

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A

Amendment No.1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year Ended September 30, 2017

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____



| <u>Commission File No.</u> | <u>Name of Registrant, State of Incorporation, Address of Principal Offices, and Telephone No.</u> | <u>IRS Employer Identification No.</u> |
|----------------------------|---|--|
| 001-34757 | Spectrum Brands Holdings, Inc. (a Delaware corporation) 3001 Deming Way Middleton, WI 53562 (608) 275-3340 www.spectrumbrands.com | 27-2166630 |
| 333-192634-03 | SB/RH Holdings, LLC (a Delaware limited liability company) 3001 Deming Way Middleton, WI 53562 (608) 275-3340 | 27-2812840 |

Securities registered pursuant to Section 12(b) of the Act:

| <u>Registrant</u> | <u>Title of each class</u> | <u>Name of each exchange on which registered</u> |
|---|--|--|
| Spectrum Brands Holdings, Inc. SB/RH Holdings, LLC | Common Stock, Par Value \$0.01 None | New York Stock Exchange None |

Securities registered pursuant to Section 12(g) of the Act:

None

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Indicate by check mark if the registrants are well-known seasoned issuers, as defined in Rule 405 of the Securities Act.

| | | |
|--------------------------------|---|--|
| Spectrum Brands Holdings, Inc. | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| SB/RH Holdings, LLC | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |

Indicate by check mark if the registrants are not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

| | | |
|--------------------------------|------------------------------|--|
| Spectrum Brands Holdings, Inc. | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| SB/RH Holdings, LLC | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |

Indicate by check mark whether the registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

| | | |
|--------------------------------|---|-----------------------------|
| Spectrum Brands Holdings, Inc. | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| SB/RH Holdings, LLC | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |

Indicate by check mark whether the registrants have submitted electronically and posted on their corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

| | | |
|--------------------------------|---|-----------------------------|
| Spectrum Brands Holdings, Inc. | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| SB/RH Holdings, LLC | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K/A or any amendment to this Form 10-K/A.

| | |
|--------------------------------|--------------------------|
| Spectrum Brands Holdings, Inc. | <input type="checkbox"/> |
| SB/RH Holdings, LLC | <input type="checkbox"/> |

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

| <u>Registrant</u> | <u>Large Accelerated Filer</u> | <u>Accelerated filer</u> | <u>Non-accelerated filer</u> | <u>Smaller reporting company</u> |
|--------------------------------|--------------------------------|--------------------------|------------------------------|----------------------------------|
| Spectrum Brands Holdings, Inc. | X | | | |
| SB/RH Holdings, LLC | | | X | |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

| | | |
|--------------------------------|------------------------------|--|
| Spectrum Brands Holdings, Inc. | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| SB/RH Holdings, LLC | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |

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).

| | | |
|--------------------------------|------------------------------|--|
| Spectrum Brands Holdings, Inc. | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| SB/RH Holdings, LLC | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |

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 31(a) of the Exchange Act.

| | |
|--------------------------------|--------------------------|
| Spectrum Brands Holdings, Inc. | <input type="checkbox"/> |
| SB/RH Holdings, LLC | <input type="checkbox"/> |

The aggregate market value of the voting stock held by non-affiliates of Spectrum Brands Holdings, Inc. was approximately \$3,333,769,931 based upon the closing price on the last business day of the registrant's most recently completed second fiscal quarter (April 2, 2017). As of November 14, 2017, there were outstanding 57,626,070 shares of Spectrum Brands Holdings, Inc.'s Common Stock, par value \$0.01 per share.

SB/RH Holdings, LLC meets the conditions set forth in General Instruction I(1)(a) and (b) of Form 10-K/A and has therefore omitted the information otherwise called for by Items 10 to 13 of Form 10-K/A as allowed under General Instruction I(2)(c).

DOCUMENTS INCORPORATED BY REFERENCE

Portions of Spectrum Brands Holdings, Inc.'s definitive proxy statement to be filed within 120 days of September 30, 2017 are incorporated by reference in this Annual Report on Form 10-K/A in response to Part III, Items 10, 11, 12, 13 and 14.

