

**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): **October 12, 2016**

SPECTRUM BRANDS HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-34757
(Commission File Number)

27-2166630
(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))
-

Item 7.01 Regulation FD Disclosure.

On October 12, 2016, corporate executives and division leaders of Spectrum Brands Holdings, Inc. (NYSE: SPB), a global consumer products company offering an expanding portfolio of leading brands providing superior value to consumers and customers every day, will present strategies for long-term, sustainable growth at an Investor Day event this morning at the New York Stock Exchange using the slides containing the information attached to this Current Report on Form 9-K as Exhibit 99.1 (the "Slides").

By filing this Current Report on Form 8-K and furnishing the information contained herein, the Company makes no admission as to the materiality of any information in this report that is required to be disclosed solely by reason of Regulation FD.

The information contained in the Slides is summary information that is intended to be considered in the context of the Company's Securities and Exchange Commission ("SEC") filings and other public announcements that the Company may make, by press release or otherwise, from time to time. The Company undertakes no duty or obligation to publicly update or revise the information contained in this report, although it may do so from time to time as its management believes is warranted. Any such updating may be made through the filing of other reports or documents with the SEC, through press release or through other public disclosure.

In accordance with General Instruction B.2 of this Current Report on Form 8-K, the information presented in Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, unless the Company specifically states that the information is to be considered "filed" under the Exchange Act or incorporates it by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act.

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	Spectrum Brands Investor Day Presentation dated October 12, 2016

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: October 12, 2016

SPECTRUM BRANDS HOLDINGS, INC.

By: /s/ Nathan E. Fagre
Printed Name: Nathan E. Fagre
Title: General Counsel and Corporate Secretary

Spectrum Brands

Global Batteries & Appliances	     
Pet, Home & Garden	     
Hardware & Home Improvement	     
Global Auto Care	  

Spectrum Brands Investor Day

October 12, 2016

Forward-Looking Statements

Certain matters discussed in this presentation, with the exception of historical matters, may be forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, regarding our business strategy, future operations, financial condition, estimated revenues, projected costs, projected synergies, prospects, plans and objectives of management, as well as information concerning expected actions of third parties, are forward-looking statements. 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 presentation. Important factors that could cause our actual results to differ materially from those expressed or implied herein include, without limitation: our ability to manage and otherwise comply with our covenants with respect to our significant outstanding indebtedness or maintain our credit ratings; changes and developments in external competitive market factors, such as introduction of new product features or technological developments; development of new competitors or competitive brands or competitive promotional activity or spending or industry consolidation; the cost and effect of unanticipated legal, tax or regulatory proceedings or new accounting policies, laws or regulations (including environmental, public health and consumer protection regulations); seasonality of our products and changes in consumer demand for the various types of products we offer resulting in the loss of, or a significant reduction in, sales to significant retail customers; our ability to develop and successfully introduce new products, protect our intellectual property and avoid infringing the intellectual property of third parties; public perception regarding the safety of our products, including the potential for environmental liabilities, product liability claims, litigation and other claims; unfavorable developments in the global credit markets; the impact of overall economic conditions, terrorist attacks, acts of war or other unrest in international markets on consumer spending; fluctuations in commodities prices, supply shortages, the costs or availability of raw materials or terms and conditions available from suppliers; changes in the general economic conditions in countries and regions where we do business, such as stock market prices, interest rates, currency exchange rates, inflation and consumer spending; our ability to successfully implement manufacturing, distribution and other cost efficiencies and to continue to benefit from our cost-cutting initiatives; the impact of expenses resulting from the implementation of new business strategies, divestitures or restructuring activities; our ability to integrate, and to realize synergies from, the combined businesses of Spectrum Brands, Inc. and Russell Hobbs, Inc.; our ability to identify, develop and retain key employees; unfavorable weather conditions or climate change and various other risks and uncertainties, including those discussed herein and those set forth in our filings with the Securities and Exchange Commission ("SEC").

We also caution the reader that undue reliance should not be placed on any forward-looking statements, which speak only as of the date of this presentation. We undertake no duty or responsibility to update any of these forward-looking statements to reflect events or circumstances after the date of this presentation or to reflect actual outcomes. Additional factors that may affect future results and conditions are described in our filings with the SEC, which are available at the SEC's website at www.sec.gov or at Spectrum Brands' website at www.spectrumbrands.com.

The information contained in this presentation is summary information that is intended to be considered in the context of our SEC filings, and other public announcements that we may make, by press release or otherwise, from time to time. In addition, information related to past performance, while helpful as an evaluative tool, is not necessarily indicative of future results, the achievement of which cannot be assured. You should not view our past performance, or information about the market, as indicative of our future results. Further, performance information respecting investment returns on portfolio transactions is not directly equivalent to returns on an investment in our common stock.

Reconciliation Of Non-GAAP Financial Measurements

Management believes that certain non-GAAP financial measures may be useful in certain instances to provide additional meaningful comparisons between current results and results in prior operating periods. Excluding the impact of current exchange rate fluctuations may provide additional meaningful reflection of underlying business trends. In addition, within this presentation, including the tables that follow, reference is made to adjusted earnings before interest, taxes, depreciation and amortization (EBITDA), free cash flow and adjusted gross profit.

Adjusted EBITDA is a metric used by management and frequently used by the financial community which provides insight into an organization's operating trends and facilitates comparisons between peer companies, because interest, taxes, depreciation and amortization can differ greatly between organizations as a result of differing capital structures and tax strategies. Adjusted EBITDA can also be a useful measure of a company's ability to service debt and is one of the measures used for determining the Company's debt covenant compliance. Adjusted EBITDA excludes certain items that are unusual in nature or not comparable from period to period.

In addition, the Spectrum Brands' management uses adjusted gross profit as one means of analyzing the Spectrum Brands' current and future financial performance and identifying trends in its financial condition and results of operations. Management believes that adjusted gross profit is a useful measure for providing further insight into Spectrum Brands' operating performance because it eliminates the effects of certain items that are not comparable from one period to the next.

Also, management believes that free cash flow is useful to both management and investors in their analysis of Spectrum Brands' ability to service and repay its debt and meet its working capital requirements. Free cash flow should not be considered in isolation or as a substitute for pretax income (loss), net income (loss), cash provided by (used in) operating activities or other statement of operations or cash flow statement data prepared in accordance with GAAP or as a measure of profitability or liquidity. In addition, the calculation of free cash flow does not reflect cash used to service debt and therefore, does not reflect funds available for investment or discretionary uses.

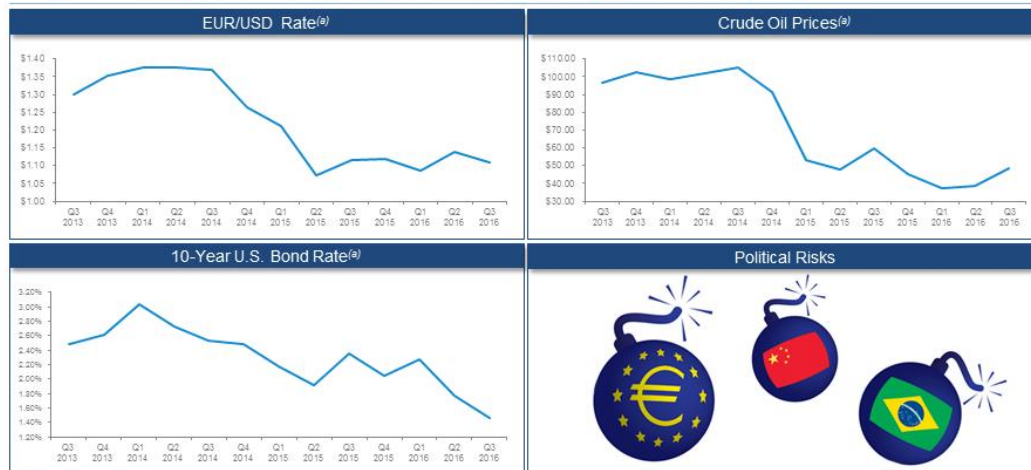
Spectrum Brands provides this information to investors to assist in comparisons of past, present and future operating results and to assist in highlighting the results of on-going operations. While Spectrum Brands' management believes that non-GAAP measurements are useful supplemental information, such adjusted results are not intended to replace the Spectrum Brands' GAAP financial results and should be read in conjunction with those GAAP results.

