zip Code)

(608) 275-3340

Registrant's telephone number,
including area code

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

99.1 Press Release dated April 23, 2003 issued by Rayovac Corporation.

Item 9. Regulation FD Disclosure.

The following information is being furnished pursuant to Item 12 "Results of Operations and Financial Condition" of Form 8-K and is being presented under Item 9 "Regulation FD Disclosure" of Form 8-K as provided in the Securities and Exchange Commission's interim guidance regarding Form 8-K Item 12 filing requirements (Release No. 34-47583). Such information, including the Exhibit attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

On April 23, 2003, Rayovac Corporation issued a press release announcing its financial results for the fiscal quarter ended March 30, 2003. A copy of the press release is furnished as Exhibit 99.1 to this report.

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 hereunto duly authorized.

RAYOVAC CORPORATION

Date: April 23, 2003

By: /s/ Randall J. Steward

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

EXHIBIT INDEX

Exhibit -----	Description -----
99.1	Press Release dated April 23, 2003 issued by Rayovac Corporation.

RAYOVAC ANNOUNCES
 SECOND QUARTER FISCAL 2003 RESULTS
 APRIL 23, 2003
 JOHN DAGGETT, 608-275-4912

RAYOVAC ANNOUNCES SECOND QUARTER FISCAL 2003 RESULTS

MADISON, Wis. - (ROV:NYSE) Rayovac Corp. announced today Fiscal 2003 second quarter diluted earnings per share of one cent and pro forma diluted earnings per share of 14 cents, meeting First Call consensus estimates. This compares to diluted and pro forma earnings per share of 17 cents for the comparable prior year period. The pro forma diluted EPS excludes the impact of certain charges described in further detail in the release and in the attached Table 3, "Reconciliation of GAAP to Pro Forma Financial Data."

"During this quarter, we undertook a number of key initiatives aimed at building our global business and positioning the Company for future growth," said Dave Jones, Rayovac chairman and CEO. "In North America, these initiatives included the unveiling of a comprehensive new alkaline battery pricing strategy which has received positive retailer reaction, and the near completion of our state-of-the-art \$20 million leased packaging and distribution center in Dixon, Illinois. Additionally, integration activities related to the VARTA acquisition continue to progress on schedule," Jones added.

Second Quarter Results

Results for the second quarter and Fiscal 2003 year-to-date include those of the consumer battery business of VARTA, which was acquired on October 1, 2002. Quarterly comparative historical data for the acquired operations is not available in U.S. generally accepted accounting principles (GAAP) format. All comparisons to Fiscal 2002 exclude VARTA consumer battery business data in the prior year.

For the second quarter, sales were \$202.3 million, compared to \$121.2 million for the same period last year. The majority of the sales increase was attributable to the VARTA acquisition. Operating income was \$8.8 million, compared to \$12.9 million for the same period last year. Fiscal 2003 benefited from the VARTA acquisition offset by \$5.2 million of restructuring charges.

Pro forma operating income was \$15.6 million, an increase of 21 percent from last year. The pro forma increase was attributable to the benefit of the VARTA acquisition, offset by lower sales in North America and lower gross profit margins.

Interest expense increased to \$9.5 million from \$4.1 million last year, the result of higher debt levels associated with the VARTA acquisition. Other (income) expense improved \$1.6 million versus last year, the result of favorable foreign currency exchange rates.

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Rayovac Announces Second Quarter Fiscal 2003 Results
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Diluted earnings per share were one cent compared to 17 cents last year. Pro forma diluted earnings per share were 14 cents compared to pro forma diluted earnings per share of 17 cents last year. See attached Table 3, Reconciliation of GAAP to Pro Forma Financial Data, for a complete reconciliation of operating income and net income, on a GAAP basis, to pro forma operating income and net income for the second quarter and the comparable period last year.

North America sales were \$78.8 million, down 12 percent from the \$89.8 million reported last year. This decline reflected lower alkaline battery sales mainly due to extremely competitive conditions in this battery category. In March, the Company responded with a comprehensive new pricing strategy for its alkaline product portfolio which is expected to be implemented at retail by this summer.

