

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**Spectrum Brands Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**27-2166630**

(I.R.S. Employer Identification Number)

**3001 Deming Way  
Middleton, Wisconsin**

(Address of Principal Executive Offices)

**53562**  
(Zip Code)

**Spectrum Brands Holdings, Inc.  
2011 Omnibus Equity Award Plan**

(Full title of the plan)

**Nathan E. Fagre, Esq.  
Senior Vice President, General Counsel and Secretary  
Spectrum Brands Holdings, Inc.**

**3001 Deming Way  
Middleton, Wisconsin 53562**

(Name and address of agent for service)

**(608) 275-3340**

(Telephone number, including area code, of agent for service)

*With copies to:*

**David P. Hooper, Esq.  
Barnes & Thornburg LLP  
11 S. Meridian Street  
Indianapolis, Indiana 46204  
(317) 231-7298**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered<sup>(1)</sup></b>	<b>Proposed maximum offering price per share <sup>(2),(3)</sup></b>	<b>Proposed maximum aggregate offering price <sup>(2),(3)</sup></b>	<b>Amount of registration fee <sup>(2),(3)</sup></b>
Common Stock, par value \$0.01 per share	1,000,000 shares	\$77.51	\$77,510,000	\$9,983
(1)	This Registration Statement covers 1,000,000 additional shares of Common Stock, par value \$0.01 per share, of Spectrum Brands Holdings, Inc. (“ <b>Spectrum Brands</b> ” or the “ <b>Company</b> ”) available for issuance under the Company’s 2011 Omnibus Equity Award Plan (the “ <b>Plan</b> ”). In addition, pursuant to Rule 416, this Registration Statement also covers an indeterminate number of shares of common stock of the Company that may become issuable as a result of stock dividends, stock splits, or similar transactions described in the Plan.			
(2)	Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of additional securities for the Plan. A Registration Statement on Form S-8 has been filed previously on March 3, 2011 (File No. 333-172598) covering 4,625,676 shares of common stock reserved for issuance pursuant to awards under the Plan.			
(3)	Calculated solely for purposes of determining the registration fee pursuant to Rules 457(c) and (h) of the Securities Act of 1933, as amended. The proposed maximum offering price per share and proposed maximum aggregate offering price are based on the average of the high and low sales prices of the Company’s common stock, as reported on the NYSE on February 20, 2014.			

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Spectrum Brands Holdings, Inc. (“**Spectrum Brands**,” the “**Company**,” “**we**,” or “**us**”) to register an additional 1,000,000 shares of Common Stock, par value \$0.01 per share, of Spectrum Brands, which may be awarded under the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan (the “**Plan**”) pursuant to an amendment of the Plan authorized by Spectrum Brands’ stockholders on January 28, 2014. This registration statement is filed pursuant to General Instruction E to Form S-8. The contents of the registration statement on Form S-8 (File No. 333-172598), which was previously filed by Spectrum Brands on March 3, 2011 in connection with the Plan, are incorporated herein by reference and made a part hereof.

### PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

We will send or give to participants in the Plan the document(s) containing the information specified by Part I of this Registration Statement as specified in Rule 428(b)(1) promulgated by the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**1933 Act**”). We are not filing such document(s) with the Commission but such document(s) constitute (along with the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement), a prospectus that meets the requirements of Section 10(a) of the 1933 Act.

### PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The contents of the Registration Statement on Form S-8 previously filed with the Commission by Spectrum Brands on March 3, 2011 (File No. 333-172598) are incorporated herein by reference. In addition, the following documents filed with the Commission by Spectrum Brands are incorporated herein by reference:

- (a) Spectrum Brands’ Annual Report on Form 10-K for the fiscal year ended September 30, 2013, filed with the Commission on November 27, 2013;
- (b) Spectrum Brands’ Current Reports on Form 8-K dated December 3, December 20, and December 23, 2013, and January 29 (with the exception of the information contained in Item 2.02 therein), February 3, and February 11, 2014; and all other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 by Spectrum Brands since September 30, 2013; and
- (c) The description of Spectrum Brands’ common stock included under the caption “Description of SB Holdings Capital Stock” contained in Spectrum Brands’ prospectus contained in the Registration Statement on Form S-4 (File No. 333-165769), filed with the Commission on March 29, 2010, together with any amendment or report filed with the Commission for the purpose of updating such description.

