

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): **August 14, 2014**

**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**  
(IRS Employer Identification No.)

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

**(608) 275-3340**  
(Registrant's telephone number, including area code)

**N/A**  
(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 (see General Instruction A.2. below):

- 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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 14, 2014, Spectrum Brands Holdings, Inc. (the “Company”) announced that Douglas L. Martin will join the Company as its new Executive Vice President and Chief Financial Officer, effective on September 1, 2014.

Prior to joining the Company, Mr. Martin served from September 2012 to August 2014 as Executive Vice President and Chief Financial Officer of Newell Rubbermaid Inc., a global marketer of consumer and commercial products, including writing, home solutions, tools, commercial products, and baby & parenting brands. Mr. Martin was employed by Newell Rubbermaid Inc. since 1987, serving in a variety of senior financial roles, including Deputy Chief Financial Officer from February 2012 to September 2012, Vice President of Finance – Newell Consumer from November 2011 to February 2012, Vice President of Finance – Office Products from December 2007 to November 2011, and Vice President and Treasurer from June 2002 to December 2007. Mr. Martin began his career with KPMG LLP, holds a bachelor’s degree in accounting from Rockford College, Illinois, and is a Certified Public Accountant. Mr. Martin is 51 years old.

Information regarding any material plan, contract, or arrangement to be entered into between the Company and Mr. Martin in connection with his appointment, or any grant or award to Mr. Martin under any such plan, contract, or arrangement, has not been finalized and, therefore, is unavailable at this time. The Company will report such information, when it becomes available, in a Current Report on Form 8-K filed with the Securities and Exchange Commission.

On August 14, 2014, the Company issued a press release announcing the appointment of Mr. Martin as the Company’s Executive Vice President and Chief Financial Officer. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

The following exhibits are being furnished with this Current Report on Form 8-K.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated August 14, 2014

**SIGNATURES**

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 hereunto duly authorized.

Date: August 15, 2014

**SB/RH HOLDINGS, LLC**

By: /s/ Nathan E. Fagre

Printed Name: Nathan E. Fagre

Title: General Counsel and Corporate Secretary

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EXHIBIT INDEX

**Exhibit No.**      **Description**

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99.1      Press Release dated August 14, 2014

Spectrum Brands, Inc.  
3001 Deming Way  
Middleton, WI 53562  
P.O. Box 620992  
Middleton, WI 53562  
(608) 275-3340



**FOR IMMEDIATE RELEASE**

**Investor/Media Contact: Dave Prichard  
608.278.6141**

**Douglas L. Martin to Join Spectrum Brands as  
Executive Vice President and Chief Financial Officer on September 1**

Middleton, WI, August 14, 2014 – Spectrum Brands Holdings, Inc. (NYSE: SPB), a global consumer products company with market-leading brands, announced today that Douglas L. Martin, 51, will join the Company on September 1 as Executive Vice President and Chief Financial Officer, reporting to Dave Lumley, President and Chief Executive Officer. Mr. Martin replaces Tony Genito, 58, who announced plans in April to leave Spectrum Brands by the end of 2014 to return with his family to the Southeast.

Mr. Martin comes to Spectrum Brands from Newell Rubbermaid (NYSE: NWL), where he had been Executive Vice President and Chief Financial Officer since 2012 as part of a 27-year career with the company. Prior to serving as CFO, Mr. Martin held a number of key financial leadership positions, including Deputy Chief Financial Officer, Vice President of Finance – Consumer Group, Vice President of Finance – Office Products Group, Vice President and Treasurer, and Vice President, Tax.

“We’re pleased to welcome Doug to Spectrum Brands at this exciting time in the execution of our global growth strategies,” said Mr. Lumley. “Doug shares our operating philosophy and culture, including the Spectrum Value Model and pay for performance, and understands the importance of cost improvement and shared services. He has a deep consumer products industry knowledge, including experience with many of the same retail customers and channels. Doug was born and raised in the Midwest and was originally with the former Newell company then based in Northern Illinois.”

“I look forward to helping Spectrum Brands continue to grow and prosper in this globally changing, branded consumer goods environment,” said Mr. Martin. “I’m impressed with the Company’s long-term prospects and strategies, its senior management team, and its solid balance sheet and strong and growing free cash flow. On a personal note, my family and I are also excited about returning to our deep roots in the Midwest.”

“I am thrilled to have Doug join the management team at Spectrum Brands,” said David Maura, Chairman of Spectrum Brands. “Doug is a high integrity person who shares my passion for taking Spectrum Brands to the next level. He believes in our ownership/accountability culture and grasps our performance-driven organization. Spectrum Brands’ best days are in front of us, and I look forward to Doug’s contributions to the Company’s bright future.”

A Certified Public Accountant, Mr. Martin began his career with KPMG LLP. He is a graduate of Rockford College in Illinois with a bachelor’s degree in accounting.

**About Spectrum Brands Holdings, Inc.**

*Spectrum Brands Holdings, a member of the Russell 2000 Index, is a global and diversified consumer products company and a leading supplier of consumer batteries, residential locksets, residential builders’ hardware, faucets, shaving and grooming products, personal care products, small household appliances, specialty pet supplies, lawn and garden and home pest control products, and personal insect and animal repellents. Helping to meet the needs of consumers worldwide, our Company offers a broad portfolio of market-leading, well-known and widely trusted brands including Rayovac®, Varta®, Kwikset®, Weiser®, Baldwin®, National Hardware®, Pfister®, Remington®, George Foreman®, Black & Decker®, Toastmaster®, Farberware®, Tetra®, Marineland®, Nature’s Miracle®, Dingo®, 8-in-1®, FURminator®, Littermaid®, Spectracide®, Cutter®, Repel®, Hot Shot®, Black Flag® and Liquid Fence®. Spectrum Brands’ products are sold by the world’s top 25 retailers and are available in more than one million stores in approximately 140 countries. Spectrum Brands Holdings generated net sales of approximately \$4.1 billion in fiscal 2013. For more information, visit [www.spectrumbrands.com](http://www.spectrumbrands.com).*

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