

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.</u> (Last) (First) (Middle) <u>C/O INTERNATIONAL FUND SERVICES LIMITED</u> <u>THIRD FL, BISHOP'S SQUARE REDMOND'S HILL</u> (Street) <u>DUBLIN L2 00000</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Spectrum Brands Holdings, Inc. [SPB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) *See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/16/2010</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>06/16/2010</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (par value \$0.01 per share)								25,697,936	D ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾	
Common Stock (par value \$0.01 per share)								5,288,907	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾
Common Stock (par value \$0.01 per share)								2,110,642	I	See Footnotes ⁽¹²⁾⁽¹³⁾⁽¹⁴⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*

HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

(Last) (First) (Middle)

C/O INTERNATIONAL FUND SERVICES LIMITED

THIRD FL, BISHOP'S SQUARE REDMOND'S HILL

(Street)

DUBLIN L2 00000

(City) (State) (Zip)

1. Name and Address of Reporting Person*

HARBINGER CAPITAL PARTNERS LLC

(Last) (First) (Middle)

450 PARK AVENUE, 30TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P.

(Last) (First) (Middle)

450 PARK AVENUE, 30TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP, LLC

(Last) (First) (Middle)

450 PARK AVENUE, 30TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

HARBINGER HOLDINGS, LLC

(Last) (First) (Middle)

450 PARK AVENUE, 30TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

FALCONE PHILIP

(Last) (First) (Middle)

450 PARK AVENUE, 30TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

Explanation of Responses:

1. As further described in footnotes 2, 3, 4 and 5 herein, the purpose of this amendment is to describe the reporting of the ownership of certain shares of the Issuer's common stock, par value \$0.01 per share (the "Shares"), indirectly held at Lehman Brothers International (Europe) ("LBIE") and to correct a typographical error with respect thereto reported in the Form 3 and Form 4 filed by the Reporting Persons on June 17, 2010 and June 23, 2010, respectively (the "Prior Filings").

2. As described further in the Prior Filings, on June 16, 2010, in connection with the consummation of the transactions contemplated by the Agreement and Plan of Merger, dated February 9, 2010, as amended, by and among the Issuer, Spectrum Brands, Inc. ("Old Spectrum"), Russell Hobbs, Inc., Battery Merger Corp. and Grill Merger Corp., each share of common stock of Old Spectrum, par value \$0.01 per share (the "Old Spectrum Shares"), was canceled and converted into the right to receive a Share.

3. Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund") and Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund") held certain of their Old Spectrum Shares, each of which was converted into the right to receive a Share, in an account at LBIE. On September 15, 2008, LBIE was placed into administration under United Kingdom law and four partners of PriceWaterhouseCoopers LLP were appointed as its joint administrators (the "Joint Administrators"). The Joint Administrators have advised that certain of the Old Spectrum Shares held by the Master Fund and the Special Situations Fund have been rehypothecated (such shares, the "Rehypothecated Shares").

4. The Master Fund and the Special Situations Fund believe that the Rehypothecated Shares will not be recoverable. As a result, in the Prior Filings the Master Fund and the Special Fund excluded from their ownership the Rehypothecated Shares. In the Prior Filings, the Master Fund correctly excluded from its ownership of Shares 449,309 Rehypothecated Shares; however, the Special Situations Fund incorrectly excluded from its ownership of Shares 101,088 Rehypothecated Shares. The correct number of Shares held by the Special Situations Fund that are Rehypothecated Shares is 15,493. Accordingly, in this report the numbers Shares reported as beneficially owned by the Special Situations Fund have been increased by 85,595 Shares.

5. By making this filing, the Master Fund and the Special Situations Fund do not waive any arguments that they are entitled to recover the Rehypothecated Shares and expressly reserve such arguments. Certain non-rehypothecated shares of Old Spectrum were also held at LBIE and the timing and likelihood of the return of such shares is uncertain at this time. Subsequent filings may be necessary to address a final determination regarding the disposition of such shares.

6. These Shares are owned by the Master Fund, which is a Reporting Person.

7. These Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners LLC ("Harbinger LLC"), the investment manager of the Master Fund; Harbinger Holdings, LLC ("Harbinger Holdings"), the manager of Harbinger LLC; and Philip Falcone, the managing member of Harbinger Holdings and the portfolio manager of the Master Fund.

8. Each Reporting Person listed in footnote 7 disclaims beneficial ownership of the Shares except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

9. These Shares are owned by the Special Situations Fund, which is a Reporting Person.

10. These Shares may be deemed to be indirectly beneficially owned by the following: Harbinger Capital Partners Special Situations GP, LLC ("HCPSS"), the general partner of the Special Situations Fund; Harbinger Holdings, the managing member of HCPSS; and Philip Falcone, the managing member of Harbinger Holdings and the portfolio manager of the Special Situations Fund.

11. Each person listed in footnote 10 disclaims beneficial ownership of the Shares except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

12. These Shares are owned by Global Opportunities Breakaway Ltd. (the "Breakaway Fund").

13. These Shares may be deemed to be indirectly beneficially owned by the following: Harbinger Capital Partners II LP ("HCP II"), the investment manager of the Breakaway Fund; Harbinger Capital Partners II GP LLC ("HCP GP II"), the general partner of HCP II; and Philip Falcone, the managing member of HCP II GP and the portfolio manager of the Breakaway Fund.

14. Each person listed in footnote 13 disclaims beneficial ownership of the Shares except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

(+) The persons listed herein may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. Each person listed herein disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by such person. This report shall not be deemed an admission that such person is a member of a group or the beneficial owner of any securities not directly owned by such person. Mr. David M. Maura and Ms. Robin Roger serve on the board of directors of the Issuer. Mr. Maura is a Vice President and Director of Investments of Harbinger LLC and Ms. Roger is the General Counsel and Managing Director of Harbinger LLC. As a result, the persons listed herein may be deemed directors of the Issuer by deputization.

<u>Harbinger Capital Partners Master Fund I, Ltd.(+) By: Harbinger Capital Partners LLC, By: Harbinger Holdings, LLC, Manager By: /s/ Philip Falcone</u>	<u>06/25/2010</u>
<u>Harbinger Capital Partners LLC(+) By: Harbinger Holdings, LLC, Manager By: /s/ Philip Falcone</u>	<u>06/25/2010</u>
<u>Harbinger Capital Partners Special Situations Fund, L.P. (+) By: Harbinger Capital Partners Special Situations GP, LLC By: Harbinger Holdings, LLC, Managing Member By: /s/ Philip Falcone</u>	<u>06/25/2010</u>
<u>Harbinger Capital Partners Special Situations GP, LLC By: Harbinger Holdings, LLC, Managing Member By: /s/ Philip Falcone</u>	<u>06/25/2010</u>
<u>Harbinger Holdings, LLC(±) By: /s/ Philip Falcone</u>	<u>06/25/2010</u>
<u>/s/ Philip Falcone</u>	<u>06/25/2010</u>
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.