All GAAP reconciliations are available at www.spectrumbrands.com



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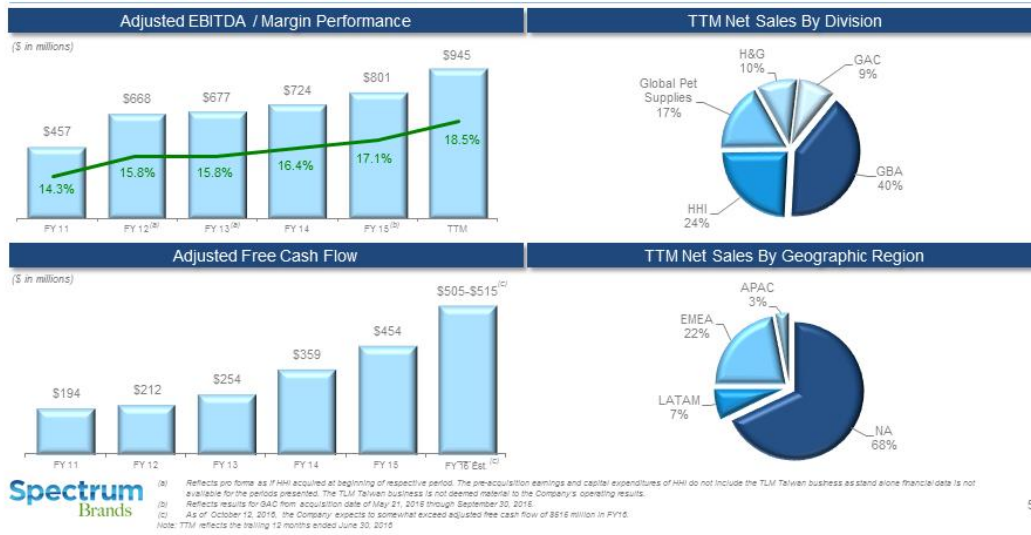
Rewarding And Safe Investment Opportunities?



^(a) Reflects average values during quarterly periods from 5/29/2013 to 3/30/2016

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How About Spectrum Brands?



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Who Is Spectrum Brands?

A global consumer products company with annualized sales of over \$5 billion focused on

- non-discretionary consumer products used in households daily
- market-leading brands in categories with barriers to entry
- delivering superior value to customers and consumers



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**THE
BRANDS
YOU
TRUST
UNDER
ONE
ROOF**

www.spectrumbrands.com



Spectrum
Brands



Agenda

- | | |
|--|-------------------|
| 1. Strategic Overview & Growth Initiatives | Andreas Rouvé |
| 2. Global Auto Care | Guy Andrysick |
| 3. Global Batteries & Appliances | Steve Fraundorfer |
| 4. Pet, Home & Garden | Randy Lewis |
| 5. Hardware & Home Improvement | Phil Szuba |
| 6. Financial Update | Doug Martin |
| 7. Q&A Session | All |

Spectrum
Brands

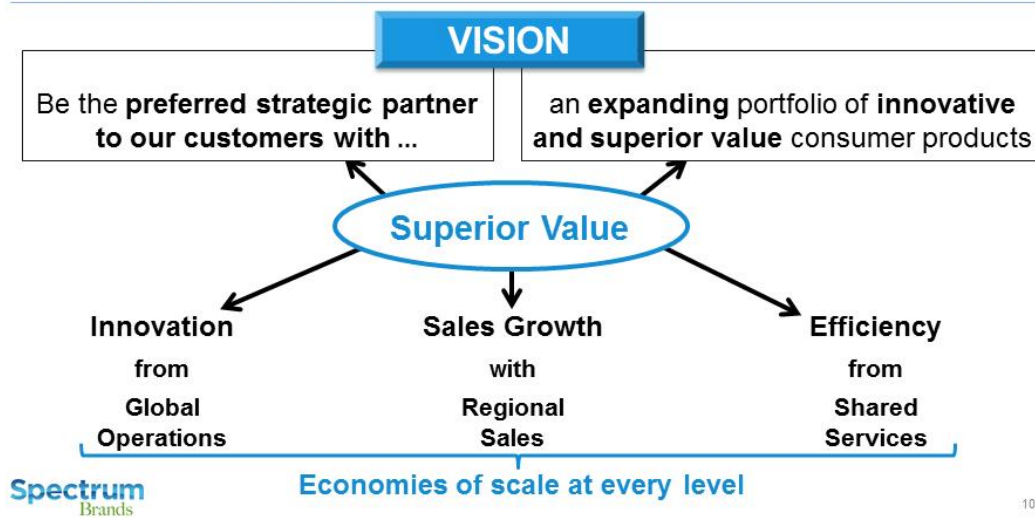
Spectrum Brands

Global Batteries & Appliances	     
Pet, Home & Garden	     
Hardware & Home Improvement	     
Global Auto Care	  