All documents filed by Spectrum Brands pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the effective date of this Registration Statement, and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. In no event, however, shall any information that Spectrum Brands discloses under Item 2.02 or Item 7.01 of any Current Report on Form 8-K, which Spectrum Brands may furnish to the Commission from time to time, be incorporated by reference into, or otherwise become a part of, this Registration Statement. Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

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**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

The information contained in Item 6, captioned "Indemnification of Directors and Officers," of Spectrum Brands' Registration Statement on Form S-8 filed with the Commission on March 3, 2011 (File No. 333-172598) has not changed since the filing of such Registration Statement, and is incorporated by reference herein.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Exhibit</b>
4.1	Amended and Restated Certificate of Incorporation of Spectrum Brands Holdings, Inc., effective March 7, 2013 (incorporated by reference to Exhibit 3.1 of the registrant's Current Report on Form 8-K filed with the SEC on March 7, 2013)
4.2	Second Amended and Restated By-Laws of Spectrum Brands Holdings, Inc., effective as of March 7, 2013 (incorporated by reference to Exhibit 3.2 of the registrant's Current Report on Form 8-K filed with the SEC on March 7, 2013)
4.3	Specimen certificate for shares of common stock (incorporated by reference to Exhibit 4.1 to the registrant's Registration Statement on Form 8-A filed with the SEC on May 28, 2010)
4.4	Indenture governing Spectrum Brands, Inc.'s 6.75% Senior Notes due 2020, dated as of March 20, 2012, among Spectrum Brands, Inc., the guarantors named therein and US Bank National Association, as trustee (incorporated by reference to Exhibit 10.5 of the registrant's Quarterly Report on Form 10-Q for the period ended April 1, 2012 filed with the SEC by Spectrum Brands, Inc. on May 9, 2012)
4.5	Indenture governing the 2020 Notes and the 2022 Notes, dated as of November 16, 2012, between Spectrum Brands Escrow Corp. and US Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 of the registrant's Current Report on Form 8-K filed with the SEC on November 21, 2012)
4.6	Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan, amended as of January 28, 2014 (incorporated by reference to Exhibit 99.1 of the registrant's Current Report on Form 8-K filed with the SEC on February 3, 2014)
5.1	Opinion of Barnes & Thornburg LLP
23.1	Consent of Barnes & Thornburg LLP (included in Exhibit 5.1)
23.2	Consent of KPMG LLP

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## Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the 1933 Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the 1933 Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the 1933 Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the 1933 Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the 1933 Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the 1933 Act and will be governed by the final adjudication of such issue.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Spectrum Brands Holdings, Inc. certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Middleton, Wisconsin, on February 26, 2014.

### SPECTRUM BRANDS HOLDINGS, INC.

By: /s/ Nathan E. Fagre

Nathan E. Fagre

Senior Vice President, General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David R. Lumley</u> David R. Lumley	Chief Executive Officer and President; Director (Principal Executive Officer)	February 26, 2014
<u>/s/ Anthony L. Genito</u> Anthony L. Genito	Executive Vice President, Chief Financial Officer and Chief Accounting Officer (Principal Financial Officer and Principal Accounting Officer)	February 26, 2014
<u>/s/ David M. Maura</u> David M. Maura	Chairman of the Board of Directors	February 26, 2014
<u>/s/ Kenneth C. Ambrecht</u> Kenneth C. Ambrecht	Director	February 26, 2014
<u>/s/ Omar M. Asali</u> Omar M. Asali	Director	February 26, 2014
<u>/s/ Eugene I. Davis</u> Eugene I. Davis	Director	February 26, 2014
<u>/s/ Norman S. Matthews</u> Norman S. Matthews	Director	February 26, 2014
<u>/s/ Terry L. Polistina</u> Terry L. Polistina	Director	February 26, 2014
<u>/s/ Hugh R. Rovit</u> Hugh R. Rovit	Director	February 26, 2014

