

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:

July 17, 2006

(Date of earliest event reported)

SPECTRUM BRANDS, INC.

(Exact Name of Registrant as Specified in Charter)

Wisconsin

001-13615

22-2423556

(State or other Jurisdiction of
Incorporation)

(Commission File No.)

(IRS Employer
Identification No.)

Six Concourse Parkway, Suite 3300, Atlanta, Georgia 30328

(Address of principal executive offices, including zip code)

(770) 829-6200

(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:

- 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))

Item 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

(a) The following information, including the Exhibit attached hereto, is being
furnished pursuant to this Item 2.02 and shall not be deemed "filed" for
purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor
shall it be deemed incorporated by reference in any filing under the Securities
Act of 1933, as amended, except as shall be expressly set forth by specific
reference in such filing.

On July 17, 2006, Spectrum Brands, Inc. issued a press release discussing its
estimated financial results for its third fiscal quarter of 2006 ended June 30,
2006 and for its fiscal year ended September 30, 2006. A copy of the press
release is furnished as Exhibit 99.1 to this report.

Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) 99.1 Press Release dated July 17, 2006 issued by Spectrum Brands, Inc.

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: July 17, 2006

SPECTRUM BRANDS, INC.

By: /s/ Randall J. Steward

Name: Randall J. Steward

Title: Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit	Description
- - - - -	- - - - -

99.1	Press Release dated July 17, 2006 issued by Spectrum Brands, Inc.
------	---

Spectrum Brands Announces Reduced 2006 Earnings Expectations

ATLANTA--(BUSINESS WIRE)--July 17, 2006--Spectrum Brands (NYSE: SPC) announced today that its preliminary forecast of fiscal third quarter financial results indicates that full year 2006 earnings will be substantially lower than the latest earnings guidance provided in the company's May 2, 2006 earnings release.

Spectrum Brands' disappointing third quarter performance was attributable in large part to lower-than-expected sales volumes, particularly in the company's European consumer battery business. Additionally, North American sales were negatively impacted by lower-than-expected results from shaving and grooming products at Father's Day and retail inventory reductions on the part of several large customers in the company's lawn and garden category.

Despite disappointing third quarter results, the company anticipates it will be in compliance with its senior credit facility debt covenants for the fiscal third quarter based on its preliminary estimates.

Spectrum Brands also announced that it is has engaged Goldman Sachs and Co. as financial advisor to assist the company in evaluating potential selective asset sales designed to sharpen the company's focus on strategic growth businesses, maximize long-term shareholder value, and reduce outstanding indebtedness. No assurance can be given that any transaction will be pursued as a result of this review, or if a transaction is pursued, that it will be consummated.

Spectrum Brands will release complete third quarter financial results and will host a conference call with senior management on Thursday, August 3, at 8:30 a.m. A live webcast of the call will be made available at www.spectrumbrands.com.

About Spectrum Brands, Inc.

Spectrum Brands is a global consumer products company and a leading supplier of batteries and portable lighting, lawn and garden care products, specialty pet supplies, shaving and grooming and personal care products, and household insecticides. Spectrum Brands' products are sold by the world's top 25 retailers and are available in more than one million stores in 120 countries around the world. The company's stock trades on the New York Stock Exchange under the symbol SPC.

Certain matters discussed in this news release, with the exception of historical matters, may be forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are subject to a number of risks and uncertainties that could cause results to differ materially from those anticipated as of the date of this release. Actual results may differ materially from these statements as a result of (1) changes 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, (2) changes in consumer demand for the various types of products Spectrum Brands offers, (3) changes in the general economic conditions where Spectrum Brands does business, such as stock market prices, interest rates, currency exchange rates, inflation, consumer spending and raw material costs, (4) the company's ability to successfully implement manufacturing, distribution and other cost efficiencies, (5) the consummation of potential transactions or the terms and conditions of such transactions as discussed in this press release and various other factors, including those discussed herein and those set forth in Spectrum Brands' securities filings, including the most recently filed Form 10-Q and Annual Report on Form 10-K.

CONTACT: Spectrum Brands, Inc., Atlanta
Investor Contact:
Nancy O'Donnell, 770-829-6208
david.doolittle@ketchum.com
or
Ketchum for Spectrum Brands
Media Contact:
Dave Doolittle, 404-879-9266