### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **SCHEDULE 13D**

Under the Securities Exchange Act of 1934 (Amendment No. 1)\*

# Spectrum Brands, Inc.

(Name of Issuer)

Common stock, \$0.01 par value per share (Title of Class of Securities)

> 84762L204 (CUSIP Number)

Eric Ross Managing Director and Chief Compliance Officer Avenue Capital Management II, L.P. 535 Madison Avenue New York, NY 10022 (212) 878-3520

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

- with copies to -

Russell W. Parks, Jr. Akin, Gump, Strauss, Hauer & Feld, L.L.P. 1333 New Hampshire Ave., N.W. Washington, D.C. 20036 (202) 887-4000

February 9, 2010

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

	r							
1	NAMES	S OF F	REPORTING PERSONS					
<b>1</b>	Avenue	Invest	ments, L.P.					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP							
2	(a) o							
<b>_</b>	SEC US	E ON	LY					
3								
	SOURC	E OF	FUNDS					
4								
	SC; 00							
5	CHECK	IF DI	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
	o							
	CITIZE	NSHI	P OR PLACE OF ORGANIZATION					
6	Dili							
	Delawar	e	SOLE VOTING POWER					
		7	Sole vormorowek					
NUM	BER OF		328,767					
	ARES	0	SHARED VOTING POWER					
	ICIALLY IED BY	8	0					
	АСН		SOLE DISPOSITIVE POWER					
	ORTING	9						
	RSON		328,767					
W	ITH	10	SHARED DISPOSITIVE POWER					
		10	0					
	AGGRE	GATE	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	11							
	328,767 CHECK		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
12	CHECK	CHECK IF THE AGGREGALE AWOUNT IN ROW (11) EACLUDES CERTAIN SHARES						
	- 0 0							
12	PERCE	NT OI	F CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	1.1%	1.1%						
		F RE	PORTING PERSON					
14								
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Page 2 of 24

1	NAMES OF REPORTING PERSONS							
<b>1</b>	Avenue	Intern	ational Master, L.P.					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP							
2	(a) o							
	(b) o							
<b>_</b>	SEC US	E ON	LY					
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	SOURC	E OF	FUNDS					
4								
	SC; 00							
5	CHECK	IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
	0							
	CITIZE	NSHI	P OR PLACE OF ORGANIZATION					
6	Cayman	Icland	de					
	Cayman	151411	SOLE VOTING POWER					
		7						
NUMI	BER OF		650,628					
	ARES ICIALLY	8	SHARED VOTING POWER					
	ED BY	0	0					
EA	АСН		SOLE DISPOSITIVE POWER					
	RTING	9						
	RSON ITH		650,628 SHARED DISPOSITIVE POWER					
vv	11П	10	SHARED DISPOSITIVE POWER					
			0					
11	AGGRE	GATE	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	650,628							
			HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
12								
	0							
13	PERCE	NT OI	F CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	2.1%							
	TYPE C	OF RE	PORTING PERSON					
14	DN							
	PN							

Page 3 of 24

1	NAMES	NAMES OF REPORTING PERSONS							
	Avenue	Intern	ational, Ltd.						
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP							
2									
	(a) o (b) o								
	SEC US	SE ON	LY						
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	SOURC	CE OF	FUNDS						
4	SC; 00	)							
			ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)						
5	0								
		NSHI	P OR PLACE OF ORGANIZATION						
6	Cayman	n Islan	ds						
	Cuymu		SOLE VOTING POWER						
		7							
	BER OF		0						
	ARES ICIALLY	8	SHARED VOTING POWER						
	ED BY	U	650,628						
	ACH	0	SOLE DISPOSITIVE POWER						
	RTING RSON	9	0						
W	ITH	4.0	SHARED DISPOSITIVE POWER						
		10	650,628						
	AGGRE	EGATI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	650,628	650.628							
		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES							
12									
	o PERCE	NT OI	F CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13									
	2.1% TYPE C	OF RE	PORTING PERSON						
14									
	CO								