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## EXHIBIT INDEX

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BARNES & THORNBURG<sup>LLP</sup>11 S. Meridian Street  
Indianapolis, IN 46204-3535  
317-236-1313  
317-231-7433 (Fax)

www.btlaw.com

February 26, 2014

Spectrum Brands Holdings, Inc.  
3001 Deming Way  
Middleton, Wisconsin 53562

Ladies and Gentlemen:

You have requested our opinion in connection with the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed by Spectrum Brands Holdings, Inc., a Delaware corporation (the "**Company**"), with the Securities and Exchange Commission (the "**Commission**"), relating to the registration of an additional 1,000,000 shares of the common stock, par value \$0.01 per share, of the Company (the "**Common Stock**") which may be issued from time to time under the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan (as amended from time to time, the "**Plan**").

In rendering the opinions set forth below, we have examined and relied upon copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations, and other instruments as we deemed necessary or advisable for purposes of the opinions expressed herein, including (i) the Registration Statement, (ii) certain resolutions adopted by the Board of Directors of the Company, (iii) the Plan, and (iv) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion letter. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

In connection with rendering the opinions set forth herein, we have assumed (i) that all information contained in all documents reviewed by us is true and correct; (ii) that all signatures on all documents examined by us are genuine; (iii) that all documents submitted to us as originals are authentic and all documents submitted to us as copies conform to the originals of those documents; (iv) the legal capacity of all natural persons; (v) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents; and (vi) that all shares of Common Stock will be issued in accordance with the terms of the Plan and in compliance with applicable federal and state securities laws.

Based upon the foregoing, and subject to the assumptions, qualifications, limitations, and exceptions set forth herein, we are of the opinion that, when the shares of Common Stock are issued by the Company in accordance with the terms of the Plan, the instruments executed pursuant to the Plan, as applicable, which govern the awards to which any shares of Common Stock relate, and as described in the Registration Statement, such Shares of Common Stock will be validly issued, fully paid, and non-assessable.

We express no opinion herein other than as expressly stated above. This opinion is expressed as of the date hereof, and we disclaim any undertaking to advise the Company or any other party of any subsequent changes to the matters stated, represented, or assumed herein or any subsequent changes in applicable law.

We express no opinion other than as to the federal laws of the United States of America and the Delaware General Corporation Law. To the extent that issues addressed by this opinion letter may be governed in whole or in part by other laws, we express no opinion as to whether any relevant difference exists between the laws upon which our opinion is based and any other laws which may actually govern.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. However, in giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Very Truly Yours,

/s/ Barnes &amp; Thornburg LLP

BARNES &amp; THORNBURG LLP



**Consent of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders  
Spectrum Brands Holdings, Inc.:

We consent to the incorporation by reference in this registration statement on Form S-8 of our report dated November 27, 2013, with respect to the consolidated statements of financial position of Spectrum Brands Holdings, Inc. and subsidiaries (the Company) as of September 30, 2013 and 2012, and the related consolidated statements of operations, comprehensive income (loss), shareholders' equity, and cash flows for each of the years in the three-year period ended September 30, 2013 and the related financial statement schedule II, and our report dated November 27, 2013 with respect to the effectiveness of internal control over financial reporting as of September 30, 2013.

Our report on the consolidated financial statements includes an explanatory paragraph that describes the Company's election to change its method of presenting tax withholdings for share-based payment awards paid to a taxing authority on behalf of an employee from an operating activity to a financing activity within its statements of cash flows.

Our report on the effectiveness of internal control over financial reporting as of September 30, 2013, contains an explanatory paragraph that states that Spectrum Brands Holdings, Inc. acquired the residential hardware and home improvement business (the HHI Business) from Stanley Black & Decker, Inc. during the year-ended September 30, 2013 and management excluded from its assessment of the Company's internal control over financial reporting as of September 30, 2013 the HHI Business' internal control over financial reporting associated with total assets of \$1,736 million and total revenues of \$870 million included in the consolidated financial statements of the Company as of and for the year ended September 30, 2013. Our audit of internal control over financial reporting of the Company as of September 30, 2013 also excluded an evaluation of the internal control over financial reporting of the HHI Business.

/s/ KPMG LLP  
Milwaukee, Wisconsin  
February 26, 2014