

**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 No.)

601 Rayovac Drive
Madison, Wisconsin 53711
(Address of Principal Executive Offices, Including Zip Code)

Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan
(Full title of the plans)

Nathan Fagre, Esq.
General Counsel and Secretary
Spectrum Brands Holdings, Inc.
601 Rayovac Drive
Madison, Wisconsin 53711
(Name and address of agent for service)

(608) 275-3340
(Telephone number, including area code, of agent for service)

Copies to:

Raphael M. Russo, Esq.
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, New York 10019-6064
212-373-3000

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	<input type="checkbox"/>		Accelerated filer	x
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company.)		Smaller reporting company	<input type="checkbox"/>

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be Registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price ⁽²⁾	Amount of registration fee
Common Stock, par value \$0.01 per share ⁽¹⁾	4,625,676 ⁽¹⁾	\$28.53 ⁽²⁾	\$131,970,536.28 ⁽²⁾	\$15,330 ⁽³⁾

- (1) Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement (the "Registration Statement") also covers an indeterminate number of additional shares of the common stock of Spectrum Brands Holdings, Inc. (the "Registrant"), par value \$0.01 (the "Common Stock"), that may be offered or issued by reason of certain corporate transactions or events, including any stock dividend, stock split or any other similar transaction effected which results in an increase in the number of shares of Common Stock.
- (2) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act and calculated pursuant to Rules 457(h) and 457(c) under the Securities Act. The proposed maximum aggregate offering price was calculated based upon the market value of the shares of Common Stock in accordance with Rule 457(c) and is equal to the product of (i) \$28.53, the average of the high and low prices per share of Common Stock on the New York Stock Exchange on February 28, 2011 (which is within five business days of the filing hereof), multiplied by (ii) 4,625,676 shares of Common Stock issuable pursuant to the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan (the "2011 Plan").
- (3) In accordance with Rule 457(p) under the Securities Act, \$5,266.09 of the registration fee was previously paid and unused in connection with the Registrant's Registration Statement on Form S-8 (File No. 333-167569), originally filed on June 16, 2010, and \$650.01 of the registration fee was previously paid and unused in connection with the Registrant's Registration Statement on Form S-8 (File No. 333-167574), originally filed on June 16, 2010, and such amounts are offset against the total registration fee required hereunder.

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

Item 1. Plan Information.

The documents containing the information specified in this Item 1 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act. In accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission") and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information.

The documents containing the information specified in this Item 2 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission are incorporated herein by reference:

1. The description of Registrant's common stock included under the caption "Description of SB Holdings Capital Stock" contained in Registrant's prospectus contained in Registration Statement on Form S-4 (File No. 333-165769), filed with the Commission on March 29, 2010, as amended.
2. Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2010 filed with the Commission on December 14, 2010.
3. Registrant's Quarterly Report on Form 10-Q for the quarterly period ended January 2, 2011 filed with the Commission on February 11, 2011.
4. Registrant's Current Reports on Form 8-K filed with the Commission on January 18, 2011, February 2, 2011, February 7, 2011, February 25, 2011 and March 2, 2011, in each case to the extent filed and not furnished.
5. Registrant's Definitive Proxy Statement on Schedule 14-A filed with the Commission on January 28, 2011.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") after the date of this Registration Statement, and prior to the filing of a post-effective amendment which indicates that all shares of Common Stock offered hereby have been sold or which deregisters all shares of Common Stock then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a 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 in this Registration Statement, or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law provides that a corporation may indemnify directors and officers, as well as employees and agents, who was or is a party, or is threatened to be made a party to any third party proceeding by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or firm, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, that are actually and reasonably incurred in connection with various actions, suits or proceedings, whether civil, criminal, administrative or investigative other than an action by or in the right of the corporation, known as a derivative action, if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, if they had no reasonable cause to believe their conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that indemnification only extends to expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such actions, and the statute requires approval of the Delaware Court of Chancery or the court in which the action or suit was brought, upon application, before there can be any indemnification if the person seeking indemnification has been found liable to the corporation. The statute provides that it is not excluding other indemnification that may be granted by a corporation's bylaws, disinterested director vote, stockholder vote, agreement or otherwise.

Each of the Restated Certificate of Incorporation of the Registrant and the Amended and Restated By-laws of the Registrant, (together, "Organizational Documents") contains an indemnification provision that provides that the Registrant will indemnify and hold harmless, to the fullest extent permitted by applicable law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a director or officer of the Registrant or, while a director or officer of the Registrant, is or was serving at the Registrant's request as a director, officer, employee or agent of another entity or enterprise, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person in connection therewith. Each Organizational Document also provides that the Registrant will pay the expenses incurred by such person in defending any such proceeding in advance of its final disposition, to the extent not prohibited by applicable law and, to the extent required by applicable law, the Registrant receives an undertaking to repay such amount advanced if it is ultimately determined that such person is not entitled to be indemnified. These rights are not exclusive of any other right that any person may have or acquire under any statute, provision of the Organizational Documents, agreement, vote of stockholders or disinterested directors or otherwise.