Page 4 of 24

	NAMES	S OF F	REPORTING PERSONS					
1			ational Master GenPar, Ltd.					
	Tivenue							
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP							
2	(a) o	(a) o (b) o						
	(D) O SEC US	E ON	LY					
3								
4	SOURC	E OF	FUNDS					
4	SC; OO							
5	CHECK	IF DI	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
J	0							
6	CITIZE	NSHII	P OR PLACE OF ORGANIZATION					
U	Cayman	Island	ds					
		7	SOLE VOTING POWER					
NUMI	BER OF	1	0					
	ARES	0	SHARED VOTING POWER					
	ICIALLY ED BY	8	650,628					
	ACH	0	SOLE DISPOSITIVE POWER					
	RTING RSON	9	0					
W	ITH	10	SHARED DISPOSITIVE POWER					
		10	650,628					
11	AGGRE	GATE	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
<b>11</b> 650,628								
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARE		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES						
12	0	0						
10	PERCE	NT OI	F CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	2.1%							
14	TYPE C	OF RE	PORTING PERSON					
14	СО							

Page 5 of 24

CUSIP No.	84762L204
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	•							
	NAMES	S OF F	REPORTING PERSONS					
1	Δυσημο	Avenue Partners, LLC						
	2 ivenue							
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP							
2								
-	(a) o (b) o							
	SEC US	E ON	IX					
3	520 00	LOI						
	SOURC	E OF	FUNDS					
4	SC; 00							
			ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5								
	0							
6	CITIZE	NSHI	P OR PLACE OF ORGANIZATION					
U	New Yo	rk						
	SOLE VOTING POWER							
		7						
	BER OF							
	ARES ICIALLY	8	SHARED VOTING POWER					
	ED BY	U	979,395					
EA	АСН		SOLE DISPOSITIVE POWER					
	ORTING	9						
	RSON ITH		0 SHARED DISPOSITIVE POWER					
vv	1111	10	SHARED DISFOSITIVE FOWER					
	•		979,395					
11	AGGRE	EGATI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	979,395	979 395						
			HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
12		CHECK II THE MOOREGATE AWOUNT IN NOW (11) EACEODES CERTAIN SHARES						
	0							
12	PERCE	NT OI	F CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	3.2%							
		OF RE	PORTING PERSON					
14								
	00							

Page 6 of 24

1	NAMES OF REPORTING PERSONS								
-	Avenue	Avenue - CDP Global Opportunities Fund, L.P.							
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP							
2	(a) o								
	(b) o								
3	SEC US	E ON	LY						
4	SOURC	E OF	FUNDS						
4	SC; 00								
	CHECK	IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)						
5	0								
		NSHI	P OR PLACE OF ORGANIZATION						
6									
	Cayman	Islan							
		7	SOLE VOTING POWER						
NUMI	BER OF	1	257,333						
SHA	ARES		SHARED VOTING POWER						
	ICIALLY	8							
	ED BY		0						
	ACH PRTING RSON	9	SOLE DISPOSITIVE POWER						
		J	257,333						
W	ITH		SHARED DISPOSITIVE POWER						
		10							
	ACCRE	CATI	0 E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	AUGREGALE AMOUNT DENEFICIALLI OWINED DI EACH REPORTING PERSON								
	257,333								
17	CHECK	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES							
12	0								
		NT OI	F CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13	0.8%								
		)F RE	PORTING PERSON						
14									
	PN								

Page 7 of 24

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1	NAMES OF REPORTING PERSONS							
1	Avenue	Globa	l Opportunities Fund GenPar, LLC					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP							
2								
$\begin{array}{c c} \textbf{L} & (a) & o \\ (b) & o \end{array}$								
	SEC US	E ON	LY					
3								
	COLIDO							
4	SOURC	E OF	FUNDS					
<b>–</b>	SC; 00							
_	CHECK	IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5								
	0 CITIZE	NSHI	P OR PLACE OF ORGANIZATION					
6	CITIZE	1,0111						
	Delawar	e						
		-	SOLE VOTING POWER					
NUM	BER OF	7	0					
	ARES		SHARED VOTING POWER					
BENEF	ICIALLY	8						
	ED BY		257,333					
	ACH DRTING	9	SOLE DISPOSITIVE POWER					
	RSON	3	0					
W	TTH		SHARED DISPOSITIVE POWER					
		10						
	ACCDE		257,333					
11	AGGRE	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	257,333	257,333						
10	CHECK	IF TI	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
12	0							
			F CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13		TERCENT OF GEADS RELIKESENTED DT ANIOONT IN ROW (11)						
	0.8%							
14	TYPE C	OF RE	PORTING PERSON					
14	00							

