

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): February 7, 2011 (February 1, 2011)

**SPECTRUM BRANDS HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34757**  
(Commission File No.)

**27-2166630**  
(IRS Employer  
Identification No.)

**601 Rayovac Drive**  
**Madison, Wisconsin 53711**  
(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.**

Effective February 1, 2011, John T. Wilson, Senior Vice President, Secretary and General Counsel of Spectrum Brands Holdings, Inc. (the "Company") resigned as the Company's Secretary and General Counsel. As previously disclosed, the relocation of the Company's headquarters from Atlanta, Georgia to Madison, Wisconsin created an event of "good reason" under Mr. Wilson's severance agreement giving him the right to elect to terminate his employment. Pursuant to the terms of Mr. Wilson's retention agreement, Mr. Wilson is expected to continue to serve as a Senior Vice President of the Company until March 2, 2011.

Effective February 1, 2011, Nathan Fagre was appointed as General Counsel and Secretary of the Company, to hold office until the earlier of his resignation or removal. Prior to being appointed General Counsel and Secretary of the Company, Mr. Fagre served as Senior Vice President, General Counsel and Secretary of ValueVision Media, Inc., an electronic retailer operating under the ShopNBC brand, from May 2000. Prior to that, Mr. Fagre worked for Occidental Petroleum Corporation in California as Senior Vice President and General Counsel of the Oil & Gas operating division from 1996-2000 and Vice President and Deputy General Counsel of the International Exploration and Production division from 1995-1996. Previously, Mr. Fagre served as an attorney with Gibson, Dunn & Crutcher in Washington, D.C and Sullivan & Cromwell in New York City. Mr. Fagre graduated with a bachelor's degree from Harvard College in 1977, received a master of philosophy (M. Phil.) degree in international relations from Oxford University in 1979, and received a J.D. from Harvard Law School in 1982. He served as a law clerk for Judge Cecil Poole of the U.S. Ninth Circuit Court of Appeals from 1982-1983.

**Item 8.01. Other Events.**

On February 7, 2011, the Company issued a press release announcing Mr. Wilson's resignation as Company's Secretary and General Counsel and the appointment of Mr. Fagre as General Counsel and Secretary of the Company. A copy of the press release is furnished as Exhibit 99.1 to this report.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Not applicable.
  - (b) Not applicable.
  - (c) Not applicable.
  - (d) Exhibits
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Exhibit No.

Description

99.1

Press Release, dated February 7, 2011

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report on Form 8-K to be signed on its behalf by the undersigned, thereunto duly authorized.

**SPECTRUM BRANDS HOLDINGS, INC.**

By: /s/ Anthony L. Genito  
Name: Anthony L. Genito  
Title: Executive Vice President, Chief Financial Officer  
and  
Chief Accounting Officer

Dated: February 7, 2011

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Spectrum Brands, Inc.  
601 Rayovac Drive  
Madison WI 53711-2497  
P.O. Box 44960  
Madison WI 53744-4960  
(608) 275-3340



**FOR IMMEDIATE RELEASE**

**Contact: Dave Prichard  
608.278.6141**

**Nathan Fagre Joins Spectrum Brands Holdings  
as General Counsel**

Madison, WI, February 7, 2011 – Spectrum Brands Holdings, Inc. (NYSE: SPB), a global consumer products company with market-leading brands, announced today that Nathan E. Fagre has joined the Company as General Counsel and Secretary, reporting to Dave Lumley, Chief Executive Officer. Mr. Fagre replaces John T. Wilson, who elected not to move to Madison, Wisconsin, where the Company has relocated its corporate headquarters.

Mr. Fagre comes to Spectrum Brands after nearly 11 years with ValueVision Media, an electronic retailer operating under the ShopNBC brand in Eden Prairie, Minnesota where he served as Senior Vice President, General Counsel and Secretary since May 2000. Prior to that, Mr. Fagre worked for Occidental Petroleum Corporation in California as Senior Vice President and General Counsel of the Oil & Gas operating division from 1996-2000 and Vice President and Deputy General Counsel of the International Exploration and Production division from 1995-1996. Previously, Mr. Fagre served as an attorney with Gibson, Dunn & Crutcher in Washington, D.C. and Sullivan & Cromwell in New York City.

Mr. Fagre graduated with a bachelor's degree from Harvard College in 1977, received a master of philosophy (M.Phil.) degree in international relations from Oxford University in 1979, and received a J.D. from Harvard Law School in 1982. He served as a law clerk for Judge Cecil Poole of the U.S. Ninth Circuit Court of Appeals from 1982-1983.

Mr. Fagre is a director of the National Security Forum at the William Mitchell College of Law in St. Paul, and served as chairman of the Electronic Retailing Association from 2008-2009 after becoming a director of the association in 2004. He also served as a director from 2004-2007 of Ralph Lauren Media LLC, an e-commerce joint venture among Polo Ralph Lauren Corp., NBC Universal and ValueVision.



**About Spectrum Brands Holdings, Inc.**

Spectrum Brands Holdings, Inc., a member of the Russell 2000 Index, is a diversified, global consumer products company and a leading supplier of batteries, shaving and grooming products, personal care products, small household appliances, specialty pet supplies, lawn & garden and home pest control products, personal insect repellents and portable lighting. Helping to meet the needs of consumers worldwide, the Company offers a broad portfolio of market-leading and widely trusted brands including Rayovac®, Remington®, Varta®, George Foreman®, Black & Decker®, Toastmaster®, Tetra®, Marineland®, Nature's Miracle®, Dingo®, 8-in-1®, Littermaid®, Spectracide®, Cutter®, Repel®, and Hot Shot®. Spectrum Brands Holdings' products are sold by the world's top 25 retailers and are available in more than one million stores in more than 120 countries around the world. Spectrum Brands Holdings generated net sales of \$3.1 billion from continuing operations in fiscal 2010. For more information, visit [www.spectrumbrands.com](http://www.spectrumbrands.com).

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