

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): October 7, 2019

**SPECTRUM BRANDS HOLDINGS, INC.**

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-4219  
(Commission  
File Number)

74-1339132  
(I.R.S. Employer  
Identification No.)

**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  
(I.R.S. Employer  
Identification No.)

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

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

Not applicable  
(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Registrant</u>	<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Exchange On Which Registered</u>
Spectrum Brands Holdings, Inc.	Common Stock, \$0.01 par value	SPB	New York Stock Exchange

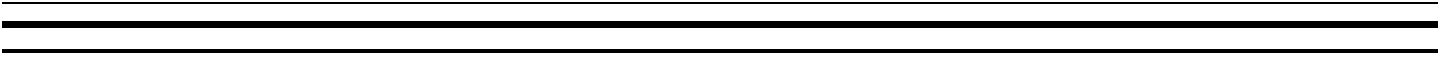
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Spectrum Brands Holdings, Inc.  
SB/RH Holdings, LLC

If an emerging growth company, indicate by checkmark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Spectrum Brands Holdings, Inc.  
SB/RH Holdings, LLC

□  
□



**Item 8.01 Other Events.**

***Spectrum Brands Announces Final Results of Tender Offer for 6.625% Senior Notes due 2022***

On October 8, 2019, Spectrum Brands Holdings, Inc. (together with its consolidated subsidiaries, "**Spectrum Brands**," "**we**," "**us**" or "**our**") announced the final results for its previously announced tender offer to purchase for cash by its wholly owned subsidiary, Spectrum Brands, Inc. (the "**Company**"), any and all of the Company's outstanding 6.625% Senior Notes due 2022 (the "**2022 Notes**") and solicitation of consents to amend the indenture governing the 2022 Notes (collectively, the "**Tender Offer**").

As of the previously announced final Tender Offer expiration date and time of 11:59 p.m., New York City time, on October 7, 2019 (the "**Tender Offer Expiration Time**"), according to information provided by the tender agent for the Tender Offer, a total of \$168,538,000 in aggregate principal amount of 2022 Notes had been validly tendered and not validly withdrawn in the Tender Offer (including the \$167,574,000 in aggregate principal amount previously purchased by the Company on September 24, 2019 in connection with the settlement of early tenders of the 2022 Notes).

The Company has accepted for purchase all of the 2022 Notes that were validly tendered and not validly withdrawn. Withdrawal rights for the 2022 Notes expired at 5:00 p.m., New York City time, on September 23, 2019.

***Spectrum Brands Issues Notice of Redemption for Remaining 6.625% Senior Notes due 2022***

On October 8, 2019, the Company issued a notice (the "**Notice of Redemption**") to redeem the \$116,462,000 in aggregate principal amount of 2022 Notes that remain outstanding following the settlement of the Tender Offer.

The Notice of Redemption was delivered pursuant to the indenture governing the 2022 Notes, dated as of November 16, 2012, between the Company, the guarantors party thereto and U.S. Bank National Association, as trustee. For more information regarding the redemption, see the Notice of Redemption, a copy of which is attached as **Exhibit 99.1** hereto and is incorporated into this report by reference. This report does not constitute a notice of redemption for the 2022 Notes.

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## Forward-Looking Statements

Certain matters discussed in this Current Report on Form 8-K and other oral and written statements by representatives of the Company regarding matters such as the Company's expectations regarding the achievement of the expected benefits of any transactions described herein (including expected sales, adjusted EBITDA, debt reduction and leverage, and other measures of financial performance), may be forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are identified by words such as "future," "anticipate," "intend," "plan," "estimate," "believe," "expect," "project," "forecast," "could," "would," "should," "will," "may," and similar expressions of future intent or the negative of such terms. These statements are subject to a number of risks and uncertainties that could cause results to differ materially from those anticipated as of the date of this release. Actual results may differ materially as a result of (1) the impact of our indebtedness on our business, financial condition and results of operations; (2) the impact of restrictions in our debt instruments on our ability to operate our business, finance our capital needs or pursue or expand business strategies; (3) any failure to comply with financial covenants and other provisions and restrictions of our debt instruments; (4) the impact of actions taken by significant stockholders; (5) the impact of fluctuations in commodity prices, costs or availability of raw materials or terms and conditions available from suppliers, including suppliers' willingness to advance credit; (6) interest rate and exchange rate fluctuations; (7) the loss of significant reduction in, or dependence upon, sales to any significant retail customer(s); (8) competitive promotional activity or spending by competitors, or price reductions by competitors; (9) the introduction of new product features or technological developments by competitors and/or the development of new competitors or competitive brands; (10) the effects of general economic conditions, including inflation, recession or fears of a recession, depression or fears of a depression, labor costs and stock market volatility or changes in trade, tariff, monetary or fiscal policies in the countries where we do business; (11) changes in consumer spending preferences and demand for our products; (12) our ability to develop and successfully introduce new products, protect our intellectual property and avoid infringing the intellectual property of third parties; (13) our ability to successfully implement, achieve and sustain manufacturing and distribution cost efficiencies and productivity improvements, and fully realize anticipated cost savings; (14) the seasonal nature of sales of certain of our products; (15) the effects of climate change and unusual weather activity; (16) the cost and effect of unanticipated legal, tax or regulatory proceedings or new laws or regulations (including environmental, public health and consumer protection regulations); (17) public perception regarding the safety of products that we manufacture and sell, including the potential for environmental liabilities, product liability claims, litigation and other claims related to products manufactured by us and third parties; (18) the impact of pending or threatened litigation; (19) the impact of cybersecurity breaches or our actual or perceived failure to protect company and personal data; (20) changes in accounting policies applicable to our business; (21) our ability to utilize net operating loss carry-forwards to offset tax liabilities from future taxable income; (22) government regulations; (23) the impact of expenses resulting from the implementation of new business strategies, divestitures or current and proposed restructuring activities; (24) our inability to successfully integrate and operate new acquisitions at the level of financial performance anticipated; (25) the unanticipated loss of key members of senior management; (26) the effects of political or economic conditions, terrorist attacks, acts of war or other unrest in international markets; (27) the transition to a new chief executive officer and such officer's ability to determine and implement changes at the Company to improve the Company's business and financial performance; and (28) the other risk factors set forth in our securities filings, including Exhibit 99.3 to the Current Report on Form 8-K filed by Spectrum Brands Holdings, Inc. on September 10, 2019, and our most recently filed Annual Report on Form 10-K and Quarterly Reports on Form 10-Q followed thereafter.

