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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
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POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8

REGISTRATION STATEMENT  
UNDER THE  
SECURITIES ACT OF 1933

RAYOVAC CORPORATION

-----  
(Exact Name of Registrant as Specified in Its Charter)

Wisconsin

-----  
(State or Other Jurisdiction of Incorporation or Organization)

22-2423556

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

601 Rayovac Drive, Madison, Wisconsin 53711

-----  
(Address of Principal Executive Officer) (Zip Code)

RAYOVAC PROFIT SHARING AND SAVINGS PLAN

-----  
(Full Title of Plan)

James A. Broderick, Esq.  
Vice President and General Counsel  
Rayovac Corporation  
601 Rayovac Drive  
Madison, Wisconsin 53711-2497

-----  
(Name and Address of Agent for Service)

(608) 275-3340

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(Telephone Number, Including Area Code, of Agent For Service)

Item 8 of Part II of the Registrant's Registration Statement on Form S-8 (Registration No. 333-39239) is hereby amended to include the following Exhibit:

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Description
23.2	Consent of KPMG Peat Marwick LLP

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-effective Amendment No. 1 to the Registration Statement (Registration No. 333-39239) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Madison, State of Wisconsin, on December 19, 1997.

RAYOVAC CORPORATION

By: /s/ David A. Jones

\_\_\_\_\_  
David A. Jones  
Chairman of the Board,  
President and Chief  
Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-effective Amendment No. 1 to the Registration Statement (Registration No. 333-39239) has been signed by the following persons in the capacities indicated on December 19, 1997.

Signature	Title
<u>/s/ David A. Jones</u> David A. Jones	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)
*	
<u>Kent Hussey</u>	Executive Vice Presi- dent of Finance and Administration, Chief Financial Officer and Director (Principal Financial Officer)
*	
<u>Roger F. Warren</u>	Director
*	
<u>Trygve Lonnebotn</u>	Director
*	
<u>Scott A. Schoen</u>	Director
*	
<u>Thomas R. Shepherd</u>	Director
*	
<u>Warren C. Smith, Jr.</u>	Director

\* By: /s/ David A. Jones

\_\_\_\_\_  
David A. Jones  
Attorney-in-Fact

The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-effective Amendment No. 1 to the Registration Statement (Registration No. 333-39239) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Madison, State of Wisconsin, on December 19, 1997.

RAYOVAC PROFIT SHARING AND  
SAVINGS PLAN

By: RAYOVAC CORPORATION,  
Plan Administrator

By: /s/ Russell E. Lefevre

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Russell E. Lefevre  
Vice President,

EXHIBIT INDEX

RAYOVAC CORPORATION

Post-Effective Amendment No. 1 to  
Registration Statement on Form S-8  
for the Rayovac Profit Sharing and Savings Plan

Exhibit Number	Description
23.2	Consent of KPMG Peat Marwick LLP

CONSENT OF KPMG PEAT MARWICK LLP

We consent to incorporation by reference in the registration statement on Form S-8 (No. 333-39239) of Rayovac Corporation of our reports dated October 28, 1997, relating to the consolidated balance sheet of Rayovac Corporation and subsidiaries as of September 30, 1997, and the related consolidated statements of operations, shareholders' equity and cash flows for the year ended September 30, 1997, and related schedule, which reports appear in the Form S-1 of Rayovac Corporation.

/s/ KPMG Peat Marwick LLP

Milwaukee, Wisconsin  
December 15, 1997