

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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): June 28, 2001

Rayovac Corporation

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(Exact name of registrant as specified in its charter)

Wisconsin

001-13615

22-2423556

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(State or other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

601 Rayovac Drive

Madison, WI

53711

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(Address of principal executive offices)

(Zip Code)

(608) 275-3340

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Registrant's telephone number  
including area code

Not Applicable

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Former Name or Former Address, if Changed Since Last Report

Item 5. Other Events.

On June 28, 2001, Rayovac Corporation (the "Company") issued a press release announcing the closing of the offer to purchase for cash and consent solicitation with respect to its outstanding \$65 million principal amount of 10 1/4% Series B Senior Subordinated Notes due 2006.

A copy of the press release issued by the Company dated June 28, 2001 is attached as Exhibit 99.1 hereto and incorporated by reference herein.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

99.1 Press Release dated June 28, 2001 issued by the Company.

SIGNATURE

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 thereto duly authorized.

RAYOVAC CORPORATION

Date: June 28, 2001

By: /s/ Randall J. Steward

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Name: Randall J. Steward  
Title: Executive Vice President of  
Administration and Chief  
Financial Officer

EXHIBIT INDEX

Exhibit	Description
99.1	Press Release dated June 28, 2001 issued by the Company.

RAYOVAC CORPORATION ANNOUNCES  
EXPIRATION OF THE TENDER OFFER FOR ITS  
OUTSTANDING SENIOR SUBORDINATED NOTES

Madison, WI, June 28, 2001 /PRNewswire/ -- Rayovac Corporation ("Rayovac") announced today the closing of the offer to purchase for cash and consent solicitation made with respect to its outstanding \$65 million principal amount of 10 1/4% Series B Senior Subordinated Notes due 2006 (the "Notes"). The offer expired at 11:59 p.m., New York City time, on June 27, 2001 (the "Expiration Date").

As of 11:59 p.m. on the Expiration Date, the depositary had received tenders with respect to \$64,761,000 aggregate principal amount of Notes. Rayovac has accepted all of the tendered Notes for payment. Rayovac anticipates depositing sufficient funds with the depositary for payment of the Notes on or about June 28, 2001.

Information regarding the pricing, tender and delivery procedures and conditions of the tender offer and consent solicitation is contained in the Offer to Purchase and Consent Solicitation Statement dated May 31, 2001 and related documents. Copies of these documents can be obtained by contacting D.F. King & Co., Inc., the information agent for the tender offer and consent solicitation, at (800) 848-3409 (toll free) or (212) 269-5550 (collect). Banc of America Securities LLC is the exclusive dealer manager for the tender offer and consent solicitation. Additional information concerning the terms and conditions of the tender offer and consent solicitation may be obtained by contacting Banc of America Securities LLC at 888-292-0070 (toll free) or 704-388-1457 (collect).

Rayovac is one of the world's leading battery and lighting device companies and the fastest growing manufacturers of general batteries in the United States. The Company also markets the number one rechargeable brand of battery and is the world leader in hearing aid batteries. Rayovac is traded on the New York Stock Exchange under the ROV symbol.

This announcement is not an offer to purchase, a solicitation of an offer to purchase or a solicitation of consents with respect to the Notes. The offer and consent solicitation are made solely by the Offer to Purchase and Consent Solicitation Statement, as the same may be amended from time to time.

Certain matters discussed in this news release, with the exception of historical matters, are forward-looking statements within the meaning of the Private Litigation Reform Act of 1995. These statements are subject to a number of risks, uncertainties and other factors 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) unanticipated changes in consumer demand for the various types of consumer batteries, (3) unanticipated changes in the general economic conditions where we do business, such as stock market prices, interest rates, inflation and raw material costs, and (4) various other factors, including those discussed herein and those set forth in the Company's most recent Annual Report on Form 10-K and Registration Statement on Form S-3.