EXPLANATORY NOTE

Spectrum Brands Holdings, Inc and SB/RH Holdings LLC, are filing this Amendment No. 1 (the “Form 10-K/A”) to our Annual Report on Form 10-K for the fiscal year ended September 30, 2017 that we filed with the Securities and Exchange Commission (“SEC”) on November 16, 2017 (the “Form 10-K”), for the sole purpose of filing the Interactive Data File as Exhibit 101. The attached Exhibit 101 were inadvertently not included with our Form 10-K filing.

No other changes have been made to the Form 10-K. This Amendment speaks as of the Original Filing Date and does not reflect events that may have occurred subsequent to the Original Filing Date, and does not modify or update in any way the disclosures made in the Form 10-K.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENTS AND SCHEDULES

(a) The following documents are filed as part of or are included in this Annual Report on Form 10-K/A:

1. The exhibits listed in the Exhibit Index filed as part of this Annual Report on Form 10-K/A.

| | |
|---------|---|
| 101.INS | XBRL Instance Document* |
| 101.SCH | XBRL Taxonomy Extension Schema Document* |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document* |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document* |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document* |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document* |

* In accordance with Regulation S-T, the XBRL-related information in Exhibit 101 to this Annual Report on Form 10-K/A shall be deemed to be furnished and not filed.

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Amended report to be signed on its behalf by the undersigned thereunto duly authorized.

SPECTRUM BRANDS HOLDINGS, INC.

By: /s/ Andreas Rouvé
Andreas Rouvé
Chief Executive Officer and Director

DATE: November 16, 2017

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated and on the above-stated date.

| <u>Signature</u> | <u>Title</u> |
|---|--|
| <u>/s/ Andreas Rouvé</u> Andreas Rouvé | Chief Executive Officer and Director <i>(Principal Executive Officer)</i> |
| <u>/s/ Douglas L. Martin</u> Douglas L. Martin | Executive Vice President, Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i> |
| <u>/s/ David M. Maura</u> David M. Maura | Chairman of the Board |
| <u>/s/ Kenneth C. Ambrecht</u> Kenneth C. Ambrecht | Director |
| <u>/s/ Ehsan Zargar</u> Ehsan Zargar | Director |
| <u>/s/ Norman S. Matthews</u> Norman S. Matthews | Director |
| <u>/s/ Terry L. Polistina</u> Terry L. Polistina | Director |
| <u>/s/ Hugh R. Rovit</u> Hugh R. Rovit | Director |
| <u>/s/ Joseph S. Steinberg</u> Joseph S. Steinberg | Director |

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Amended report to be signed on its behalf by the undersigned thereunto duly authorized.

SB/RH HOLDINGS, LLC

By: Spectrum Brands Holdings, Inc., its Sole Member

By: /s/ Andreas Rouvé
Andreas Rouvé
Chief Executive Officer and Director

DATE: November 16, 2017

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Sole Member of the registrant and in the capacities indicated and on the above-stated date.

| <u>Signature</u> | <u>Title</u> |
|--|--|
| <u>/s/ Andreas Rouvé</u> Andreas Rouvé | Chief Executive Officer and Director <i>(Principal Executive Officer)</i> |
| <u>/s/ Douglas L. Martin</u> Douglas L. Martin | Executive Vice President, Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i> |
| <u>/s/ David M. Maura</u> David M. Maura | Chairman of the Board |
| <u>/s/ Kenneth C. Ambrecht</u> Kenneth C. Ambrecht | Director |
| <u>/s/ Ehsan Zargar</u> Ehsan Zargar | Director |
| <u>/s/ Norman S. Matthews</u> Norman S. Matthews | Director |
| <u>/s/ Terry L. Polistina</u> Terry L. Polistina | Director |
| <u>/s/ Hugh R. Rovit</u> Hugh R. Rovit | Director |
| <u>/s/ Joseph S. Steinberg</u> Joseph S. Steinberg | Director |