Page 8 of 24

1	NAMES OF REPORTING PERSONS							
_	Avenue	Specia	al Situations Fund IV, L.P.					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP							
2	GILON THE AFFROMATE DOA IF A WEWIDER OF A GROUP							
	(a) o (b) o							
	SEC US	E ON	IY					
3								
	COUDC	SOURCE OF FUNDS						
4	SOURC	E OF	FUNDS					
_	SC; 00							
5	CHECK	IF DI	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
	0							
	CITIZE	NSHII	P OR PLACE OF ORGANIZATION					
6	Delawar	'e						
			SOLE VOTING POWER					
		7	1 752 040					
	BER OF ARES		1,753,949 SHARED VOTING POWER					
	ICIALLY	8						
	ED BY		0					
	ACH RTING	9	SOLE DISPOSITIVE POWER					
	SON	0	1,753,949					
W	ITH	10	SHARED DISPOSITIVE POWER					
		10	0					
	AGGRE	GATE	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11								
	1,753,94 CHECK		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
12								
0           PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13								
	5.7%							
14	ТҮРЕ С	of RE	PORTING PERSON					
<b>_</b>	PN							

Page 9 of 24

1	NAMES OF REPORTING PERSONS								
<b>–</b>	Avenue	Avenue Capital Partners IV, LLC							
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP							
2	(a) o								
	(b) o								
3	SEC US	SE ON	LY						
4	SOURC	E OF	FUNDS						
4	SC; OO								
E	CHECK	IF DI	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)						
5	0								
6	CITIZE	NSHII	P OR PLACE OF ORGANIZATION						
6	Delawa	re							
	1	Π	SOLE VOTING POWER						
NUME	BER OF	7	0						
	ARES		SHARED VOTING POWER						
	CIALLY ED BY	8	1,753,949						
	АСН		SOLE DISPOSITIVE POWER						
	RTING RSON	9	0						
	ITH		SHARED DISPOSITIVE POWER						
		10	1,753,949						
	AGGRE	EGATH	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	1 752 0								
		1,753,949 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES							
12									
	0 PERCE	NT OF	F CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13									
	5.7% TYPE C	OF RE	PORTING PERSON						
14									
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Page 10 of 24

CUSIP No.	84762L204

	NAMES	5 OF F	REPORTING PERSONS					
1	GL Partners IV, LLC							
	OLIM							
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP							
2								
-	(a) o (b) o	(a) o (b) o						
	SEC US	E ON	LY					
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4	SOURC	E OF	FUNDS					
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			ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5								
	0							
6	CITIZE.	NSHI	P OR PLACE OF ORGANIZATION					
	Delawar	e						
			SOLE VOTING POWER					
		7						
	BER OF ARES		0 SHARED VOTING POWER					
	ares ICIALLY	8	SHARED VOTING POWER					
	ED BY	Ŭ	1,753,949					
	АСН	•	SOLE DISPOSITIVE POWER					
	RTING RSON	9	0					
	ITH		SHARED DISPOSITIVE POWER					
		10						
	1		1,753,949					
11	AGGRE	GATI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	1,753,94	19						
			HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
12								
	0							
13	PERCE	NT OI	F CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	5.7%							
	TYPE C	F RE	PORTING PERSON					
14								
	00	00						

Page 11 of 24

1	NAMES OF REPORTING PERSONS						
1	Avenue Special Situations Fund V, L.P.						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
<b>2</b> (a) o							
	(b) o						
	SEC USE ONLY						
3							
	SOURC	E OF	FUNDS				
4	500110	2 01					
	SC; OO						
	CHECK	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5	0						
	CITIZE	NSHI	P OR PLACE OF ORGANIZATION				
6							
	Delawar	e					
SOLE VOTING POWER							
NUM	BER OF	,	3,772,168				
	ARES	•	SHARED VOTING POWER				
	ICIALLY ED BY	8	0				
	ACH		SOLE DISPOSITIVE POWER				
	RTING	9					
	RSON		3,772,168				
W	ITH	10	SHARED DISPOSITIVE POWER				
		10	0				
	AGGRE	GATI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	2 772 10	20					
		3,772,168					
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES						
	0						
17	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13	12.3%						
		F RE	PORTING PERSON				
14							
	PN						