Heavy duty sales in North America also declined, reflecting reduced distribution and declining market trends for this battery segment. Hearing aid batteries sales were up six percent and lighting products sales rose seven percent. North America segment profitability was \$11.0 million as compared to \$17.8 million reported last year. The decrease in profitability reflects the impact of lower sales volumes, the presence of retailer markdown monies and increased distribution expenses.

The Europe/Rest of World results reflect the benefits of the VARTA acquisition where sales were \$97.8 million, up from \$13.0 million last year. The continued strength of Rayovac's European hearing aid and general battery businesses also contributed to these favorable results. Segment profitability increased to \$8.4 million from \$1.1 million last year, largely due to the benefits of the VARTA acquisition as well as strong overall sales performance.

In Latin America, sales increased to \$25.7 million from \$18.4 million in the same period last year. The sales improvement was attributable to the VARTA

acquisition partially offset by continuing economic weakness and political instability in the region. Latin America segment profitability was \$2.3 million, an improvement of \$1.8 million versus last year. This improvement was the result of improved sales and gross profit margins, somewhat offset by increased operating expenses, all of which is primarily attributable to the impact of the VARTA acquisition.

Six Months Results

Sales for the six months ended March 30, 2003 were \$462.5 million, compared to \$283.0 million for the prior year. Operating income was \$19.3 million, an improvement of \$2.9 million over last year. Fiscal 2003 year-to-date results include \$20.5 million in special charges. In Fiscal 2002, operating income included a \$16.1 million bad debt provision related to the Kmart bankruptcy.

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Pro forma operating income was \$41.4 million versus \$32.5 million last year, an increase of 27 percent. The pro forma increase was attributable to the benefit of the VARTA acquisition, partially offset by a decrease in North America segment profitability after excluding the impact of the Kmart bad debt reserve in last year's results, and higher corporate expenses.

Interest expense rose to \$19.6 million from \$8.2 million last year, the result of higher debt levels associated with the VARTA acquisition. Non-operating expense includes the write-off of \$3.1 million of unamortized debt issuance costs associated with our previous credit facility, which was replaced as part of the VARTA acquisition. Other (income) expense improved \$2.6 million versus last year, the result of favorable foreign currency exchange rates.

Diluted earnings per share for the six-month period were a loss of one cent compared to 18 cents last year. Pro forma diluted earnings per share for the Fiscal 2003 six months were 47 cents compared to pro forma diluted earnings per share of 49 cents for the same period last year. See attached Table 3, Reconciliation of GAAP to Pro Forma Financial Data, for a reconciliation of operating income and net income, on a GAAP basis, to pro forma operating income and net income for the six-month period and the comparable period last year.

North America sales were \$185.8 million, down 12 percent from the \$212.0 million reported last year. This decline reflected lower alkaline and heavy duty battery sales. Hearing aid batteries sales were up three percent while lighting products sales rose six percent. North America segment profitability was \$30.7 million, an increase from \$25.1 million reported last year. The profitability improvement primarily reflects the inclusion of the Kmart bad debt reserve in the previous year offset by the sales decline in the current year.

The Europe/Rest of World results reflect the benefits of the VARTA acquisition, where sales were \$216.5 million, up from \$26.6 million last year. Rayovac's European hearing aid and general battery businesses, along with lighting products sales also contributed to these favorable results. Segment profitability increased to \$23.4 million, largely due to the benefits of the VARTA acquisition.

In Latin America, sales increased to \$60.2 million from \$44.4 million in the same period last year. The sales improvement was attributable to the VARTA acquisition offset by continuing economic weakness and political instability in the region. Latin America segment profitability was \$5.8 million versus \$4.1 million last year. This improvement was the result of improved sales and gross profit margins, somewhat offset by increased operating expenses, all of which are primarily attributable to the impacts of the VARTA acquisition.

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Restructuring Initiatives

On October 10, 2002, the Company announced and committed to a series of restructuring initiatives designed to optimize the global resources of the combined VARTA and Rayovac companies, eliminate surplus manufacturing capacity and functional overhead, and to rationalize its main North America packaging and distribution facilities into a single modern facility. In the second quarter of Fiscal 2003, the Company took additional actions in North America to relaunch its alkaline products, simplify its consumer product pricing and reduce its cost structure to align with its new pricing strategy. The Company recorded special charges of \$5.2 million and incurred a \$1.6 million charge against net sales in the quarter to reflect the costs incurred with these initiatives. The Company currently expects total charges for all of the restructuring initiatives to be \$43 million, approximately \$22 million of which has been incurred to date, with the balance to be incurred over the next six months. Total cash costs of the program will be approximately \$25 million with \$40 million to \$45 million of anticipated annual savings when fully implemented by fiscal year 2005.

