

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>Avenue Capital Management II, L.P.</u> (Last) (First) (Middle) C/O AVENUE CAPITAL MANAGEMENT II, L.P. MADISON AVENUE, 15TH FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/16/2010	3. Issuer Name and Ticker or Trading Symbol <u>Spectrum Brands Holdings, Inc. [SPB]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 06/17/2010 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	328,767 ⁽¹⁾⁽²⁾	I	See Footnote ⁽³⁾
Common Stock, par value \$0.01 per share	650,628 ⁽¹⁾⁽²⁾	I	See Footnote ⁽⁴⁾
Common Stock, par value \$0.01 per share	257,333 ⁽¹⁾⁽²⁾	I	See Footnote ⁽⁵⁾
Common Stock, par value \$0.01 per share	1,753,949 ⁽¹⁾⁽²⁾	I	See Footnote ⁽⁶⁾
Common Stock, par value \$0.01 per share	3,772,168 ⁽¹⁾⁽²⁾	I	See Footnote ⁽⁷⁾
Common Stock, par value \$0.01 per share	0 ⁽⁸⁾	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*
Avenue Capital Management II, L.P.
 (Last) (First) (Middle)
 C/O AVENUE CAPITAL MANAGEMENT II, L.P.
 MADISON AVENUE, 15TH FLOOR
 (Street)
 NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Avenue Capital Management II GenPar, LLC
 (Last) (First) (Middle)
 C/O AVENUE CAPITAL MANAGEMENT II, L.P.
 MADISON AVENUE, 15TH FLOOR
 (Street)
 NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

LASRY MARC

(Last)	(First)	(Middle)
C/O AVENUE CAPITAL MANAGEMENT II, L.P.		
MADISON AVENUE, 15TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

Explanation of Responses:

1. The shares of Common Stock, par value \$0.01 per share (the "Common Stock"), of Spectrum Brands Holdings, Inc. (the "Issuer") held by the persons reporting on this Form 3/A were acquired in a single transaction in connection with a merger as described in that certain Agreement and Plan of Merger dated as of February 9, 2010 among Russell Hobbs, Inc., Spectrum Brands, Inc., Spectrum Brands Holdings, Inc., Grill Merger Corp. and Battery Merger Corp.
2. The filing of this Form 3/A shall not be construed as an admission that Avenue Capital Management II, L.P. ("Avenue Capital Management"), Avenue Capital Management II GenPar, LLC ("Avenue Capital Management GenPar") or Marc Lasry (together, the "Controlling Persons") is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the Common Stock of the Issuer directly held by Avenue Investments, L.P. ("Avenue Investments"), Avenue International Master, L.P. ("Avenue International Master"), Avenue-CDP Global Opportunities Fund, L.P. ("Avenue-CDP"), Avenue Special Situations Fund IV, L.P. ("Fund IV") and Avenue Special Situations Fund V, L.P. ("Fund V" and together, the "Funds"). Pursuant to Rule 16a-1, the Controlling Persons disclaim such beneficial ownership except to the extent of their pecuniary interest therein.
3. Marc Lasry has an indirect pecuniary interest in the 328,767 shares of Common Stock of the Issuer owned through the account of Avenue Investments. Marc Lasry reports the Common Stock of the Issuer held by Avenue Investments because, as the managing member of Avenue Capital Management GenPar, the general partner of Avenue Capital Management, which acts as the investment manager to Avenue Investments, he controls the disposition and voting of the securities held by Avenue Investments. Mr. Lasry also owns an interest in one or more entities that directly or indirectly control Avenue Investments and receives a portion of the profits allocation related to Avenue Investments.
4. Marc Lasry has an indirect pecuniary interest in the 650,628 shares of Common Stock of the Issuer owned through the account of Avenue International Master. Marc Lasry reports the Common Stock of the Issuer held by Avenue International Master because, as the managing member of Avenue Capital Management GenPar, the general partner of Avenue Capital Management, which acts as the investment manager to Avenue International Master, he controls the disposition and voting of the securities held by Avenue International Master. Mr. Lasry also owns an interest in one or more entities that directly or indirectly control Avenue International Master and receives a portion of the profits allocation related to Avenue International Master.
5. Marc Lasry has an indirect pecuniary interest in the 257,333 shares of Common Stock of the Issuer owned through the account of Avenue-CDP. Marc Lasry reports the Common Stock of the Issuer held by Avenue-CDP because, as the managing member of Avenue Capital Management GenPar, the general partner of Avenue Capital Management, which acts as the investment manager to Avenue-CDP, he controls the disposition and voting of the securities held by Avenue-CDP. Mr. Lasry also owns an interest in one or more entities that directly or indirectly control Avenue-CDP and receives a portion of the profits allocation related to Avenue-CDP.
6. Marc Lasry has an indirect pecuniary interest in the 1,753,949 shares of Common Stock of the Issuer owned through the account of Fund IV. Marc Lasry reports the Common Stock of the Issuer held by Fund IV because, as the managing member of Avenue Capital Management GenPar, the general partner of Avenue Capital Management, which acts as the investment manager to Fund IV, he controls the disposition and voting of the securities held by Fund IV. Mr. Lasry also owns an interest in one or more entities that directly or indirectly control Fund IV and receives a portion of the profits allocation related to Fund IV.
7. Marc Lasry has an indirect pecuniary interest in the 3,772,168 shares of Common Stock of the Issuer owned through the account of Fund V. Marc Lasry reports the Common Stock of the Issuer held by Fund V because, as the managing member of Avenue Capital Management GenPar, the general partner of Avenue Capital Management, which acts as the investment manager to Fund V, he controls the disposition and voting of the securities held by Fund V. Mr. Lasry also owns an interest in one or more entities that directly or indirectly control Fund V and receives a portion of the profits allocation related to Fund V.
8. Although Avenue Capital Management, as the investment manager of the Funds, and Avenue Capital Management GenPar, as the general partner of Avenue Capital Management, have investment discretion over the Funds, their only remuneration consists of an asset based fee.