Page 12 of 24

	1						
1	NAMES OF REPORTING PERSONS						
1	Avenue Capital Partners V, LLC						
		······································					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
2							
	(b) o						
<b>3</b> SEC USE ONLY							
	SOURC	SOURCE OF FUNDS					
4							
	SC; 00						
5	CHECK	TF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
	0	0					
	CITIZE	CITIZENSHIP OR PLACE OF ORGANIZATION					
6							
	Delawa	re					
		7	SOLE VOTING POWER				
NUMI	BER OF	<b>′</b>	0				
	ARES		SHARED VOTING POWER				
	ICIALLY	8					
OWN	ED BY		3,772,168				
	АСН	•	SOLE DISPOSITIVE POWER				
	RTING RSON	9	0				
	ITH		SHARED DISPOSITIVE POWER				
vv.	1111	10	SHARED DISFOSITIVE FOWER				
			3,772,168				
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11							
	3,772,168						
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES						
14	0	0					
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13							
	12.3%						
11	TYPE OF REPORTING PERSON						
14	00	00					
	00						

Page 13 of 24

CUSIP No.	84762L204
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	NAMES	5 OF F	REPORTING PERSONS			
1	GL Partners V, LLC					
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
2						
-	(a) o (b) o	(a) o (b) o				
	SEC USE ONLY					
3						
4	SOURCE OF FUNDS					
4	SC; 00	SC: 00				
			ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
5						
	0					
6	CITIZENSHIP OR PLACE OF ORGANIZATION					
U	Delawar	e				
		SOLE VOTING POWER				
		7				
_	BER OF ARES		0 SHARED VOTING POWER			
_	ICIALLY	8	SHARED VOTING FOWER			
	ED BY	•	3,772,168			
	АСН	•	SOLE DISPOSITIVE POWER			
	RTING RSON	9	0			
	ITH		SHARED DISPOSITIVE POWER			
		10				
			3,772,168			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	3,772,168					
	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
12						
	0					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	12.3%					
	TYPE OF REPORTING PERSON					
14						
	00					

Page 14 of 24

1	NAMES OF REPORTING PERSONS					
1	Avenue Capital Management II, L.P.					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
2	(a) o					
	(b) o					
	SEC USE ONLY					
3						
	SOURC	SOURCE OF FUNDS				
4						
	SC; 00					
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
	0	0				
	CITIZE	NSHI	P OR PLACE OF ORGANIZATION			
<b>6</b> Delaware						
	SOLE VOTING POWER					
		7	Sole vormo rowek			
NUM	BER OF	_	0			
	ARES	0	SHARED VOTING POWER			
	ICIALLY ED BY	8	6,762,845			
	АСН		SOLE DISPOSITIVE POWER			
	RTING	9				
	RSON					
W	ITH	10	SHARED DISPOSITIVE POWER			
		10	6,762,845			
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	6,762,845					
	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
12						
	0					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	22.1%					
	TYPE OF REPORTING PERSON					
14	IA					
	IA					

Page 15 of 24

1	NAMES OF REPORTING PERSONS					
	Avenue Capital Management II GenPar, LLC					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
2	2 (a) o					
	(b) o					
3	SEC USE ONLY					
	SOURC	SOURCE OF FUNDS				
4	SC; 00					
	CHECK	IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
5	0					
	CITIZE	CITIZENSHIP OR PLACE OF ORGANIZATION				
6	Delawar	Delaware				
SOLE VOTING POWER						
NUMI	BER OF	7	0			
	ARES	_	SHARED VOTING POWER			
	ICIALLY ED BY	8	6,762,845			
	АСН	•	SOLE DISPOSITIVE POWER			
	RTING RSON	9	0			
W	ITH	4.0	SHARED DISPOSITIVE POWER			
		10	6,762,845			
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	6,762,845					
4.0	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
12	0	0				
		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13	22.1%					
	TYPE OF REPORTING PERSON					
14	00	00				

