
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): **December 31, 2018**

SPECTRUM BRANDS HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-4219
(Commission
File No.)

74-1339132
(IRS Employer
Identification No.)

SB/RH HOLDINGS, LLC

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

333-192634-03
(Commission
File No.)

27-2812840
(IRS Employer
Identification No.)

3001 Deming Way

Middleton, Wisconsin 53562

(Address of principal executive offices) (Zip Code)

(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))

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).

Emerging growth company

If an emerging growth company, indicate by check mark 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 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On December 31, 2018, Spectrum Brands Holdings, Inc. (“Spectrum Brands” or the “Company”) issued a conditional notice (the “Conditional Notice of Redemption”) to redeem all or a portion of its (as successor to HRG Group, Inc.) 7.750% Senior Notes due 2022 (the “Notes”). The Conditional Notice of Redemption was delivered pursuant to the indenture governing the Notes, dated as of January 21, 2014, between the Company and Wells Fargo Bank, National Association, as trustee. The redemption of the Notes is conditioned on, among other things, the consummation of the sale of the Company’s global battery, lighting and portable power business. The amount of the Notes (if any) that will be redeemed by the Company will be announced prior to the date of the redemption of the Notes. For more information regarding the redemption of the Notes and the applicable conditions, see the Conditional Notice of Redemption, a copy of which is attached as Exhibit 99.1 hereto and is incorporated into this report by reference. This report does not constitute a notice of redemption for the Notes.

In addition, on December 31, 2018, Spectrum Brands, Inc., a subsidiary of the Company (“SBI”), issued a conditional notice to its administrative agent of its intention to prepay on January 4, 2019 the term loans in full under the Credit Agreement, together with accrued and unpaid interest thereon (the “Prepayment”). The conditional notice was issued under SBI’s Credit Agreement, dated as of June 23, 2015 (as amended, amended and restated, supplemented or otherwise modified prior to the date hereof, the “Credit Agreement”), by and among SBI, SB/RH Holdings, LLC and the lender parties thereto. The Prepayment is expressly conditioned upon the occurrence of the consummation of the sale of the Company’s global battery, lighting and portable power business.

This information in this report, including the Exhibit hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the Company, whether made before or after the date of this report.

Cautionary Note Regarding Forward-Looking Statements:

This report contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, including without limitation, statements regarding the redemption and the Prepayment and the conditions thereto. These forward-looking statements generally are identified by the words “opportunity,” “offers,” “expected,” “intends,” “anticipated” and similar words and expressions. Any statements that are not statements of historical fact should be considered to be forward-looking statements. Any such forward looking statements are made based on information currently known and are subject to various risks and uncertainties. Risks and uncertainties to which these forward-looking statements are subject include, without limitation: (1) the proposed transactions may not be completed on the anticipated terms and timing or at all, (2) conditions imposed on required regulatory approvals that could adversely affect the anticipated benefits from the proposed transactions, (3) a condition to closing of the proposed transaction may not be satisfied, (4) potential adverse reactions or changes to business relationships resulting from the announcement or completion of the transactions, (5) risks associated with third party contracts containing consent and/or other provisions that may be triggered by the proposed transactions, (6) negative effects of the announcement or the consummation of the transaction on the market price of Spectrum Brands’ common stock, (7) the risk that disruptions from the proposed transactions will harm Spectrum Brands’ business, including current plans and operations, (7) risks related to changes and developments 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, (8) the ability of Spectrum Brands to retain and hire key personnel, (9) adverse legal and regulatory developments or determinations or adverse changes in, or interpretations of, U.S. or other foreign laws, rules or regulations, including tax laws, rules and regulations, that could delay or prevent completion of the proposed transactions or cause the terms of the proposed transactions to be modified, and (10) management's response to any of the aforementioned factors. For additional information concerning factors that could cause actual results and events to differ materially from those projected herein, please refer to Spectrum Brands' most recent 10-K, 10-Q, 8-K reports and other publicly available filings. Spectrum Brands does not assume any obligation to publicly provide revisions or updates to any forward looking statements, whether as a result of new information, future developments or otherwise, should circumstances change, except as otherwise required by securities and other applicable laws.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Conditional Notice of Redemption, dated December 31, 2018.</u>

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.

Date: December 31, 2018

SPECTRUM BRANDS HOLDINGS, INC.

SB/RH HOLDINGS, LLC

By: /s/Ehsan Zargar

Name: Ehsan Zargar

Title: Executive Vice President, General Counsel &
Corporate Secretary

Conditional Notice of Redemption

Spectrum Brands Holdings, Inc. (formerly HRG Group, Inc.)

