

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): March 1, 2011

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)

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.

At the Annual Meeting of the Stockholders (the "Annual Meeting") of Spectrum Brands Holdings, Inc. (the "Company") held on March 1, 2011, the Company's stockholders approved the adoption of the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan (the "2011 Plan") pursuant to which incentive compensation and performance compensation awards may be provided to employees, directors, officers and consultants of the Company or of its subsidiaries or their respective affiliates. The Plan authorizes the issuance of up to 4,625,676 shares of common stock, par value \$0.01 per share, of the Company. A description of the material terms of the 2011 Plan and the text of the 2011 Plan was included in the Company's Definitive Proxy Statement on Schedule 14A ("Proxy Statement"), filed with the Securities and Exchange Commission on January 28, 2011 (File No. 001-34757).

The description of the 2011 Plan above and the portions of the Proxy Statement containing a description of the 2011 Plan are qualified in their entirety by reference to the full text of the 2011 Plan.

Item 5.07. Submission of Matters to a Vote of Security Holders.

As described in Item 5.02 above, the Company held the Annual Meeting on March 1, 2011. Only holders of the Company's common stock at the close of business on January 24, 2011 (the "Record Date") were entitled to vote at the Annual Meeting. As of the Record Date, there were 50,942,471 shares of common stock entitled to vote. A total of 50,171,639 shares of common stock (98.49%), constituting a quorum, were represented in person or by valid proxies at the Annual Meeting.

The stockholders voted on the six proposals at the Annual Meeting. The proposals are described in detail in the Proxy Statement dated January 28, 2011. The final results for the votes regarding each proposal are set forth below.

Proposal 1: The Company's stockholders elected four directors to the Board to serve for a three year term until the 2014 annual meeting of stockholders. The votes regarding this proposal were as follows:

	<u>For</u>	<u>Withhold</u>	<u>Broker Non-Votes</u>
Kenneth C. Ambrecht	49,386,126	365,493	420,020
Eugene I. Davis	44,152,302	5,599,317	420,020
David R. Lumley	49,391,113	360,506	420,020
Robin Roger	44,561,359	5,190,260	420,020

Proposal 2: The Company's stockholders ratified the selection of KPMG LLP as the Company's independent registered accounting firm for the fiscal year ended September 30, 2011. The votes regarding this proposal were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
50,115,471	56,168	--	--

Proposal 3: The Company's stockholders approved the advisory vote on executive compensation. The votes regarding this proposal were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
49,740,228	6,474	4,917	420,020

Proposal 4: The Company's stockholders indicated their preference, on an advisory basis, that the advisory vote on executive compensation be held "every three years." The votes regarding this proposal were as follows:

<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
6,921,518	1,334	42,825,784	2,983	420,020

Proposal 5: The Company's stockholders approved incentive compensation arrangements of certain of our key executive officers. The votes regarding this proposal were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
49,740,454	9,468	1,697	420,020

Proposal 6: As described in Item 5.02 above, the Company's stockholders approved the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan. The votes regarding this proposal were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
47,971,504	1,778,034	2,081	420,020

On March 2, 2011, the Company issued a press release (the "Press Release") discussing the results of the Company's stockholders vote at the Annual Meeting. 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 March 2, 2011

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report on Form 8-K to be signed on its behalf by the undersigned, thereunto duly authorized.

SPECTRUM BRANDS, INC.

By: /s/ Nathan Fagre

Name: Nathan Fagre

Title: Secretary and General Counsel

Dated: March 2, 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

Spectrum Brands Holdings Announces Voting Results for Proposals at 2011 Annual Meeting of Stockholders

Madison, WI, March 2, 2011 – Spectrum Brands Holdings, Inc. (NYSE: SPB), a global consumer products company with market-leading brands, today announced the voting results for the six proposals at its 2011 Annual Meeting of Stockholders held in New York City on March 1, 2011.

At the Annual Meeting, and as recommended by the Board of Directors, stockholders:

- elected four Class I directors – Kenneth C. Ambrecht, Eugene I. Davis, David R. Lumley and Robin Roger – to the Board of Directors for a three-year term until the 2014 Annual Meeting of Stockholders;
- ratified the Board of Directors' appointment of KPMG LLP as the Company's independent registered public accounting firm for its 2011 fiscal year;
- approved the advisory vote on executive compensation;
- approved, on an advisory basis, the frequency of holding a future advisory vote on executive compensation every three years;
- approved incentive compensation arrangements for certain of the Company's key executive officers; and
- approved the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan.

A total of approximately 50.2 million shares of common stock, or approximately 98.5 percent of shares of common stock entitled to vote as of the record date of January 24, 2011, were represented in person or by valid proxies at the Annual Meeting.



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®, Lit termaid®, 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.

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