Remarks:

This Form 3/A is being filed to correct the signature lines on the original filing of Form 3 by the Reporting Persons with the Securities Exchange Commission on June 17, 2010. Exhibit List Exhibit 24 - Power of Attorney

Avenue Capital Management
II, L.P. By: Avenue Capital
Management II GenPar, LLC, 06/18/2010
its General Partner, By: /s/ Eric
Ross, attorney-in-fact for Marc
Lasry, Managing Member
Avenue Capital Management II
GenPar, LLC By: /s/ Eric Ross, 06/18/2010
attorney-in-fact for Marc
Lasry, Managing Member
/s/ Eric Ross, attorney-in-fact 06/18/2010
for Marc Lasry

** 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 5 (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.

POWER OF ATTORNEY

This Power of Attorney is being granted in connection with executing regulatory filings and related documents.

Marc Lasry hereby constitutes and appoints **Eric Ross, Chief Compliance Officer**, irrevocably as her true and lawful agent and attorney-in-fact (the "Attorney"), in her name, place and stead, to execute regulatory or related documents on her behalf.

The foregoing power of attorney is coupled with an interest, shall be irrevocable and shall survive the incapacity or bankruptcy of Marc Lasry.

This Power of Attorney shall not revoke any power of attorney that has been previously granted by Marc Lasry to any other person.

For clarity, this Power of Attorney shall not be deemed to be revoked by any power of attorney that may be granted by Marc Lasry to any other person after the date hereof, unless any such subsequent power of attorney specifically refers to this Power of Attorney by the date of execution of this Power of Attorney by Marc Lasry.

Marc Lasry shall be fully responsible for any act done by Eric Ross by virtue hereof as if it had been done by Marc Lasry, herself.

This Power of Attorney will be in full force and effect until (i) such Power of Attorney is terminated by Marc Lasry or (ii) Eric Ross is no longer an employee of Avenue Capital Management II, L.P. or its affiliates.

This Power of Attorney shall be governed by the State of New York

CAUTION TO THE PRINCIPAL: Your Power of Attorney is an important document. As the "principal," you give the person whom you choose (your "agent") authority to spend your money and sell or dispose of your property during your lifetime without telling you. You do not lose your authority to act even though you have given your agent similar authority.