Non-GAAP Measurements

To assist investors in the reconciliation of GAAP financial reporting to pro forma results which present operating results on a basis excluding special items, the Company has placed a financial model on its website detailing all of the items that historically reconcile the GAAP vs. pro forma income statements. The model can be found at www.rayovac.com under About Rayovac/Investor Resources. A reconciliation is also attached as Table 3 to this press release.

Management, as well as certain investors, use these results of operations, excluding special items, to help measure the Company's current and future financial performance and to identify trends in its financial condition and results of operations. We believe these measurements provide supplemental and useful information to assist management and investors in analyzing the Company's financial position and results of operations but do not replace the presentation of the Company's GAAP financial results and should be read in conjunction with those GAAP results. The Company has chosen to provide this information to investors to enable them to perform meaningful comparisons of past, present and future operating results and as a means to identify the results of core on-going operations.

With the recent VARTA consumer battery transaction, Rayovac is one of the world's largest consumer battery and lighting device companies. Rayovac and VARTA products are sold in more than 115 countries. The Company also markets the number one selling rechargeable brand of battery in the U.S. and in Europe, and is the world leader in hearing aid batteries. Rayovac trades on the New York Stock Exchange under the ROV symbol.

Certain matters discussed in this news release, with the exception of historical matters, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are subject to a number of risks, uncertainties and other factors 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 consumer batteries, (3) changes in the general economic conditions where we do business, such as stock market prices, interest rates, currency exchange rates, inflation and raw material costs, (4) our ability to successfully implement manufacturing and distribution cost efficiencies and (5) various other factors, including those discussed herein and those set forth in the Company's most recent Form 10-Q, Annual Report on Form 10-K and the prospectus supplement for the Company's most recent offering of its common stock.

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Attached

Table 1 - Condensed Consolidated Statements of Operations

Table 2 - Supplemental Financial Data

Table 3 - Reconciliation of GAAP to Pro Forma Financial Data

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Table 1

RAYOVAC CORPORATION
Condensed Consolidated Statements of
Operations For the three and six month periods ended March
30, 2003 and March 31, 2002
(Unaudited)
(In millions, except per share amounts)

	THREE MONTHS			SIX MONTHS		
	F2003	F2002	INC(DEC)%	F2003	F2002	INC(DEC)%
Net sales	\$202.3	\$121.2	66.9%	\$462.5	\$283.0	63.4%
Cost of goods sold	121.1	71.2		278.0	170.3	
Special charges	1.6	--		11.3	--	
Gross profit	79.6	50.0	59.2%	173.2	112.7	53.7%
Selling	42.7	24.6		93.2	52.0	
General and administrative	20.5	9.1		43.5	37.6	(a)
Research and development	4.0	3.4		8.0	6.7	
Special charges	3.6	--		9.2	--	
Total operating expenses	70.8	37.1		153.9	96.3	
Operating income	8.8	12.9	(31.8%)	19.3	16.4	17.7%
Interest expense	9.5	4.1		19.6	8.2	
Non-operating expense	--	--		3.1(b)	--	
Other (income) expense, net	(1.2)	0.4		(2.9)	(0.3)	
Income (loss) income before income taxes	0.5	8.4		(0.5)	8.5	
Income tax expense (benefit)	0.2	3.0		(0.2)	2.7	
Net income (loss)	\$ 0.3	\$ 5.4		\$ (0.3)	\$ 5.8	
Average shares outstanding	31.8	31.8		31.8	31.8	
Basic earnings (loss) per share	\$ 0.01	\$ 0.17		\$(0.01)	\$ 0.18	
Average shares and common stock equivalents outstanding	32.5	32.3		31.8	32.4	
Diluted earnings (loss) per share	\$ 0.01	\$ 0.17		\$(0.01)	\$ 0.18	

(a) The six month period ending March 31, 2002 reflects a bad debt reserve of \$16.1 million attributable to the Kmart bankruptcy.

