

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): **February 1, 2012**

SPECTRUM BRANDS HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-34757

(Commission File Number)

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 5.07 Submission of Matters to a Vote of Security Holders.

Spectrum Brands Holdings, Inc. (the "Company") held its Annual Meeting of Stockholders (the "Annual Meeting") on February 1, 2012. Only holders of the Company's common stock at the close of business on December 21, 2011 (the "Record Date") were entitled to vote at the Annual Meeting. As of the Record Date, there were 52,184,241 shares of common stock entitled to vote. A total of 49,804,378 shares of common stock (95.44%), constituting a quorum, were represented in person or by valid proxies at the Annual Meeting.

The stockholders voted on two proposals at the Annual Meeting. The proposals are described in detail in the Proxy Statement dated December 29, 2011. The final results of the votes regarding each proposal are set forth below.

Proposal 1: The Company's stockholders elected three directors to the Board to serve for a three year term until the 2015 annual meeting of stockholders. The votes regarding this proposal were as follows:

	For	Withhold	Broker Non-Votes
David M. Maura	41,256,852	7,329,798	-
Terry L. Polistina	47,482,525	1,104,125	-
Hugh R. Rovit	47,646,843	939,807	-

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, 2012. The votes regarding this proposal were as follows:

For	Against	Abstain	Broker Non-Votes
49,708,424	95,954	-	-

On February 1, 2012, 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.

The following exhibit is being filed with this Current Report on Form 8-K.

Exhibit No.	Description
99.1	Press Release, dated February 1, 2012

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.

SPECTRUM BRANDS HOLDINGS, INC.

Date: February 7, 2012

By: /s/ Nathan E. Fagre

Printed Name: Nathan E. Fagre

Title: General Counsel and Secretary

EXHIBIT INDEX

Exhibit

Description

99.1

Press Release, dated February 1, 2012

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 2012 Annual Meeting of Stockholders

Madison, WI, February 1, 2012 – Spectrum Brands Holdings, Inc. (NYSE: SPB), a global consumer products company with market-leading brands, today announced the voting results for the two proposals at its 2012 Annual Meeting of Stockholders held in Earth City, Missouri on February 1, 2012.

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

- elected three Class II directors – David M. Maura, Terry L. Polistina and Hugh R. Rovit – to the Board of Directors for a three-year term expiring at the 2015 Annual Meeting of Stockholders.
- ratified the Board of Directors' appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal 2012.

A total of approximately 49.8 million shares of common stock, or approximately 95.4 percent of shares of common stock entitled to vote as of the record date of December 21, 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 global and diversified 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, our Company offers a broad portfolio of market-leading, well-known and widely trusted brands including Rayovac®, Varta®, Remington®, George Foreman®, Black & Decker®, Toastmaster®, Farberware®, Tetra®, Marineland®, Nature's Miracle®, Dingo®, 8-in-1®, FURminator®, Littermaid®, Spectracide®, Cutter®, Repel®, Hot Shot® and Black Flag®. Spectrum Brands Holdings' products are sold by the world's top 25 retailers and are available in more than one million stores in approximately 130 countries. With nearly 6,000 employees in 43 countries, Spectrum Brands Holdings generated net sales of approximately \$3.2 billion in fiscal 2011. For more information, visit www.spectrumbrands.com.

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