Page 16 of 24

CUSIP No. 84762L204

	NAMES OF REPORTING PERSONS						
1	Marc Lasry						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
2	(a) o						
	(b) o						
3	SEC USE ONLY						
_	SOURCE OF FUNDS						
4	SC; 00	SC: 00					
			ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
5							
	0 CITIZENSHIP OR PLACE OF ORGANIZATION						
6							
	United S	States	of America SOLE VOTING POWER				
		7	Sole volling power				
	BER OF		0				
	ARES ICIALLY	8	SHARED VOTING POWER				
	ED BY	U	6,762,845				
	СН	•	SOLE DISPOSITIVE POWER				
	RTING RSON	9	0				
	ITH		SHARED DISPOSITIVE POWER				
		10	6 762 045				
	6,762,845 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11							
	6,762,845						
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES						
	0	0					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
15	22.1%						
14	TYPE OF REPORTING PERSON						
14	IN	IN					

Page 17 of 24

#### AMENDMENT NO. 1 TO SCHEDULE 13D

This Amendment No. 1 to Schedule 13D is being filed on behalf of the Avenue Investments, L.P. ("Avenue Investments"), Avenue International Master, L.P. ("Avenue International Master"), Avenue International, Ltd. ("Avenue International"), Avenue International Master GenPar, Ltd. ("Avenue International GenPar"), Avenue Partners, LLC ("Avenue Partners"), Avenue - CDP Global Opportunities Fund, L.P. ("CDP Global"), Avenue Global Opportunities Fund GenPar, LLC ("CDP Global GenPar"), Avenue Special Situations Fund IV, L.P. ("Avenue Fund IV"), Avenue Capital Partners IV, LLC ("Avenue Capital IV"), GL Partners IV, LLC ("GL IV"), Avenue Special Situations Fund V, L.P. ("Avenue Fund V," and, together with Avenue Investments, Avenue International Master, CDP Global and Avenue Fund IV, each, a "Fund" and collectively, the "Funds"), Avenue Capital Partners V, LLC ("Avenue Capital V"), GL Partners V, LLC ("GL V"), Avenue Capital Management II, L.P. ("Avenue Capital II"), Avenue Capital Management II GenPar, LLC ("GenPar"), and Marc Lasry (together with the above, the "Reporting Persons") relating to shares of common stock, \$0.01 par value per share (the "Common Stock") of Spectrum Brands, Inc., a Delaware corporation (the "Issuer"). This Amendment modifies the Schedule 13D originally filed by the Reporting Persons with the Securities and Exchange Commission on September 8, 2009 (the "Original 13D").

#### Item 4. Purpose of the Transaction

Item 4 is hereby amended by deleting the last two paragraphs and adding the following:

The responses to Item 6 are hereby incorporated by reference herein.

The Reporting Persons own \$30,094,777 in principal amount of the 12% Notes and 6,762,845 shares of the Common Stock as of February 12, 2010. The Reporting Persons, depending on the overall liquidity of the market for the Common Stock or the 12% Notes and other market factors, may seek to dispose of their Common Stock or 12% Notes in compliance with the transfer restrictions in the Support Agreement (as defined below). The Reporting Persons, however, reserve the right to acquire or dispose of additional securities of the Issuer, in the ordinary course of business, to the extent deemed advisable in light of market conditions, the availability of shares of Common Stock and 12% Notes or other factors. The Reporting Persons also may, at any time and from time to time, change their purpose and/or formulate plans or proposals with respect thereto.