(b) The six month period ending March 30, 2003 reflects the write-off of unamortized debt issuance costs of \$3.1 million attributable to the refinancing of the Company's credit facility as part of the VARTA acquisition.

Table 2

RAYOVAC CORPORATION
Supplemental Financial Data

For the three and six month periods ended March 30, 2003 and March 31, 2002
(Unaudited)

(In millions, except per share amounts)

Supplemental Financial Data	F2003	F2002
Cash	\$ 14.7	\$ 9.5
Trade receivables, net	\$158.1	\$109.0
Days Sales Outstanding (a)	71	82
Inventory, net	\$145.8	\$ 81.0
Inventory Turnover (b)	3.3	3.5
Total Debt	\$477.8	\$233.5

Business Segment Sales & Profitability	THREE MONTHS		SIX MONTHS	
	F2003	F2002	F2003	F2002
Net Sales				
Europe/ROW	\$ 97.8	\$ 13.0	\$216.5	\$ 26.6
North America	78.8	89.8	185.8	12.0
Latin America	25.7	18.4	60.2	44.4
Total net sales	\$202.3	\$121.2	\$462.5	\$283.0
Segment Profit				
Europe/ROW	\$ 8.4	\$ 1.1	\$ 23.4	\$ 2.3
North America	11.0	17.8	30.7	25.1(c)
Latin America	2.3	0.5	5.8	4.1
Total segment profit	21.7	19.4	59.9	31.5
Corporate	7.7	6.5	20.1	15.1
Special charges	5.2	--	20.5	--
Interest expense	9.5	4.1	19.6	8.2
Non-operating expense	--	--	3.1(d)	--
Other (income) expense, net	(1.2)	0.4	(2.9)	(0.3)
Income (loss) before income taxes	\$ 0.5	\$ 8.4	\$ (0.5)	\$ 8.5

(a) Reflects trade receivables, net divided by average daily sales during the quarter.

(b) Reflects cost of sales (excluding special charges) divided by net inventories multiplied by four.

(c) The six month period ending March 31, 2002 reflects a bad debt reserve of \$16.1 million attributable to the Kmart bankruptcy.

(d) The six month period ending March 30, 2003 reflects the write-off of unamortized debt issuance costs of \$3.1 million attributable to the refinancing of the Company's credit facility as part of the VARTA acquisition.

Table 3

RAYOVAC CORPORATION
Reconciliation of GAAP to Pro Forma Financial Data
For the three month periods ended March 30, 2003 and March 31, 2002
(Unaudited)
(In millions, except per share amounts)

	THREE MONTHS					
	2003			2002		
	As reported	Pro forma Adj.	Pro forma	As reported	Pro forma Adj.	Pro forma
Net sales (a)	\$202.3	\$ 1.6	\$203.9	\$121.2	\$ --	\$121.2
Gross profit (b)	79.6	3.2	82.8	50.0	--	50.0
Gross profit % of sales	39.3%	40.6%	41.3%	41.3%		
Operating expenses (c)	70.8	3.6	67.2	37.1	--	37.1
Operating income	8.8	6.8	15.6	12.9	--	12.9
Operating income % of sales	4.3%	7.7%	10.6%	10.6%		
Income before income taxes	0.5	6.8	7.3	8.4	--	8.4
Net income	0.3	4.2	4.5	5.4	--	5.4
Basic earnings per share	\$ 0.01	\$0.13	\$ 0.14	\$ 0.17	\$ --	\$ 0.17
Diluted earnings per share	\$ 0.01	\$0.13	\$ 0.14	\$ 0.17	\$ --	\$ 0.17

(a) Reflects the impact of North America retailer inventory mark down programs of approximately \$1.6 million associated with the Company's new alkaline pricing program announced in the second quarter of Fiscal 2003.

(b) Reflects the impact of (i) North America retailer inventory mark down programs of approximately \$1.6 million, (ii) European integration initiatives of \$0.7 million primarily reflecting termination costs, and (iii) North America restructuring initiatives of \$0.9 million primarily reflecting relocation expenses, inventory impairments, and termination benefits associated with the relocation of the Company's Madison, Wisconsin packaging facility to the Company's new combined leased distribution and packaging facility in Dixon, Illinois.

