
**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): **February 19, 2019**

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 (§230.405 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 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 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On February 19, 2019, Spectrum Brands, Inc. (the “**Company**”), an indirect wholly owned subsidiary of Spectrum Brands Holdings, Inc. (“**Spectrum Brands**”) issued a notice (the “**Notice of Redemption**”) to redeem \$285,000,000 out of the \$570,000,000 aggregate principal amount of its 6.625% Senior Notes due 2022 (the “**Notes**”). The Notice of Redemption was delivered pursuant to the indenture governing the Notes, dated as of November 16, 2012, between the Company, the guarantors party thereto and U.S. Bank National Association, as trustee. For more information regarding the redemption of the Notes, see the 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.

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. 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) 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, (2) the ability of Spectrum Brands to retain and hire key personnel, (3) 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 (4) 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>Notice of Redemption, dated February 19, 2019.</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 19, 2019

SPECTRUM BRANDS HOLDINGS, INC.

SB/RH HOLDINGS, LLC

By: /s/ Ehsan Zargar
Name: Ehsan Zargar
Title: Executive Vice President, General Counsel and
Corporate Secretary

Notice of Redemption

Spectrum Brands, Inc.
6.625% Senior Notes due 2022
***CUSIP Number 84762L AQ8**

NOTICE IS HEREBY GIVEN THAT, pursuant to Article 3 of the Indenture, dated as of November 16, 2012 (as amended and supplemented through the date hereof, the "**Indenture**"), between Spectrum Brands, Inc., as issuer (the "**Issuer**"), the guarantors party thereto and U.S. Bank National Association, as trustee (the "**Trustee**"), and Section 3 of the Notes (as defined below), the Issuer has elected to redeem \$285,000,000 out of the \$570,000,000 aggregate principal amount of its 6.625 % Senior Notes due 2022 (CUSIP No. **84762L AQ8**) (the "**Notes**") on March 21, 2019 (the "**Redemption Date**"), at a price of 102.2083% of the principal amount of the Notes redeemed, plus accrued and unpaid interest thereon to the Redemption Date, which interest shall be approximately \$23.19 per \$1,000 principal amount thereof (the "**Redemption Price**").

U.S. 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:

<p><i>By Registered or Certified Mail:</i> U.S. Bank National Association Global Corporate Trust Services 111 Fillmore Avenue East St Paul, MN 55107-1402</p>	<p><i>Delivery to:</i> U.S. Bank National Association <i>By Regular Mail or Courier:</i> U.S. Bank National Association Global Corporate Trust Services 111 Fillmore Avenue East St Paul, MN 55107-1402</p>	<p><i>In Person by Hand Only:</i> U.S. Bank National Association Global Corporate Trust Services 111 Fillmore Avenue East St Paul, MN 55107-1402</p>
---	---	--

For Information or Confirmation by Telephone:
(800) 934-6802

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 U.S. Bank National Association 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 U.S. Bank National Association 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 Notice of Redemption. It is included solely for convenience of the noteholders.

By: *Spectrum Brands, Inc.*

Date: February 19, 2019