Except to the extent the foregoing and/or the Support Agreement may be deemed a plan or proposal, the Reporting Persons have no plans or proposals which relate to any of the matters referred to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of this Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

Page 18 of 24

#### Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety to read as follows:

(a) As of the date hereof, the following is the beneficial ownership and percentage of the Issuer's Common Stock outstanding for each of the Reporting Persons:

Name of Reporting Person	Number of Shares	Percentage of Class
Avenue Investments	328,767	1.1%
Avenue International Master	650,628	2.1%
Avenue International	650,628	2.1%
Avenue International GenPar	650,628	2.1%
Avenue Partners	979,395	3.2%
CDP Global	257,333	0.8%
CDP Global GenPar	257,333	0.8%
Avenue Fund IV	1,753,949	5.7%
Avenue Capital IV	1,753,949	5.7%
GL IV	1,753,949	5.7%
Avenue Fund V	3,772,168	12.3%
Avenue Capital V	3,772,168	12.3%
GL V	3,772,168	12.3%
Avenue Capital II	6,762,845	22.1%
GenPar	6,762,845	22.1%
Marc Lasry	6,762,845	22.1%

The approximate percentages of Common Stock reported as beneficially owned by the Reporting Persons are based upon 30,629,213 shares of Common Stock outstanding as of February 8, 2010, as reported by the Issuer in its Quarterly Report on Form 10-Q for the Quarter Ended January 3, 2010 filed by the Issuer with the Securities Exchange Commission on February 10, 2010.

(b) The Funds have the sole power to vote and dispose of the shares of Common Stock held by them reported in this Schedule 13D. Avenue International, Avenue International GenPar, Avenue Partners, CDP Global GenPar, Avenue Capital IV, GL IV, Avenue Capital V, GL V, Avenue Capital II, GenPar and Marc Lasry have the shared power to vote and dispose of the shares of Common Stock held by the Funds reported in this Schedule 13D.

(c) The Reporting Persons have not engaged in any transactions with respect to the Issuer's Common Stock in the past sixty (60) days.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the shares of Common Stock reported in this Schedule 13D.

(e) Not applicable.

Page 19 of 24

#### Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is hereby amended by adding the following:

On February 9, 2010, the Issuer announced the execution of an Agreement and Plan of Merger, dated as of February 9, 2010 (the "Merger Agreement"), by and among the Issuer, Russell Hobbs, Inc. ("RH"), Battery Merger Corp. ("Battery Acquisition"), Grill Merger Corp. ("RH Acquisition") and SB/RH Holdings, Inc. (the "Parent"). Pursuant to the Merger Agreement, Battery Acquisition would merge with and into the Issuer (the "Battery Merger") and RH Acquisition would merge with and into RH (the "RH Merger"), with the result that both the Issuer and RH would be subsidiaries of a new company, the Parent. At the request of the Issuer, the Funds entered into the Support Agreement by and among the Funds and the Issuer, dated as of February 9, 2010 (the "Support Agreement").

Under the terms of the Support Agreement, each of the Funds agreed that it will cause the respective shares of Common Stock owned by it to be counted as present at the meeting and voted (i) in favor of the adoption of the Merger Agreement and the Battery Merger, (ii) against any action or proposal that would reasonably be expected to result in any material breach of any representation, warranty or other covenant of the Issuer in the Merger Agreement and (iii) except with the written consent of the Issuer, against the following actions or proposals (other than the transactions contemplated by the Merger Agreement): (A) any Alternative Proposal (as defined in the Merger Agreement) with respect to the Issuer or (B) any other action or proposal, involving the Issuer or any subsidiary of the Issuer, that would reasonably be expected to prevent or materially impede, interfere with or delay the Battery Merger or any other transaction contemplated by the Merger Agreement. Each of the Funds also waived any appraisal rights that it might have related to the Battery Merger. In addition, each of the Funds agreed that it will not require the Issuer to repurchase the 12% Notes owned by it in the event of a "change of control" offer under the related indenture and it will consent to the amendments to the indenture relating to the 12% Notes proposed by the Issuer contemplated in the Merger Agreement. The Support Agreement prohibits the Funds from granting any proxies or power of attorney over their shares of Common Stock or 12% Notes, depositing their shares of Common Stock or 12% Notes in any voting trust or in any other way diminishing the Funds' voting power over such securities. The Support Agreement allows any Fund to sell, transfer, pledge, encumber, assign or otherwise dispose of their 12% Notes or shares of Common Stock only if the transferee with respect to that Fund's shares of Common Stock or 12% Notes agrees to be bound by the terms of the Support Agreement with respect to the transferred shares of Common Stock and 12% Notes to the same extent as the applicable Fund.