When your agent exercises this authority, he or she must act according to any instructions you have provided or, where there are no specific instructions, in your best interest. "Important Information for the Agent" at the end of this document describes your agent's responsibilities.

Your agent can act on your behalf only after signing the Power of Attorney before a notary public.

You can request information from your agent at any time. If you are revoking a prior Power of Attorney by executing this Power of Attorney, you should provide written notice of the revocation to your prior agent(s) and to the financial institutions where your accounts are located.

You can revoke or terminate your Power of Attorney at any time for any reason as long as you are of sound mind. If you are no longer of sound mind, a court can remove an agent for acting improperly.

Your agent cannot make health care decisions for you. You may execute a "Health Care Proxy" to do this.

The law governing Powers of Attorney is contained in the New York General Obligations Law, Article 5, Title 15. This law is available at a law library, or online through the New York State Senate or Assembly websites, www.senate.state.ny.us or www.assembly.state.ny.us.

If there is anything about this document that you do not understand, you should ask a lawyer of your own choosing to explain it to you.

[remainder of page left intentionally blank]

IN WITNESS WHEREOF, **Marc Lasry** has executed this Power of Attorney as of February 11, 2010.

Signed: Marc Lasry
By: Marc Lasry, in his individual capacity

STATE OF NEW YORK)

) ss.:

COUNTY OF NEW YORK)

On the 11th day of February, in the year 2010, before me, the undersigned, a Notary Public in and for said state, personally appeared Marc Lasry, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

/s/ Joel Cassagnol

Notary Public

JOEL CASSAGNOL
NOTARY PUBLIC, STATE OF NEW YORK
NO. 02CA6142650
QUALIFIED IN NASSAU COUNTY
CERTIFICATE FILED IN NEW YORK COUNTY
COMMISSION EXPIRES MARCH 20, 2010

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IMPORTANT INFORMATION FOR THE AGENT:

When you accept the authority granted under this Power of Attorney, a special legal relationship is created between you and the principal. This relationship imposes on you legal responsibilities that continue until you resign or the Power of Attorney is terminated or revoked. You must:

- (1) act according to any instructions from the principal, or, where there are no instructions, in the principal's best interest;
- (2) avoid conflicts that would impair your ability to act in the principal's best interest;
- (3) keep the principal's property separate and distinct from any assets you own or control, unless otherwise permitted by law;
- (4) keep a record of all receipts, payments, and transactions conducted for the principal; and
- (5) disclose your identity as an agent whenever you act for the principal by writing or printing the principal's name and signing your own name as "agent" in either of the following manner: (Principal's Name) by (Your Signature) as Agent, or (your signature) as Agent for (Principal's Name).

You may not use the principal's assets to benefit yourself or give major gifts to yourself or anyone else unless the principal has specifically granted you that authority in this Power of Attorney or in a Statutory Major Gifts Rider attached to this Power of Attorney. If you have that authority, you must act according to any instructions of the principal or, where there are no such instructions, in the principal's best interest. You may resign by giving written notice to the principal and to any co-agent, successor agent, monitor if one has been named in this document, or the principal's guardian if one has been appointed. If there is anything about this document or your responsibilities that you do not understand, you should seek legal advice.

Liability of agent:

The meaning of the authority given to you is defined in New York's General Obligations Law, Article 5, Title 15. If it is found that you have violated the law or acted outside the authority granted to you in the Power of Attorney, you may be liable under the law for your violation.

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Eric Ross has read the foregoing Power of Attorney and acknowledges his legal responsibilities with respect thereto.

IN WITNESS WHEREOF, the **Eric Ross** has executed this Power of Attorney as of February 11, 2010.

Signed: Eric Ross
By: Eric Ross
Title: Chief Compliance Officer

STATE OF NEW YORK)

) ss.:

COUNTY OF NEW YORK)

On the 11th day of February, in the year 2010, before me, the undersigned, a Notary Public in and for said state, personally appeared Eric Ross, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

/s/ Joel Cassagnol

Notary Public

JOEL CASSAGNOL
NOTARY PUBLIC, STATE OF NEW YORK
NO. 02CA6142650
QUALIFIED IN NASSAU COUNTY
CERTIFICATE FILED IN NEW YORK COUNTY
COMMISSION EXPIRES MARCH 20, 2010