(c) Reflects (i) North America and Corporate restructuring initiatives impacting selling, marketing and administrative functions of \$3.3 million, including approximately \$2.8 million of termination benefits and \$0.5 million of other expenses and (ii) Latin America integration initiatives of \$0.3 million, primarily reflecting termination benefits associated with the integration of our Mexico and Colombia businesses.

Table 3 Continued
RAYOVAC CORPORATION
Reconciliation of GAAP to Pro Forma Financial Data
For the six month periods ended March 30, 2003 and March 31, 2002
(Unaudited)
(In millions, except per share amounts)

	SIX MONTHS					
	2003			2002		
	As reported	Pro forma Adj.	Pro forma	As reported	Pro forma Adj.	Pro forma
Net sales (a)	\$462.5	\$ 1.6	\$464.1	\$283.0	\$ --	\$283.0
Gross profit (b)	173.2	12.9	186.1	112.7	--	112.7
Gross profit % of sales	37.4%		40.1%	39.8%		39.8%
Operating expenses (c), (d)	153.9	9.2	144.7	96.3	16.1	80.2
Operating income	19.3	22.1	41.4	16.4	16.1	32.5
Operating income % of sales	4.2%	8.9%	5.8%	11.5%		
(Loss) income before income taxes (e)	(0.5)	25.2	24.7	8.5	16.1	24.6
Net (loss) income	(0.3)	15.6	15.3	5.8	10.0	15.8
Basic (loss) earnings per share	\$(0.01)	\$0.48	\$ 0.47	\$ 0.18	\$0.31	\$0.50
Diluted (loss) earnings per share	\$(0.01)	n/a	\$ 0.47(f)	\$ 0.18	\$0.31	\$0.49

(a) Reflects the impact of North America retailer inventory mark down programs of approximately \$1.6 million associated with the Company's new alkaline pricing program announced in the second quarter of Fiscal 2003.

(b) Reflects the impact of (i) North America retailer inventory mark down programs of approximately \$1.6 million, (ii) European integration initiatives of approximately \$1.9 million primarily reflecting termination benefits of \$0.9 million and inventory and asset impairments of \$1.0 million, (iii) North America restructuring initiatives of approximately \$3.2 million, including fixed asset and inventory impairments of \$1.6 million, pension and termination costs of \$1.1 million, and relocation expenses and other expenses associated with the relocation of the Company's Madison, Wisconsin packaging facility to the Company's new combined leased distribution and packaging facility in Dixon, Illinois, and (iv) Latin America restructuring initiatives of \$6.2 million reflecting the closure of the Company's Mexico City, Mexico manufacturing location, including termination payments of approximately \$1.4 million, fixed asset and inventory impairments of \$4.1 million, and other shutdown related expenses and transfer of production to the Company's Guatemala City, Guatemala manufacturing location.

(c) Fiscal 2003 reflects (i) North America and Corporate restructuring initiatives of \$6.0 million impacting selling, marketing, and administrative functions, including approximately \$4.9 million of termination benefits, research and development contract termination costs of \$0.5 million, fixed asset impairments of \$0.3 million associated with the relocation to the Company's new combined leased distribution and packaging facility in Dixon, Illinois, and other expenses, (ii) European integration initiatives of \$1.1 million, including approximately \$0.6 million of termination benefits, asset impairments of \$0.2 million, and other expenses, and (iii) Latin America integration initiatives of \$2.1 million, primarily reflecting termination benefits associated with the integration of our Mexico and Colombia businesses.

(d) Fiscal 2002 reflects a bad debt reserve of \$16.1 million attributable to the Kmart bankruptcy.

(e) Fiscal 2003 reflects the non-recurring items discussed in footnotes (a), (b) and (c) and the write-off of unamortized debt issuance costs of \$3.1 million attributable to the refinancing of the Company's credit facility as part of the VARTA acquisition.

(f) The effect of restricted stock and unexercised stock options outstanding for the six months ending March 30, 2003 were included in the pro forma EPS calculation as their effect was dilutive.