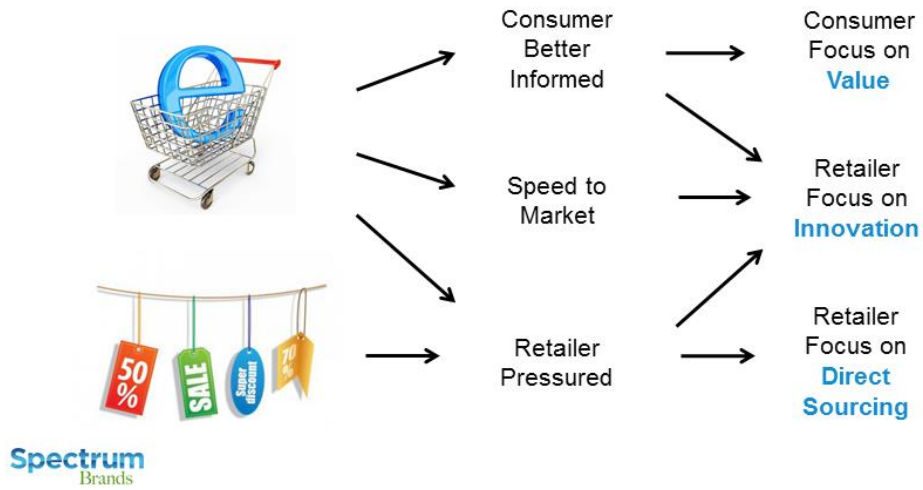
Strategic Overview & Growth Initiatives

Andreas Rouvé
Chief Executive Officer

Our Vision & Our Organization

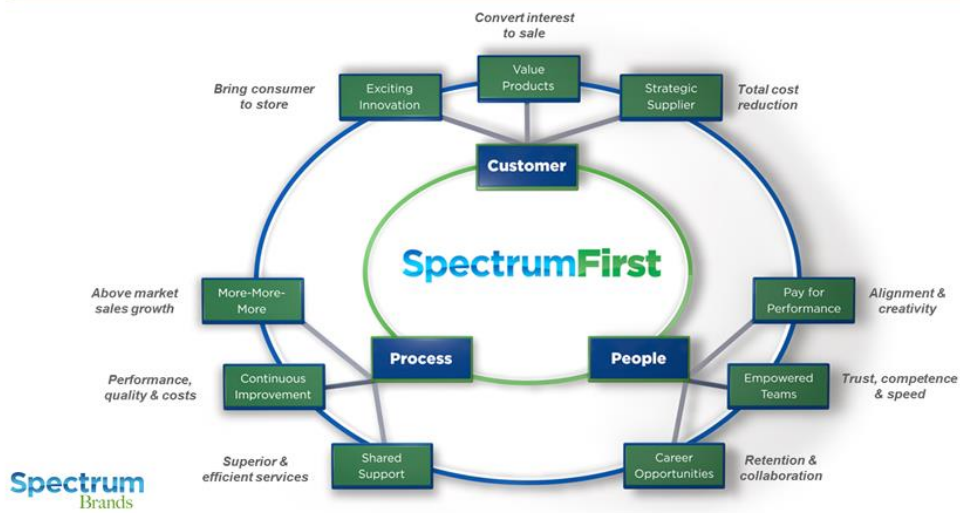


Major Market Challenges



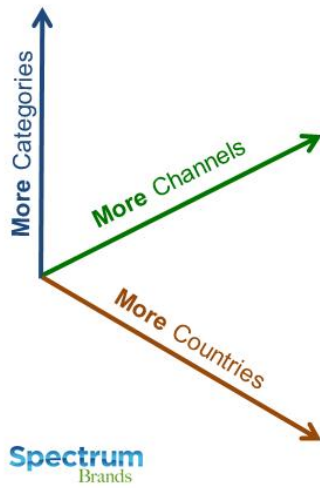
11

Roadmap To Become A Large Cap Stock



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Above Market Sales Growth



More categories into existing retailers

- Security into NA mass retailers
- Rawhide into U.S. club channel



More channels in existing markets

- Insect repellent into auto channel
- Batteries into food/drug and dollar



More countries

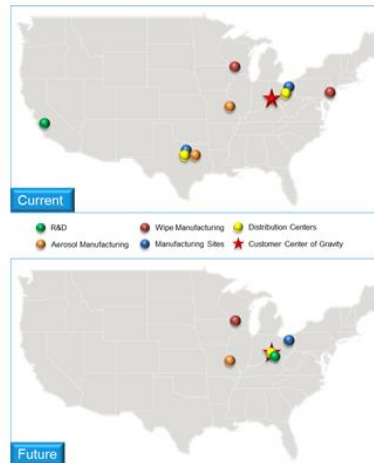
- Hearing aid batteries into APAC
- Pet products into Latin America



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Continuous Improvement Of Processes

- ✓ GAC integration completed ahead of schedule (SAP go-live, International & Shared Services)
- ✓ Significant new U.S. supply chain optimization program under way to deliver additional efficiencies
- ✓ New manufacturing and logistics facility to open in Dayton, Ohio in early calendar 2017. More than half of the U.S. population located within 600 miles of Dayton
- ✓ Footprint transformation will reduce expenses and improve working capital



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Investment Into Improved Manufacturing Capabilities

\$19M investment in new aerosol manufacturing facility in St. Louis

- ✓ Significant annual manufacturing cost savings
- ✓ Working capital reduction from avoiding seasonal pre-build
- ✓ Improves customer service – responsive to unexpected demand
- ✓ Supports Latin American repellent expansion
- ✓ Allows insourcing of Pet & Auto Care aerosol products



Spectrum Brands

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Spectrum Brands

Our Mission

Build **Spectrum Brands** into a large cap stock with superior shareholder returns

through above market organic **growth**

with unwavering focus on building **sustainable free cash flow**

and further **acquisitions**



Accelerated by **SpectrumFirst**

1. Strategic Overview & Growth Initiatives	Andreas Rouvé
2. Global Auto Care	Guy Andrysick
3. Global Batteries & Appliances	Steve Fraundorfer
4. Pet, Home & Garden	Randy Lewis
5. Hardware & Home Improvement	Phil Szuba
6. Financial Update	Doug Martin
7. Q&A Session	All



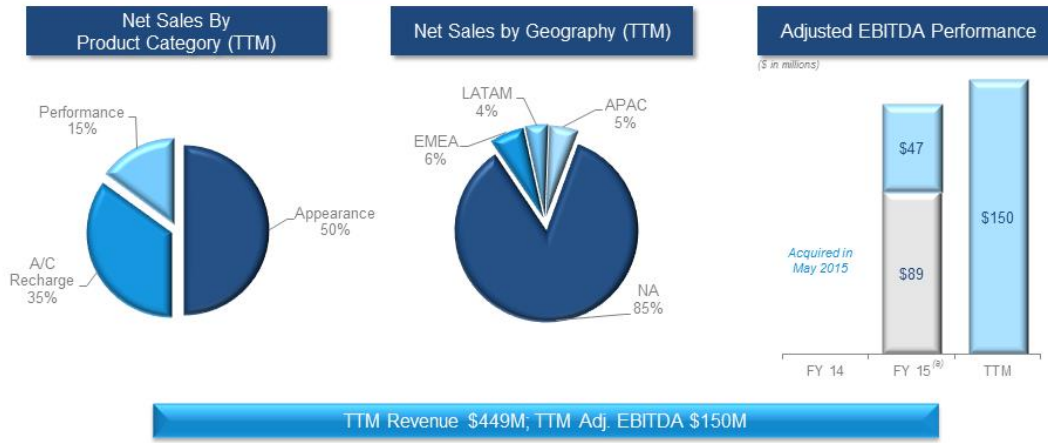
Spectrum Brands

Global Batteries & Appliances	
Pet, Home & Garden	
Hardware & Home Improvement	
Global Auto Care	

Global Auto Care

Guy Andrysick
Sr. Vice President & General Manager

Global Auto Care Overview



(a) Global Auto Care (GAC) was acquired by Spectrum Brands on May 21, 2015. Actual results are for the period of May 21, 2015 through September 30, 2015 and pro forma trailing 12 months for fiscal 2015.
 Note: TTM reflects the trailing 12 months ended June 30, 2015.

Global Auto Care - Growth Drivers

Strengthen Core	Extend Portfolio	Expand Reach	Improve Value
<ul style="list-style-type: none"> Accelerate innovation Drive awareness and education   	<ul style="list-style-type: none"> Adjacencies Non-automotive innovation  	<ul style="list-style-type: none"> International Alternative channel distribution 	<ul style="list-style-type: none"> Simplified sourcing, distribution and manufacturing Low-cost producer 



Reinvesting In Protectants To Drive Growth

<p>✓ Research-Based Insights</p> <ul style="list-style-type: none"> • Shopping simulations • Computer eye-tracking study • Attitudinal interviews 	<p>✓ Improve Consumer Experience</p> <ul style="list-style-type: none"> • Better label communication • Consistent graphic architecture • Modernized imagery 	<p>✓ National Brand Support</p> <ul style="list-style-type: none"> • Fully integrated 360 campaign • Multiple consumer touchpoints • Education and awareness building 
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Spectrum
Brands