7.750% Senior Notes due 2022

***CUSIP Number 40434J AC4**

NOTICE IS HEREBY GIVEN THAT, pursuant to Article 3 of the Indenture, dated as of January 21, 2014 (as amended and supplemented through the date hereof, the "Indenture"), between Spectrum Brands Holdings, Inc. (formerly known as "HRG Group, Inc."), as issuer (the "Issuer"), and Wells Fargo Bank, National Association, as trustee (the "Trustee"), and Section 3 of the Notes (as defined below), the Issuer has elected to redeem all outstanding 7.750% Senior Notes due 2022 (CUSIP No. 40434J AC4) (the "Notes") on January 30, 2019 (the "Redemption Date"), at a price of 101.938% of the principal amount of the Notes redeemed, plus accrued and unpaid interest thereon to the Redemption Date, which interest shall be approximately \$3.23 per \$1,000 principal amount thereof (the "Redemption Price"). The redemption is conditioned on (i) completion of the divestiture of Spectrum Brands, Inc.'s ("Spectrum") global battery, lighting and portable power business and (ii) the receipt of sufficient distributable funds from Spectrum to fund the aggregate Redemption Price following the application of the proceeds of the divestiture and revolving credit facility proceeds to repay Spectrum's term loan in full, repay Spectrum's loan from the Issuer in full and make capital expenditures (and such funds shall have been distributed to the Issuer prior to the Redemption date) (the "Redemption Conditions"). If only the Redemption Condition in clause (i) above is satisfied and Spectrum repays its term loan in full and the loan from the Issuer in full, but does not receive a distribution from Spectrum sufficient to redeem all of the Notes, the Issuer will redeem the Notes to the extent of the loan repayment and any distributions actually received. If any Note is redeemed in part, on and after the Redemption Date, upon surrender of such Note, new Notes equal in principal amount to the unredeemed portion will be issued.

Wells Fargo Bank, National Association is acting as paying agent (the "Paying Agent"). Payment of the Redemption Price will become due and payable on the Redemption Date only upon presentation and surrender of the Notes to the Paying Agent as follows:

Delivery to: Wells Fargo Bank, National Association

*By Registered or Certified
Mail:*

Wells Fargo Bank, N.A.
Corporate Trust Operations
MAC N9300-070
600 South Fourth Street
Minneapolis, MN 55402

*By Regular Mail or
Courier:*

Wells Fargo Bank, N.A.
Corporate Trust Operations
MAC N9300-070
600 South Fourth Street
Minneapolis, MN 55402

In Person by Hand Only:

Wells Fargo Bank, N.A.
Corporate Trust Services
MAC N9300-070
600 South Fourth Street
Minneapolis, MN 55402

For Information or Confirmation by Telephone:

(800) 344-5128

Unless the Issuer defaults in making the redemption payment, interest on the Notes called for redemption shall cease to accrue on and after the Redemption Date and the only remaining right of the holders of the Notes is to receive payment of the Redemption Price upon surrender to the Paying Agent.

IMPORTANT NOTICE

Under the Internal Revenue Code of 1986, as amended, 24% or more of any payment to a Holder of the Notes will be withheld if a tax identification number and additional information is not properly certified on an Internal Revenue Service ("IRS") Form W-9 or a properly executed applicable IRS Form W-8, if applicable, is not provided.

IMPORTANT INFORMATION REGARDING TAX CERTIFICATION AND POTENTIAL WITHHOLDING

Pursuant to U.S. federal tax laws, you have a duty to provide the applicable type of tax certification form issued by the U.S. IRS to Wells Fargo Bank, N.A. Corporate Trust Services to ensure payments are reported accurately to you and to the IRS. In order to permit accurate withholding (or to prevent withholding), a complete and valid tax certification form must be received by Wells Fargo Bank, N.A. Corporate Trust Services before payment of the redemption proceeds is made to you. Failure to timely provide a valid tax certification form as required will result in the maximum amount of U.S. withholding tax being deducted from any redemption payment that is made to you.

*Neither the Issuer nor the Trustee shall be held responsible for the selection or use of the CUSIP number, nor is any representation made as to its correctness or accuracy indicated in this Conditional Notice of Redemption. It is included solely for convenience of the noteholders.

By: *Spectrum Brands Holdings, Inc. (formerly HRG Group, Inc.)*

Date: December 31, 2018