The Support Agreement will terminate on the earlier of (i) the closing of the Battery Merger and the RH Merger, (ii) the valid termination of the Merger Agreement pursuant to its terms, (iii) 15 business days after any change in recommendation of the Issuer's Board of Directors (unless rescinded within that period), (iv) 15 business days following the Issuer's Board of Directors not changing its recommendation to the holders of the Common Stock following a change of recommendation of the Special Committee of the Issuer's Board of Directors and (v) the close of business on August 12, 2010. In addition, the Funds' obligations under this Support Agreement will be automatically suspended during the 15 business day periods specified in clauses (iii) and (iv) immediately above.

Page 20 of 24

The terms and conditions of the Support Agreement, filed as Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed by the Issuer with the Securities Exchange Commission on February 12, 2010, are hereby incorporated by reference.

### Item 7. <u>Material to be Filed as Exhibits</u>

Exhibit 99.1 The Support Agreement, dated as of February 9, 2009, by and among the Issuer and the Funds (incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed by the Issuer with the Securities Exchange Commission on February 12, 2010).

Page 21 of 24

#### **Signatures**

After reasonable inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 16, 2010

#### AVENUE INVESTMENTS, L.P.

By: Avenue Partners, LLC, its General Partner

By: /s/ Marc Lasry

Name: Marc Lasry Title: Managing Member

#### AVENUE INTERNATIONAL MASTER, L.P.

- By: Avenue International Master GenPar, Ltd. its General Partner
- By: /s/ Marc Lasry

Name: Marc Lasry Title: Director

#### AVENUE INTERNATIONAL, LTD.

By: <u>/s/ Marc Lasry</u> Name: Marc Lasry Title: Director

# AVENUE INTERNATIONAL MASTER GENPAR, LTD.

By: /s/ Marc Lasry Name: Marc Lasry Title: Director

#### AVENUE PARTNERS, LLC

By: <u>/s/ Marc Lasry</u> Name: Marc Lasry Title: Managing Member

Page 22 of 24

# AVENUE — CDP GLOBAL OPPORTUNITIES FUND, L.P.

- By: Avenue Global Opportunities Fund GenPar, LLC its General Partner
- By: <u>/s/ Marc Lasry</u> Name: Marc Lasry Title: Managing Member

# AVENUE GLOBAL OPPORTUNITIES FUND GENPAR, LLC

By: <u>/s/ Marc Lasry</u> Name: Marc Lasry Title: Managing Member

#### AVENUE SPECIAL SITUATIONS FUND IV, L.P.

- By: Avenue Capital Partners IV, LLC, its General Partner
- By: GL Partners IV, LLC, its Managing Member
- By: /s/ Marc Lasry Name: Marc Lasry Title: Managing Member

#### AVENUE CAPITAL PARTNERS IV, LLC

- By: GL Partners IV, LLC, its Managing Member
- By: <u>/s/ Marc Lasry</u> Name: Marc Lasry Title: Managing Member

### **GL PARTNERS IV, LLC**

By: <u>/s/ Marc Lasry</u> Name: Marc Lasry Title: Managing Member

Page 23 of 24

### AVENUE SPECIAL SITUATIONS FUND V, L.P.

- By: Avenue Capital Partners V, LLC, its General Partner
- By: GL Partners V, LLC, its Managing Member
- By: <u>/s/ Marc Lasry</u> Name: Marc Lasry Title: Managing Member

#### AVENUE CAPITAL PARTNERS V, LLC

- By: GL Partners V, LLC, its Managing Member
- By: /s/ Marc Lasry Name: Marc Lasry Title: Managing Member

### **GL PARTNERS V, LLC**

By: <u>/s/ Marc Lasry</u> Name: Marc Lasry Title: Managing Member

#### AVENUE CAPITAL MANAGEMENT II, L.P.

- By: Avenue Capital Management II GenPar, LLC, its General Partner
- By: <u>/s/ Marc Lasry</u> Name: Marc Lasry Title: Managing Member

# AVENUE CAPITAL MANAGEMENT II GENPAR, LLC

By: <u>/s/ Marc Lasry</u> Name: Marc Lasry Title: Managing Member

#### MARC LASRY

/s/ Marc Lasry

Page 24 of 24