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New 2016 Armor All TV Ad



Build category awareness

Build brand awareness and superiority

ARMORALL
DON'T BE DULL

Spectrum
Brands

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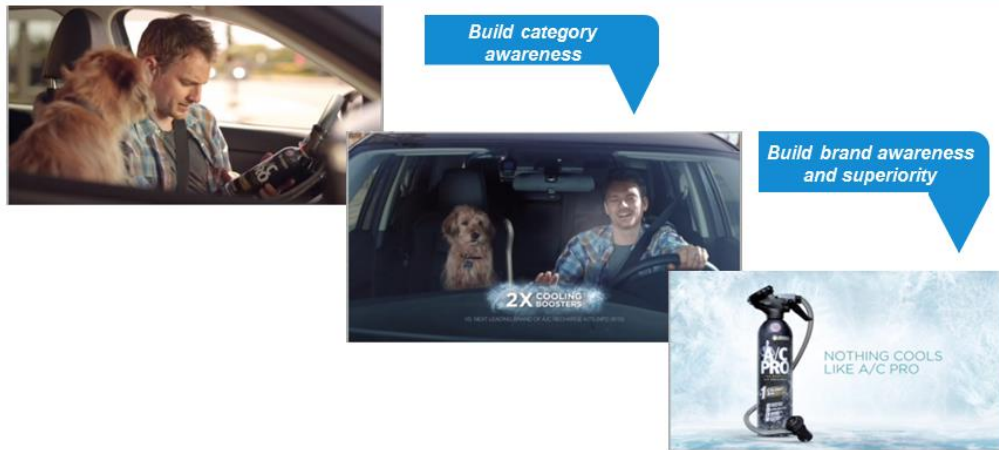
Innovation And Simplification Driving Core Growth

<p>✓ Creation of All-In-One Charging Segment</p> 	<p>✓ Product Enhancements Add Value</p> 	<p>✓ New Innovation And National Brand Support</p> 
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Spectrum
Brands

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New 2016 A/C PRO TV Ad



The storyboard consists of three sequential frames. The first frame shows a man driving a car with a dog in the passenger seat. A blue callout bubble above the frame says "Build category awareness". The second frame shows the same man and dog, but the man is smiling and looking at the camera. A blue callout bubble to the right says "Build brand awareness and superiority". The third frame shows the A/C PRO product canister against a blue, misty background. Text next to the product says "NOTHING COOLS LIKE A/C PRO".

Spectrum
Brands

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Expanding The STP Brand

PROTECT THE CORE

Defend our position in fuel and oil additives

INNOVATE

Continue to ensure product relevancy – meeting the needs of today's changing vehicle technology

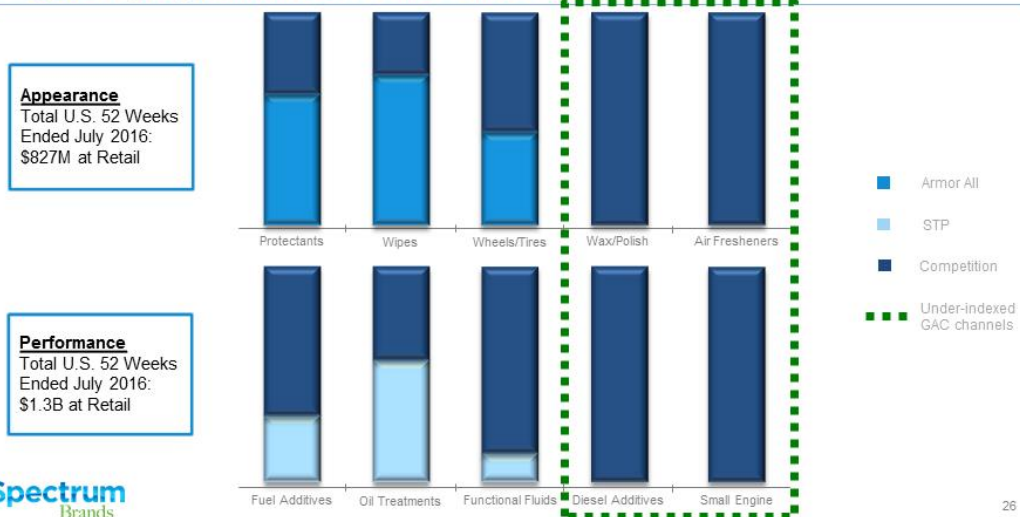
EDUCATE

Execute a fully integrated traditional and digital communication plan with a focus on product education

Spectrum
Brands

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Adjacency Opportunities In The United States



Spectrum
Brands

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New Product Growth Drivers

Wash & Wax Wipes	Key Consumer Benefits	TV Support
	 <ul style="list-style-type: none"> • One-step wash • One-step wax • No waiting, no buffing • Wipe on and enjoy the clean...enjoy the shine! 	 <ul style="list-style-type: none"> • DRTV (build awareness and drive trial) • Social media engagement • Sampling at trade shows, races and events

Grow Through New Channels And Adjacencies

		
<p>RETAIL</p> <p>Capitalize on growing segment and deliver value-added products for passenger cars and light trucks</p>	<p>COMMERCIAL</p> <p>Channel expansion through partnership with heavy duty diesel manufacturer and distributor</p>	<p>ADJACENCIES</p> <p>Expand into Home and Hardware with small engine line</p>

Leverage Retailer POP And Digital Marketing To Target White Space



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Mass Channel Growth Strategy: Consumer Trade-Up



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Accelerate International Growth

- Leverage Spectrum Brands scale and distribution
- New go-to-market model
- Competitive cost structure
- Cross-selling



Europe	Latin America	Asia / Pacific
  	 	  
  	 	
	  	

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What You Can Expect From Global Auto Care

- **Strong first full year** with Spectrum Brands
- Executing core business growth with **advertising** and **innovation**
- Leveraging Spectrum Brands scale and distribution to **accelerate international growth**
- Simplifying supply chain to **improve margin** and reduce working capital
- Building on **strong relationships** across multiple channels

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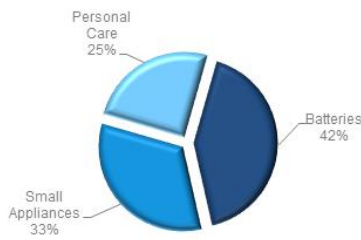


Spectrum Brands

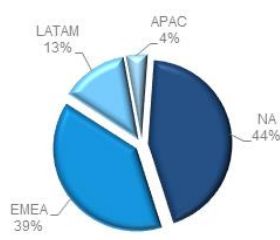
<p>Global Batteries & Appliances</p>		<h2 style="color: #0070c0; margin: 0;">Global Batteries & Appliances</h2> <p style="margin-top: 20px;">Steve Fraundorfer Sr. Vice President & General Manager</p>
<p>Pet, Home & Garden</p>		
<p>Hardware & Home Improvement</p>		
<p>Global Auto Care</p>		

Global Batteries & Appliances Overview

Net Sales By Product Category (TTM)



Net Sales By Geography (TTM)



Adjusted EBITDA Performance^(a)