The Restated Certificate of Incorporation of the Registrant also provides that, to the fullest extent permitted under the Delaware General Corporation Law, none of the Registrant's directors will be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director. This provision is known as an exculpation provision. This exculpation provision is limited by Section 102(b)(7) of the Delaware General Corporation Law, which prohibits the elimination or limitation of the personal liability of a director:

- for any breach of the director's duty of loyalty to the Registrant or its stockholders;
- for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- for payments of unlawful dividends or unlawful stock purchases or redemptions under Section 174 of the Delaware General Corporation Law;
or
- for any transaction from which the director derived an improper personal benefit.

Each Organizational Document provides that any repeal or amendment of the indemnification or the exculpation provision by the stockholders of the Registrant or by changes in law, or the adoption of any other

provision of the Organizational Documents inconsistent with the aforementioned provisions, will, unless otherwise required by law, be prospective only (except, with respect to the indemnification provision, such amendment or change permits the Registrant to provide broader rights retroactively), and will not in any way diminish or adversely affect any right or protection of a director of the Registrant existing at the time of such repeal or amendment or adoption of such inconsistent provision in respect of any act or omission occurring prior to such repeal or amendment or adoption of such inconsistent provision.

In addition, the Registrant maintains liability insurance for its directors and officers and for the directors and officers of its majority-owned subsidiaries. This insurance provides for coverage, subject to certain exceptions, against loss from claims made against directors and officers in their capacity as such, including claims under the federal securities laws.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

The exhibits listed under the caption "Exhibits Index" of this Registration Statement are incorporated by reference herein.

Item 9. Undertakings.

a. The undersigned Registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made pursuant to this Registration Statement, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of this 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 this 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 is 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 "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 this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

2. That, for the purpose of determining any liability under the Securities 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 Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 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 Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described under “Item 6—Indemnification of Directors and Officers”, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities 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 Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of 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 Madison, State of Wisconsin, on this 3rd day of March, 2011.

SPECTRUM BRANDS HOLDINGS, INC.

By: /s/ Nathan Fagre

Name: Nathan Fagre

Title: General Counsel and Secretary

POWER OF ATTORNEY

We, the undersigned officers and directors of the Registrant, hereby severally constitute and appoint David R. Lumley, Anthony L. Genito and Nathan Fagre, and each of them individually, our true and lawful attorneys-in-fact with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all subsequent amendments to said Registration Statement, and generally to do all such things in our names and behalf in our capacities as officers and directors to enable the Registrant to comply with all requirements of the Commission, hereby ratifying and confirming our signatures as they may be signed by said attorneys-in-fact, or any of them, to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities indicated on March 3, 2011:

<u>Signature</u>	<u>Title</u>
<u>/s/ David R. Lumley</u> David R. Lumley	Chief Executive Officer and President – Global Batteries & Appliances, President – Home and Garden and Director (Principal Executive Officer)
<u>/s/ Anthony L. Genito</u> Anthony L. Genito	Executive Vice President, Chief Financial Officer and Chief Accounting Officer (Principal Financial and Accounting Officer)
<u>/s/ Terry L. Polistina</u> Terry L. Polistina	President – Small Appliances and Director
<u>/s/ Kenneth C. Ambrecht</u> Kenneth C. Ambrecht	Director
<u>/s/ Eugene I. Davis</u> Eugene I. Davis	Director
<u>/s/ Marc S. Kirschner</u> Marc S. Kirschner	Director

<u>/s/ Norman S. Matthews</u> Norman S. Matthews	Director
<u>/s/ Hugh R. Rovit</u> Hugh R. Rovit	Director
<u>/s/ David M. Maura</u> David M. Maura	Director
<u>/s/ Robin Roger</u> Robin Roger	Director
<u>/s/ Virginia A. Kamsky</u> Virginia A. Kamsky	Director

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
3.1	Restated Certificate of Incorporation of the Registrant, dated June 16, 2010 (incorporated by reference to Exhibit 3.1 to the Registration Statement on Form S-8 filed with the SEC on June 16, 2010).
3.2	Amended and Restated By-Laws of the Registrant, adopted as of June 16, 2010 (incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-8 filed with the SEC on June 16, 2010).
4.1	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 of the Registrant's Registration Statement on Form 8-A filed with the Commission on May 27, 2010) (File No. 001-34757).
4.3	See Exhibits 3.1 and 3.2 for provisions of the Restated Certificate of Incorporation and Amended and Restated By-Laws of the Registrant defining the rights of holders of Common Stock.
5.1	Opinion of Paul, Weiss, Rifkind, Wharton & Garrison LLP.*
10.1	Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan (incorporated by reference to Annex A to the Proxy Statement on Schedule 14A filed with the SEC on January 28, 2011).
23.1	Consent of KMPG LLP, an independent registered public accounting firm.*
23.2	Consent of Paul, Weiss, Rifkind, Wharton & Garrison LLP (included in Exhibit 5.1).
23.3	Power of Attorney (included in the signature pages of this Registration Statement).