Spectrum Brands also cautions the reader that its estimates of trends, market share, retail consumption of its products and reasons for changes in such consumption are based solely on limited data available to Spectrum Brands and management's reasonable assumptions about market conditions, and consequently may be inaccurate, or may not reflect significant segments of the retail market. Spectrum Brands also cautions the reader that undue reliance should not be placed on any forward-looking statements, which speak only as of the date of this release. Spectrum Brands undertakes no duty or responsibility to update any of these forward-looking statements to reflect events or circumstances after the date of this report or to reflect actual outcomes.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

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

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	<a href="#">Notice of Redemption, dated October 8, 2019.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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/ Ehsan Zargar  
Name: Ehsan Zargar  
Title: Executive Vice President,  
General Counsel & Corporate Secretary

**SB/RH HOLDINGS, LLC**

By: /s/ Ehsan Zargar  
Name: Ehsan Zargar  
Title: Executive Vice President,  
General Counsel & Corporate Secretary

Dated: October 8, 2019

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**Notice of Redemption**  
**Spectrum Brands, Inc.**  
**6.625% Senior Notes due 2022**  
**\*CUSIP Number 84762L AQ8**

NOTICE IS HEREBY GIVEN THAT, pursuant to Article 3 of the Indenture, dated as of November 16, 2012 (as amended and supplemented through the date hereof, the "**Indenture**"), between Spectrum Brands, Inc., as issuer (the "**Issuer**"), the guarantors party thereto and U.S. Bank National Association, as trustee (the "**Trustee**"), and Section 3 of the Notes (as defined below), the Issuer has elected to redeem all of the \$116,462,000 in aggregate outstanding principal amount of its 6.625% Senior Notes due 2022 (**CUSIP No. 84762L AQ8**) (the "**Notes**") on November 15, 2019 (the "**Redemption Date**"), at a price of 101.1042% of the principal amount of the Notes redeemed, plus accrued and unpaid interest thereon to the Redemption Date, which interest shall be approximately \$33.125 per \$1,000 principal amount thereof (the "**Redemption Price**").

U.S. Bank National Association is acting as paying agent (the "**Paying Agent**"). Payment of the Redemption Price will become due and payable on the Redemption Date only upon presentation and surrender of the Notes to the Paying Agent as follows:

*Delivery to:* U.S. Bank National Association

*By Registered or Certified  
Mail:*  
U.S. Bank National Association  
Global Corporate Trust Services  
111 Fillmore Avenue East  
St Paul, MN 55107-1402

*By Regular Mail or  
Courier:*  
U.S. Bank National Association  
Global Corporate Trust Services  
111 Fillmore Avenue East  
St Paul, MN 55107-1402

*In Person by Hand Only:*  
U.S. Bank National Association  
Global Corporate Trust Services  
111 Fillmore Avenue East  
St Paul, MN 55107-1402

*For Information or Confirmation by Telephone:*  
(800) 934-6802

Unless the Issuer defaults in making the redemption payment, interest on the Notes called for redemption shall cease to accrue on and after the Redemption Date and the only remaining right of the holders of the Notes is to receive payment of the Redemption Price upon surrender to the Paying Agent.

**IMPORTANT NOTICE**

Under the Internal Revenue Code of 1986, as amended, 24% or more of any payment to a Holder of the Notes will be withheld if a tax identification number and additional information is not properly certified on an Internal Revenue Service ("**IRS**") Form W-9 or a properly executed applicable IRS Form W-8, if applicable, is not provided.

**IMPORTANT INFORMATION REGARDING TAX CERTIFICATION AND POTENTIAL WITHHOLDING**

Pursuant to U.S. federal tax laws, you have a duty to provide the applicable type of tax certification form issued by the U.S. IRS to U.S. Bank National Association Corporate Trust Services to ensure payments are reported accurately to you and to the IRS. In order to permit accurate withholding (or to prevent withholding), a complete and valid tax certification form must be received by U.S. Bank National Association Corporate Trust Services before payment of the redemption proceeds is made to you. Failure to timely provide a valid tax certification form as required will result in the maximum amount of U.S. withholding tax being deducted from any redemption payment that is made to you.

\*Neither the Issuer nor the Trustee shall be held responsible for the selection or use of the CUSIP number, nor is any representation made as to its correctness or accuracy indicated in this Notice of Redemption. It is included solely for convenience of the noteholders.

*By: Spectrum Brands, Inc.*

Date: October 8, 2019

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INC. DE 001-4219 74-1339132 SB/RH HOLDINGS, LLC DE 333-192634-03 27-2812840 3001 Deming Way Middleton WI 53562 (608) 275-3340  
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