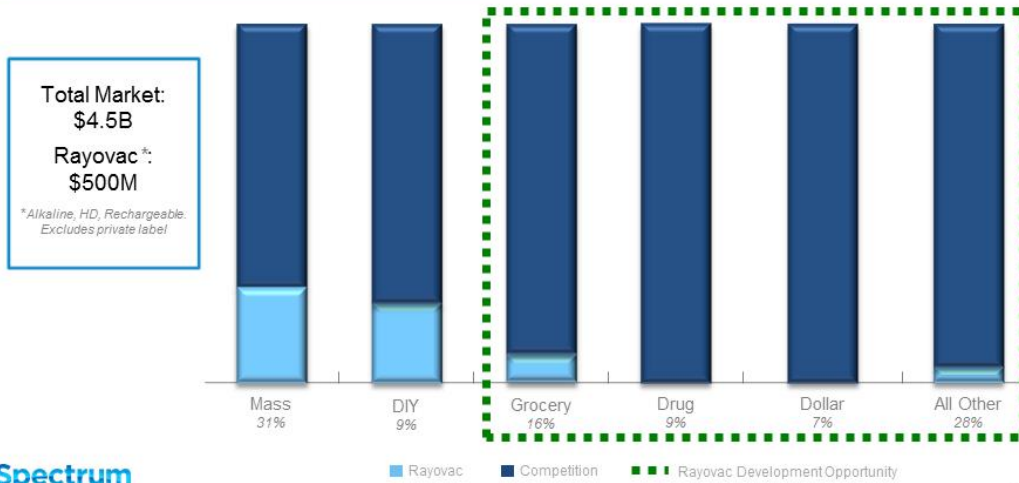


TTM Revenue \$2,043M; TTM Adj. EBITDA \$306M



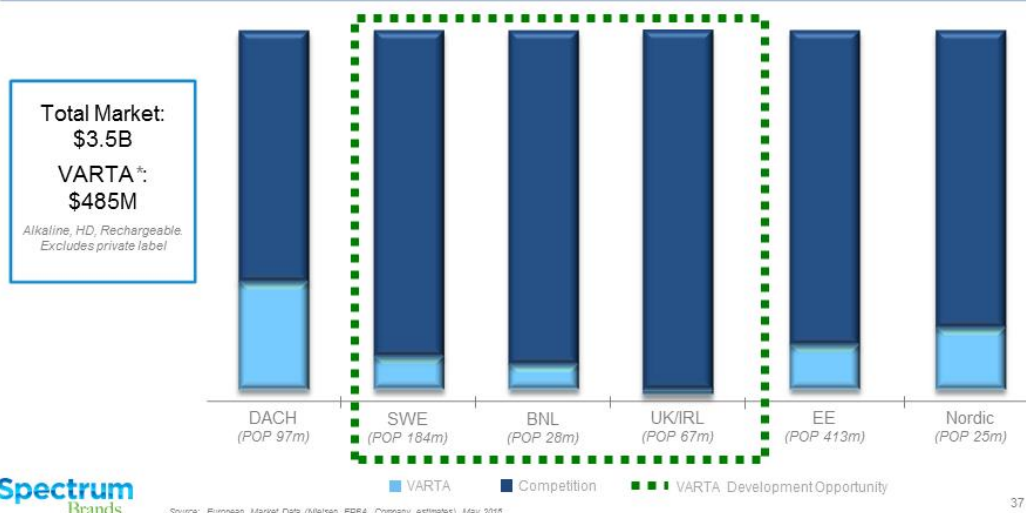
(a) FY15 and TTM include FX impacts of \$(67)M and \$(84)M, respectively.
Note: TTM reflects the trailing 12 months ended June 30, 2016

Battery Distribution Opportunities Expanding With Rayovac Into More Channels In North America



Source: Nielsen Scan & Panel Data, annual period ended June 2016
**includes private label supplies*

Additional Battery Distribution Opportunities Expanding With VARTA Into More Countries In Europe



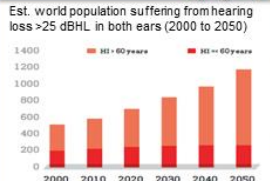



Rayovac Brand Initiatives More Investment Into Awareness And Performance

<p>Enhance Our Brand</p> <ul style="list-style-type: none"> Leverage our differentiated brand personality Contemporize our brand 	<p>Improve Packaging</p> <ul style="list-style-type: none"> Clarify product performance differences <p>Trade up story on back!</p>
<p>Invest In Technology</p> <ul style="list-style-type: none"> Continuously improve performance to maintain parity with leading brand <p><i>New & Improved!</i></p> <p><small>**AA ANSI average performance source of the data is Internal testing</small></p>	<p>Get The Word Out</p> <ul style="list-style-type: none"> Highlight our 110-year brand history Connect on social media with our target consumer

Rayovac Lights & Portable Power Complement Core Offerings And Drive Brand Awareness

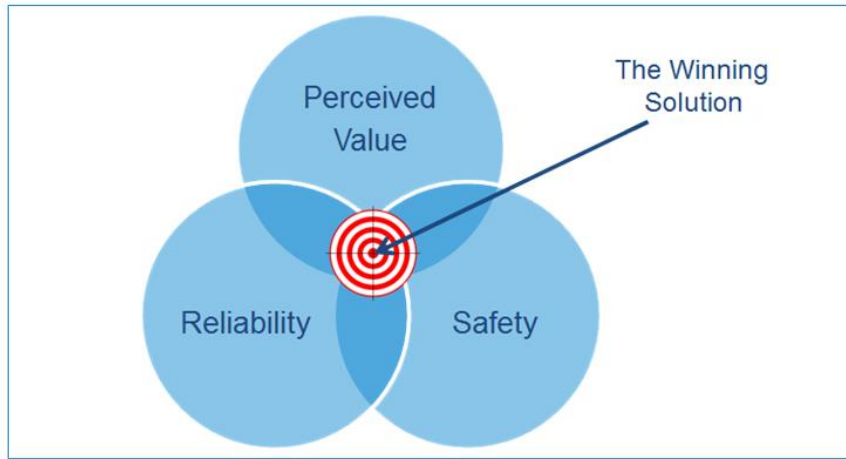
<h3>Hero Product Launches</h3>  <p>INDESTRUCTIBLE THE BEAST Power Protect™</p>	<h3>Media & Market Promotion</h3>  <p>Indestructible ABC news feature #IndestructibleStories Oprah Magazine</p>
<h3>Merchandising</h3>  <p>Clip strips Counter displays</p>	<h3>Online Outreach</h3>  <p>Review seeding with A+ content</p>

Hearing Aid Batteries Gaining Share In A Growing Market

<h3>Aging Population</h3> <p>Est. world population suffering from hearing loss >25 dBHL in both ears (2000 to 2050)</p>  <ul style="list-style-type: none"> Hearing loss increases with age Baby boomer generation is within the target demographic Teen hearing loss is steadily increasing 	<h3>Improved Technology & User Differentiation</h3>  <ul style="list-style-type: none"> High rate performance High humidity resistance Packaging ease of use Form factor specialization
<h3>Penetration</h3> <p>% of Population Over Age 65</p>  <ul style="list-style-type: none"> Developing markets are significantly under-penetrated Fittings becoming more "successful" Spectrum Brands is under-represented in LA and APAC regions 	<h3>Binaural Fitting</h3>  <ul style="list-style-type: none"> Currently low binaural fitting rates for Europe/Japan vs. the U.S. However, consumer affinity is growing, driven by technology, streaming, etc.

Personal Care And Small Appliances

Delivering Meaningful, Consumer-Focused Innovation Without Compromise



Spectrum Brands

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Small Electric Appliances

Providing Superior Value With Meaningful Innovation

Blenders	Toaster Ovens
 <ul style="list-style-type: none"> ▪ New blades shred ice into snow ▪ Quiet technology ▪ Mess-free serving 	 <ul style="list-style-type: none"> ▪ Save time - no preheat ▪ Cooks faster ▪ Expert results
Hair Care	Shave & Groom
 <ul style="list-style-type: none"> ▪ Better styling ▪ Longer lasting ▪ Optimized heating 	 <ul style="list-style-type: none"> ▪ Closer shave ▪ More comfort ▪ Increased flexibility

Spectrum Brands

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Small Electric Appliances

Multi-Channel/Country Strategy Enabled By Industrial Design & Technology

Toaster Ovens			Blenders		
					
Mass	Department	Premium	Mass	Department	Premium
Hair Care			Shavers		
					
Mass	Department	Premium	Mass	Department	Premium

Spectrum Brands

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Small Electric Appliances

Major Opportunities To Expand Into More Categories



Spectrum Brands

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E-Commerce

Increased Investment In Digital Marketing To Drive Awareness And Communicate Innovations



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What You Can Expect From Global Batteries & Appliances

- Continuous growth from expanding distribution in the U.S. and globally
- Apply design and technological innovation for price and channel differentiation
- Broaden product portfolio and expand into adjacent categories
- Increase digital marketing to drive brand awareness and consumer loyalty
- Leverage online channel to launch innovative, higher price point products