* Filed herewith

Paul, Weiss, Rifkind, Wharton & Garrison LLP

1285 Avenue of the Americas

New York, New York 10019-6064

212-373-3000

212-757-3990

March 3, 2011

Spectrum Brands Holdings, Inc.
610 Rayovac Drive
Madison, Wisconsin 53719

Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to Spectrum Brands Holdings, Inc., a Delaware corporation (the "Company") in connection with the Registration Statement on Form S-8 (the "Registration Statement") of the Company, filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (the "Act"), and the rules and regulations thereunder (the "Rules"). You have asked us to furnish our opinion as to the legality of the securities being registered under the Registration Statement. The Registration Statement relates to the registration under the Act of 4,625,676 shares of Common Stock, par value \$0.01 per share, of the Company (the "Shares"), to be issued pursuant to the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan (as amended to date, the "2011 Plan").

In connection with the furnishing of this opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (collectively, the "Documents"):

1. the Registration Statement; and
2. the 2011 Plan and the forms of award agreements therein.

In addition, we have examined (i) such corporate records of the Company that we have considered appropriate, including a copy of the restated certificate of incorporation of the Company and the amended and restated by-laws of the Company, certified by the Company as in effect on the date of this letter, and a copy of the resolutions of the board of directors of the Company relating to the issuance of the Shares and the approval of the 2011 Plan by the Company, certified by the Company and (ii) such other certificates, agreements and documents that we deemed relevant and necessary as a basis for the opinions expressed below. We have also relied upon the factual matters contained in the representations and warranties of the Company made in the Documents and upon certificates of public officials and the officers of the Company.

In our examination of the documents referred to above, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity of all individuals who have executed any of the documents reviewed by us, the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as certified, photostatic, reproduced or conformed copies of valid existing agreements or other documents, the authenticity of all the latter documents and that the statements regarding matters of fact in the certificates, records, agreements, instruments and documents that we have examined are accurate and complete.

Based upon the above, and subject to the stated assumptions, exceptions and qualifications, we are of the opinion that, when issued in accordance with the terms of the 2011 Plan and any applicable award agreement under the 2011 Plan, the Shares will be duly authorized, validly issued, fully paid and non-assessable.

The opinion expressed above is limited to the General Corporation Law of the State of Delaware. Our opinion is rendered only with respect to the laws, and the rules, regulations and orders under those laws, that are currently in effect.

We hereby consent to use of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required by the Act or the Rules.

Very truly yours,

/s/ PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Spectrum Brands Holdings, Inc.:

We consent to the incorporation by reference in the registration statement on Form S-8, of Spectrum Brands Holdings, Inc. of our report dated December 14, 2010, except for Notes 1, 6, 11 and 17, as to which the date is February 25, 2011, with respect to the consolidated statements of financial position of Spectrum Brands Holdings, Inc. and subsidiaries (the Company) as of September 30, 2010 and September 30, 2009 (Successor Company), and the related consolidated statements of operations, shareholders' equity (deficit) and comprehensive income (loss), and cash flows for the year ended September 30, 2010, the period August 31, 2009 to September 30, 2009 (Successor Company), the period October 1, 2008 to August 30, 2009, and the year ended September 30, 2008 (Predecessor Company), the related financial statement schedule II, and our report dated December 14, 2010 with respect to the effectiveness of internal control over financial reporting as of September 30, 2010, which reports appear on Form 8-K of Spectrum Brands Holdings, Inc., dated February 25, 2011.

Our reports refer to explanatory paragraphs that describe the Successor Company's adoption of the provisions of ASC Topic 852, "*Reorganization*" formerly American Institute of Certified Public Accountants' Statement of Position 90-7, "*Financial Reporting by Entities in Reorganization under the Bankruptcy Code*" in 2009, and the adoption of the measurement date provision in conformity with ASC Topic 715, "*Compensation – Retirement Benefits*" formerly FAS 158, "*Employers' Accounting for Defined Benefit Pension and other Postretirement Plans*" in 2009.

/s/ KPMG LLP

Atlanta, Georgia
March 3, 2011
