

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Spectrum Brands Holdings, Inc.		2 Issuer's employer identification number (EIN) 27-2166630	
3 Name of contact for additional information David Prichard	4 Telephone No. of contact (608) 278-6141	5 Email address of contact david.prichard@spectrumbrands.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 601 Rayovac Drive		7 City, town, or post office, state, and Zip code of contact Madison, WI 53711	
8 Date of action September 18, 2012		9 Classification and description Common Stock Distribution	
10 CUSIP number 84763R101	11 Serial number(s)	12 Ticker symbol SPB	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ Spectrum Brands Holdings, Inc. paid a special distribution of \$1/share on September 18, 2012 to its shareholders of record as of August 27, 2012. At this time, based on reasonable assumptions by Spectrum Brands Holdings, Inc., Spectrum Brands Holdings, Inc. is not expected to have any current or accumulated earnings and profits in 2012. Therefore, for U.S. federal income tax purposes, the distribution is expected to be treated as a return of capital. If these assumptions turn out to be incorrect, Spectrum Brands Holdings, Inc. will file a corrected Form 8937 within 45 days of such determination pursuant to section 6045B of the Internal Revenue Code and the applicable Treasury Regulations.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ Spectrum Brands Holdings, Inc. paid a distribution of \$1/share on September 18, 2012. Because Spectrum Brands Holdings, Inc. is not expected to have any current or accumulated earnings and profits in 2012, U.S. taxpayers who own stock of Spectrum Brands Holdings, Inc. should reduce the tax basis of their shares by the amount of the distribution to zero and recognize any remaining amount of distribution as gain from the sale or exchange of property.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ Spectrum Brands Holdings, Inc.'s Board of Directors determined that Spectrum Brands Holdings, Inc. should make a distribution of \$1/share on September 18, 2012. At this time, based on reasonable assumptions by Spectrum Brands Holdings, Inc., the distribution is expected to be a return of capital because Spectrum Brands Holdings, Inc. is not expected to have any current or accumulated earnings and profits in 2012. Shareholders of Spectrum Brands Holdings, Inc. must reduce the tax basis of their shares by \$1 but they must not reduce their tax basis below zero. If the shareholder's tax basis in a share is less than \$1, then any remaining amount of distribution must be treated as gain from the sale or exchange of property. Whether this gain is long term or short term capital gain will depend on how long the shareholder has owned the stock.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ The tax treatment is based on sections 301(c) and 316(a) of the Internal Revenue Code.

18 Can any resulting loss be recognized? ▶ No, the distribution will not result in any tax loss for any shareholder of Spectrum Holdings Brands, Inc. for U.S. federal income tax purposes.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ None.

Sign Here
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.
Signature ▶ Carita R. Twinem Date ▶ 9-17-12
Print your name ▶ CARITA R. TWINEM Title ▶ VICE PRESIDENT - TAX

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.