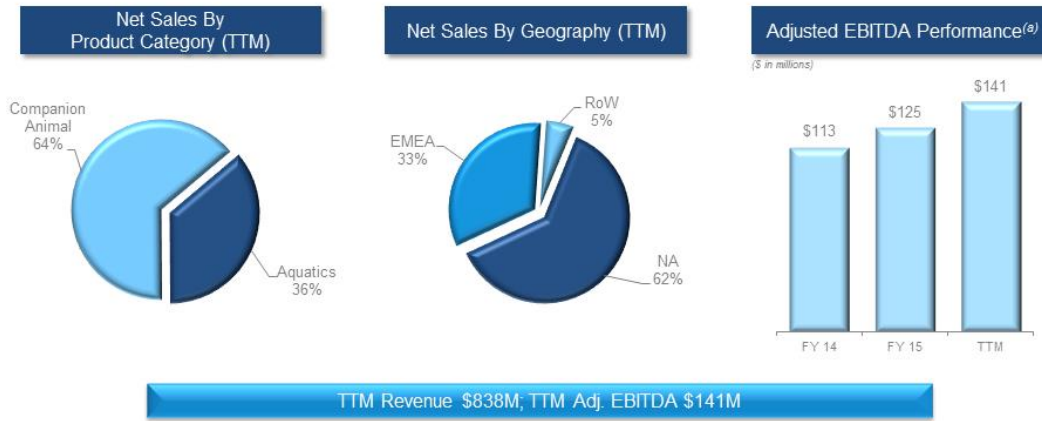
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Spectrum Brands

<p>Global Batteries & Appliances</p> <hr/> <p>Pet, Home & Garden</p> <hr/> <p>Hardware & Home Improvement</p> <hr/> <p>Global Auto Care</p>	<p>RAYOVAC VARTA GEORGE FOREMAN Russell Hobbs BLACK+DECKER REMINGTON</p> <hr/> <p>TetraO Crifit? Spectracide DINGO HOT SHOT NATURE'S MIRACLE</p> <hr/> <p>Kwikset BALDWIN WEISER National Hardware Pfister STANLEY</p> <hr/> <p>ARMOR-ALL AC PRO STP</p>	<h2 style="color: #0070c0; margin: 0;">Pet, Home & Garden</h2> <p>Randy Lewis Sr. Vice President & General Manager</p>
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Global Pet Supplies Overview



(B) FY14, FY15 and TTM include FX impacts of \$(1)M, \$(4)M and \$(2)M, respectively.
Note: TTM reflects the trailing 12 months ended June 30, 2016

An Improved Business Poised For Strategic Growth



Strong Portfolio Of Leading Brands

PET CARE

Premium performing products designed to allow pet parents to care for their pets, keeping them healthy and happy



Aquatics

Food, Water Care and Equipment for animals suitable for an aquarium



Chews & Care

Rawhide, Clean-Up, Grooming, Healthcare, Accessories and Small Animal Care



Dog & Cat Food

Dry and Wet Food for Dogs and Cats



Spectrum Brands

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New & Improved Product Growth Drivers

Companion Animal



Spectrum Brands

Dog & Cat Food

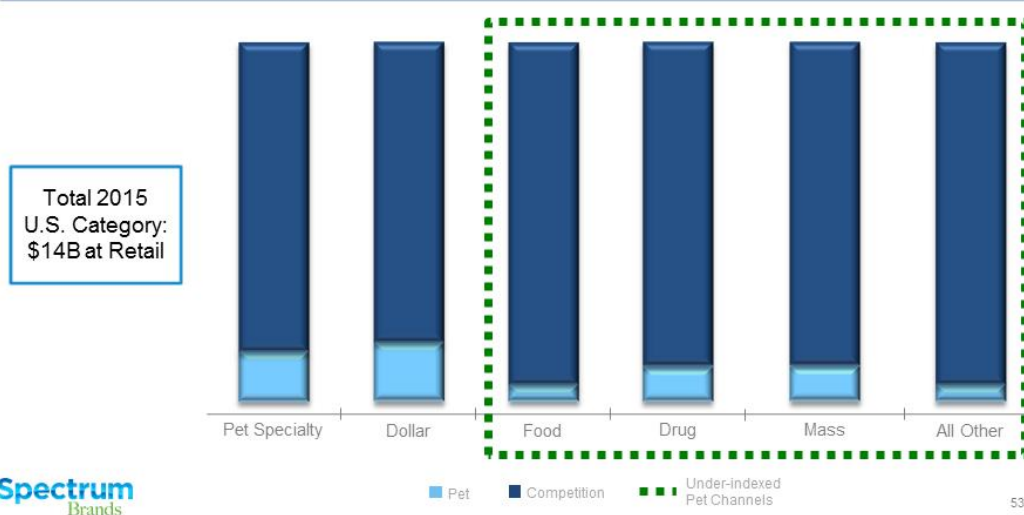


Aquatics



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Pet Channel Opportunities In The United States



Spectrum Brands

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Driving Chews & Treats Growth With Brand & Category Leadership

Best ▶ Digesteeze IAMS

Better ▶ Healthy Hide 8 in 1

Good ▶ DINGO

OPP ▶ HAPPY HIDES

- Speed to market
- Form factor flexibility
- Quality control
- FSMA compliant

Vertically Integrated Supply Chain


Spectrum Brands

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Reinventing Nature's Miracle To Drive Growth

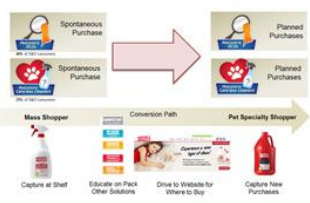
✓ Upgrading Products

- Overhauling formulations
- Improving communications
- Innovating usage and delivery




✓ Resetting Categories

- Expanding distribution
- Increasing awareness and trial
- Driving back to pet specialty



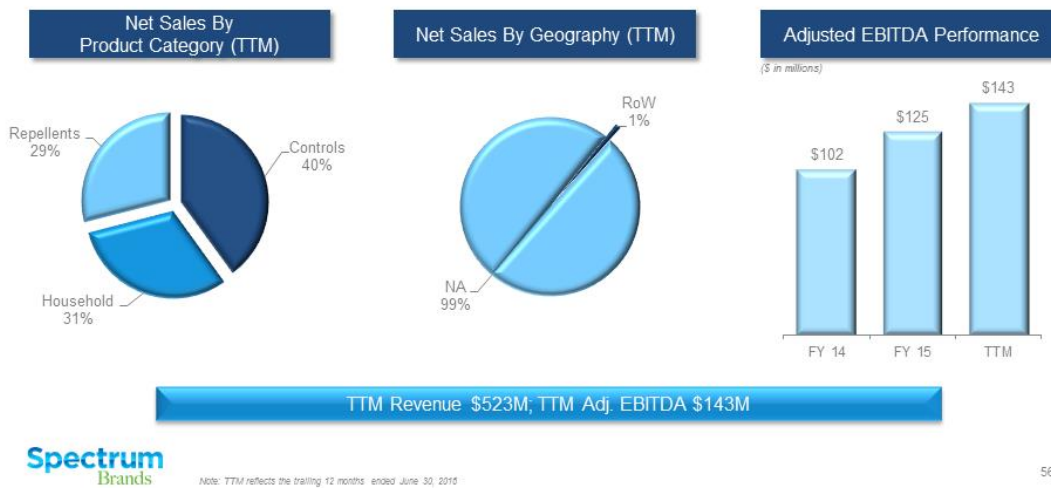
✓ Retooling Marketing

- Connecting with new users
- Telling our "trust" story
- Converting to loyalists







