

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.</u> (Last) (First) (Middle) <u>C/O INTERNATIONAL FUND SVS. (IRELAND) LT</u> <u>78 SIR JOHN ROGERSON'S QUAY</u> (Street) <u>DUBLIN 2 L2 00000</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Spectrum Brands Holdings, Inc. [SPB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) *See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/20/2011</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (par value \$0.01 per share)	07/20/2011		S		5,495,489	D	\$28	903,423	D ⁽¹⁾⁽²⁾⁽³⁾	
Common Stock (par value \$0.01 per share)								101,089	D ⁽⁴⁾⁽⁵⁾⁽⁶⁾	
Common Stock (par value \$0.01 per share)								27,756,905	I	See footnotes ⁽⁷⁾⁽⁸⁾

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*

HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

(Last) (First) (Middle)

C/O INTERNATIONAL FUND SVS. (IRELAND) LT

78 SIR JOHN ROGERSON'S QUAY

(Street)

DUBLIN 2 L2 00000

(City) (State) (Zip)

1. Name and Address of Reporting Person*

HARBINGER CAPITAL PARTNERS LLC

(Last) (First) (Middle)

450 PARK AVENUE, 30TH FLOOR

(Street)

NEW YORK NY 10022

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P.		
(Last)	(First)	(Middle)
450 PARK AVENUE, 30TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP, LLC		
(Last)	(First)	(Middle)
450 PARK AVENUE, 30TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
HARBINGER HOLDINGS, LLC		
(Last)	(First)	(Middle)
450 PARK AVENUE, 30TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
FALCONE PHILIP		
(Last)	(First)	(Middle)
450 PARK AVENUE, 30TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

Explanation of Responses:

- These shares of the Issuer's common stock, par value \$0.01 per share (the "SPB Shares") are owned directly by Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"), which is a Reporting Person.
- These SPB Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners LLC ("Harbinger LLC"), the investment manager of the Master Fund; Harbinger Holdings, LLC ("Harbinger Holdings"), the manager of Harbinger LLC; and Philip Falcone, the managing member of Harbinger Holdings and the portfolio manager of the Master Fund.
- Each Reporting Person listed in Footnote 2 disclaims beneficial ownership of the SPB Shares except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the SPB Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- These SPB Shares are owned directly by Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund"), which is a Reporting Person.
- These SPB Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners Special Situations GP, LLC ("HCPSS"), the general partner of the Special Situations Fund; Harbinger Holdings, the managing member of HCPSS; and Philip Falcone (collectively, the Master Fund, Harbinger LLC, Harbinger Holdings, the Special Situations Fund, HCPSS and Mr. Falcone, the "HCP Persons"), the managing member of Harbinger Holdings and the portfolio manager of the Special Situations Fund.
- Each Reporting Person listed in Footnote 5 disclaims beneficial ownership of the SPB Shares except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the SPB Shares for purposes of Section 16 of the Exchange Act of 1934, as amended, or for any other purpose.
- These SPB Shares are directly owned by Harbinger Group Inc. ("HGI"), which is not a Reporting Person. These SPB Shares owned by HGI may be deemed to be indirectly beneficially owned by the HCP Persons, each of whom is a Reporting Person.
- Each of the HCP Persons disclaims beneficial ownership of the SPB Shares owned by HGI except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of such SPB Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

(+) The HCP Persons and HGI may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. Each of the HCP Persons and HGI disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by such person. This report shall not be deemed an admission that such person is a member of a group or the beneficial owner of any securities not directly owned by such person.(+) Mr. David M. Maura and Mr. Omar Asali serve on the board of directors of the Issuer. Mr. Maura is a Vice President and Director of Investments of Harbinger LLC and Mr. Asali is Head of Global Strategy and Managing Director of Harbinger LLC. As a result, the persons listed herein may be deemed directors of the Issuer by deputation.

[Harbinger Capital Partners](#) [07/22/2011](#)
[Master Fund I, Ltd.\(+\)](#) By:
[Harbinger Capital Partners](#)
[LLC, By: Harbinger Holdings,](#)

[LLC, Managing Member By:](#)
[/s/ Philip Falcone](#)
[Harbinger Capital Partners](#)
[LLC\(±\) By: Harbinger](#) [07/22/2011](#)
[Holdings, LLC, Managing](#)
[Member By: /s/ Philip Falcone](#)
[Harbinger Capital Partners](#)
[Special Situations Fund, L.P.](#)
[\(±\) By: Harbinger Capital](#)
[Partners Special Situations GP,](#) [07/22/2011](#)
[LLC By: Harbinger Holdings,](#)
[LLC, Managing Member By:](#)
[/s/ Philip Falcone](#)
[Harbinger Capital Partners](#)
[Special Situations GP, LLC\(±\)](#)
[By: Harbinger Holdings, LLC,](#) [07/22/2011](#)
[Managing Member By: /s/](#)
[Philip Falcone](#)
[Harbinger Holdings, LLC\(±\)](#) [07/22/2011](#)
[By: /s/ Philip Falcone](#)
[/s/ Philip Falcone\(±\)](#) [07/22/2011](#)
 ** 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 4 (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.