

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): May 28, 2019

**SPECTRUM BRANDS HOLDINGS, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-4219**  
(Commission  
File Number)

**74-1339132**  
(I.R.S. 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 Number)

**27-2812840**  
(I.R.S. Employer  
Identification No.)

**3001 Deming Way**  
**Middleton, Wisconsin 53562**  
(Address of principal executive offices)

**(608) 275-3340**  
(Registrant's telephone number, including area code)  
**Not applicable**  
(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))

Securities registered pursuant to Section 12(b) of the Exchange Act:

<u>Registrant</u>	<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Exchange On Which Registered</u>
Spectrum Brands Holdings, Inc.	Common Stock, \$0.01 par value	SPB	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§232.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Spectrum Brands Holdings, Inc.   
SB/RH Holdings, LLC

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.

Spectrum Brands Holdings, Inc.   
SB/RH Holdings, LLC

**Item 7.01. Regulation FD Disclosure.**

As previously reported in a Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on January 2, 2019, Spectrum Brands Holdings, Inc., a Delaware corporation (the “Company”), completed its previously announced disposition of the Company’s global battery, lighting and portable power business (the “GBL Business”) to Energizer Holdings, Inc., a Missouri corporation (“Energizer”), pursuant to the Amended and Restated Acquisition Agreement, dated as of November 15, 2018 (the “GBL Agreement”), by and between the Company and Energizer (the “GBL Transaction”).

Pursuant to the terms and conditions of the GBL Agreement, (i) Energizer agreed that it would, to the extent required to obtain regulatory approval of the GBL Transaction, divest the Varta consumer battery business, including manufacturing and distribution facilities in Germany, of the GBL Business (the “Varta Business”), and (ii) Spectrum agreed to share in any decline in value on the divestiture of the Varta Business below the targeted sale price, up to a maximum of USD \$200 million.

On May 29, 2019, Energizer entered into an agreement to sell the Varta Business and, in accordance with the terms and conditions of the GBL Agreement, Spectrum will contribute USD \$200 million to Energizer in connection with the sale of the Varta Business.

This information in this Current Report on Form 8-K 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 hereof.

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**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: May 29, 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

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