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Home & Garden Overview



Strong Portfolio of Recognized Brands

<p>HOME & GARDEN</p>	<p>Pesticides as defined by FIFRA^(a) include Insecticides, Herbicides, Fungicides, Repellents & Rodenticides)</p>	
<p>Controls</p>	<p>Outdoor pesticides used to control insects, weeds and animals around the home</p>	
<p>Household</p>	<p>Indoor pesticides used to control insects and rodents inside the home</p>	
<p>Repellents</p>	<p>Personal use pesticides used to repel mosquitoes and ticks</p>	

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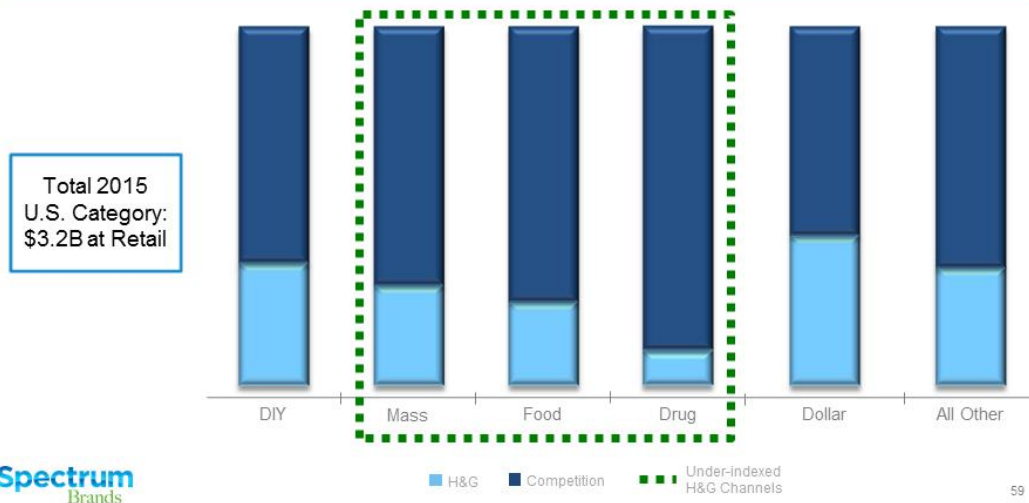
(a) Federal Insecticide, Fungicide, and Rodenticide Act (FIFRA) provides EPA with the authority to oversee the sale and use of pesticides. However, because FIFRA does not fully preempt state/federal or local law, each state/federal and local government may also regulate pesticide use.

New & Improved Product Growth Drivers

Repellents	Outdoor Controls	Household
		

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Home & Garden Channel Opportunities In The United States



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The Answer To Consumer Needs

Give Them **MORE** of What They Want...

-Better Access-



-Better Value-



-Better Experience-



-Better Results-



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Protecting You And Your Family With Cutter

		
<p>VALUE</p> <p>Provide consumers with value pricing, combo packs and coupon offers</p>	<p>VISIBILITY</p> <p>Draw attention at retail through compelling off-shelf displays and educational materials</p>	<p>PROMOTION</p> <p>Promote the brand in venues where consumers are looking for protection</p>

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Expanding The Black Flag Brand

		
<p>STRENGTHEN</p> <p>Modernize brand imagery and delivery systems to reflect premium position</p>	<p>EXPAND</p> <p>Expand into outdoor chemicals, with premium efficacy that trades consumers up</p>	<p>PROMOTE</p> <p>Comprehensive traditional and digital media campaign to drive awareness for Black Flag and its new products</p>

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Leveraging Spectrum First To Expand Beyond United States Market



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What You Can Expect From Pet, Home & Garden

- Winning with **strong brands** and a strong **innovation engine**
- Leveraging vertically-integrated, **lowest-cost** supply chain
- Investing in **capacity** to **drive productivity** and growth
- **Consistent history** of highly profitable growth in the **H&G** business
- **Solid investments** to return **Pet business** to profitable growth

1. Strategic Overview & Growth Initiatives	Andreas Rouvé
2. Global Auto Care	Guy Andrysick
3. Global Batteries & Appliances	Steve Fraundorfer
4. Pet, Home & Garden	Randy Lewis
5. Hardware & Home Improvement	Phil Szuba
6. Financial Update	Doug Martin
7. Q&A Session	All



Spectrum

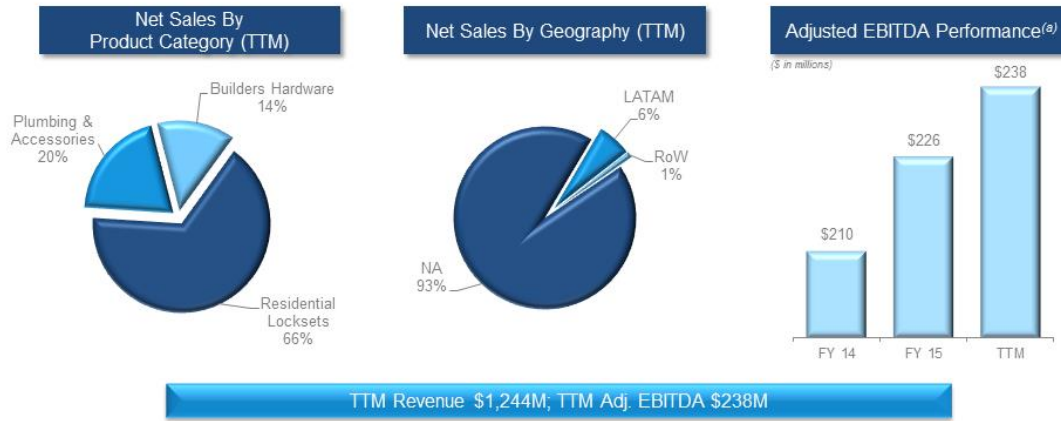
Brands

<p>Global Batteries & Appliances</p>	
<p>Pet, Home & Garden</p>	
<p>Hardware & Home Improvement</p>	
<p>Global Auto Care</p>	

Hardware & Home Improvement

Phil Szuba
Sr. Vice President & General Manager

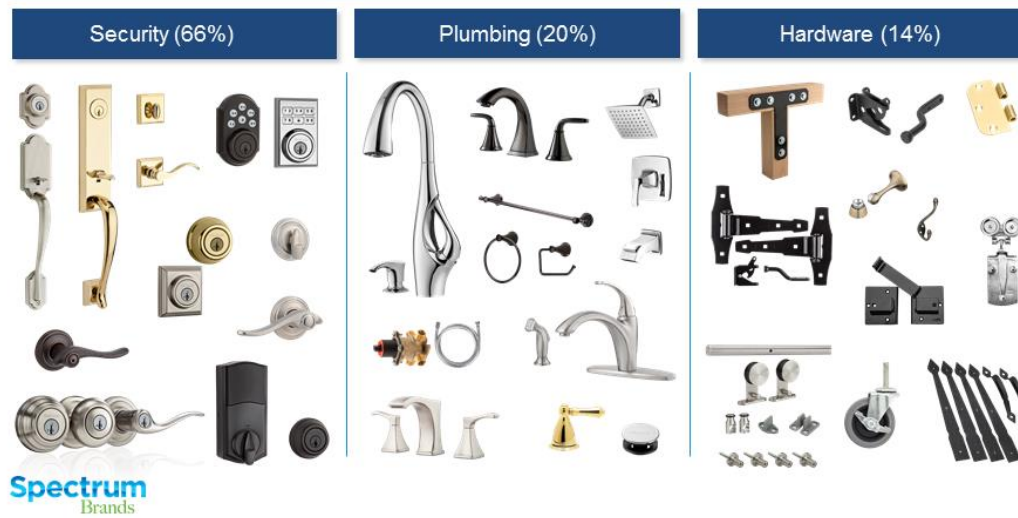
Hardware & Home Improvement Overview



(B) FY14, FY15 and TTM include Fix Impacts of \$(10)M, \$(3)M and \$(1)M, respectively.
Note: TTM reflects the trailing 12 months ended June 30, 2016

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Hardware & Home Improvement – Product Categories



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Great Brands, Market-Leading Positions, Compelling Value Propositions

Kwikset
 Est. 1946
 #1 U.S. lock brand
Kwikset - Made for the world you live in!

National Hardware
 Est. 1901
 #1 U.S. Builders Hardware brand
National - The most trusted brand in hardware!

Pfister
 Est. 1910
 Pfister - the people's choice for great design & quality at the best value
Faucets done right - Let our confidence inspire yours!

WEISER
 Est. 1904
 Canada's #1 lock brand
Weiser - Security & Innovation since 1904!

BALDWIN
 Est. 1946
 #1 brand in luxury hardware
Baldwin - 70 Years Bold!

Tell
 Manufacturing, Inc.
 Est. 1986
 #1 commercial hardware retail brand
Tell - The Retailers Choice!

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How Our Brands Reach Our Customers And Consumers



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Market-Leading Growth In Electronics And IoT - Locksets

kēvo 2

Control4 CRESTRON

ICIS LOWE'S vivint.

Works with Apple HomeKit

Google EAVE

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Growth – Commercial Hardware Expansion

THE HOME DEPOT

Your other Warehouse

LOWE'S

INTERLINE

Orchard SUPPLY HARDWARE

amazon

Spectrum Brands

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Growth – Multifamily And Wholesale



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International Growth

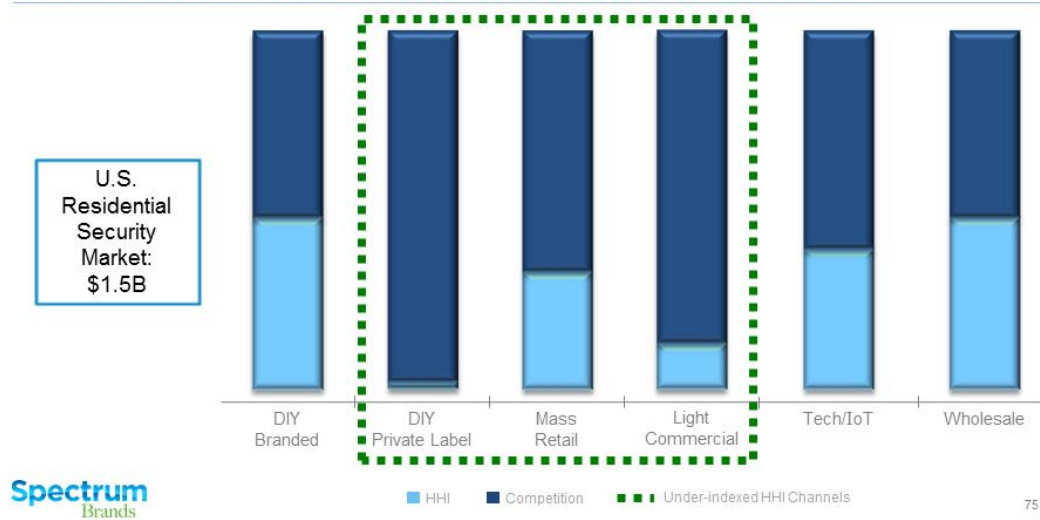
Large Market Opportunity Focused On Americas

		Situation	Focus
CANADA	WEISER BALDWIN Pfister Tell	<ul style="list-style-type: none"> • Strong anchor brand • Strong margins • Strong Tell growth opportunity 	<ul style="list-style-type: none"> • Grow Tell retail and wholesale • Leverage in other brands with “more, more, more...”
LATAM	GEO (BLACK+DECKER) Kwikset Pfister Tell	<ul style="list-style-type: none"> • Large, profitable sales base • Fragmented market • Low HHI brand share 	<ul style="list-style-type: none"> • Continue effective greenfield growth • Tell growth • Gain scale through acquisition



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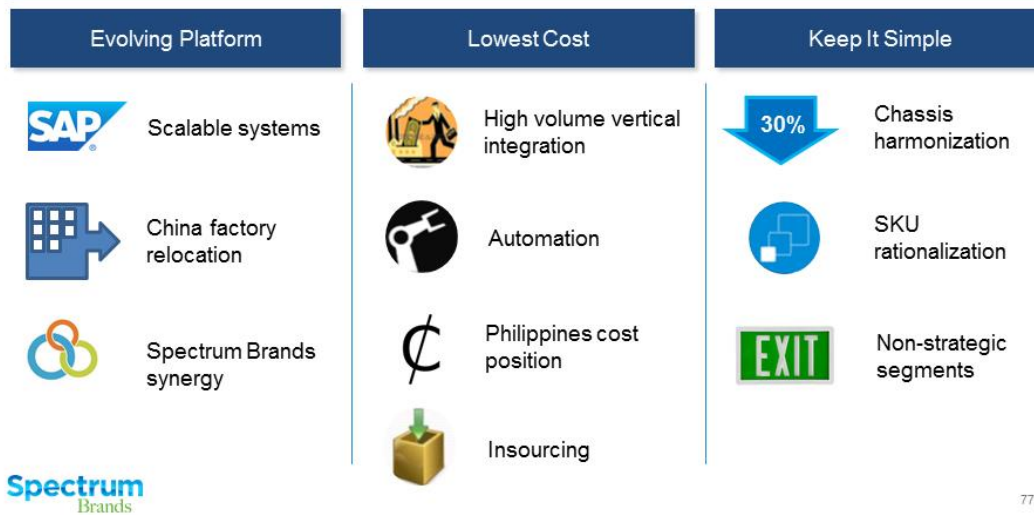
Security – Clear Channel Opportunities In The United States



White Space – Extending Share Positions



Continuous Improvement Drives Value



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What You Can Expect From Hardware & Home Improvement

- Winning with **#1 brands** and a strong **innovation** engine
- Leveraging vertically-integrated, **lowest-cost** supply chain
- Growing with **strong markets** in housing and electronics
- **Growth opportunities** in accessible but under-indexed markets
- Track record of strong, consistent **sales and EBITDA growth** that will continue

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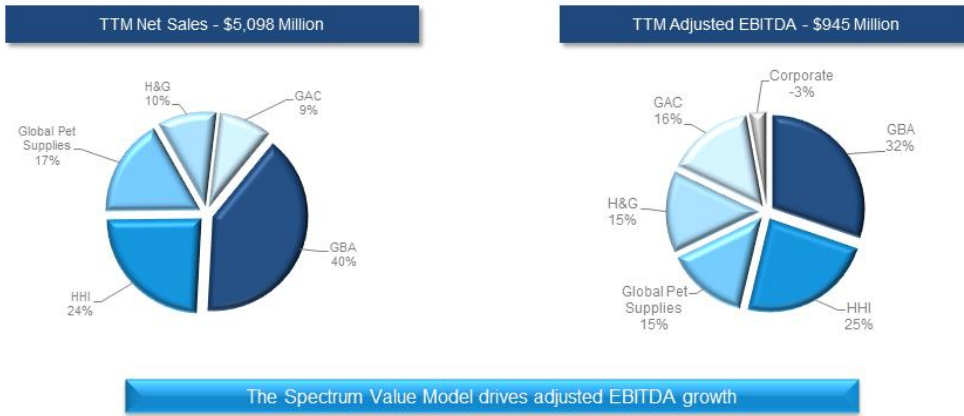


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Brands

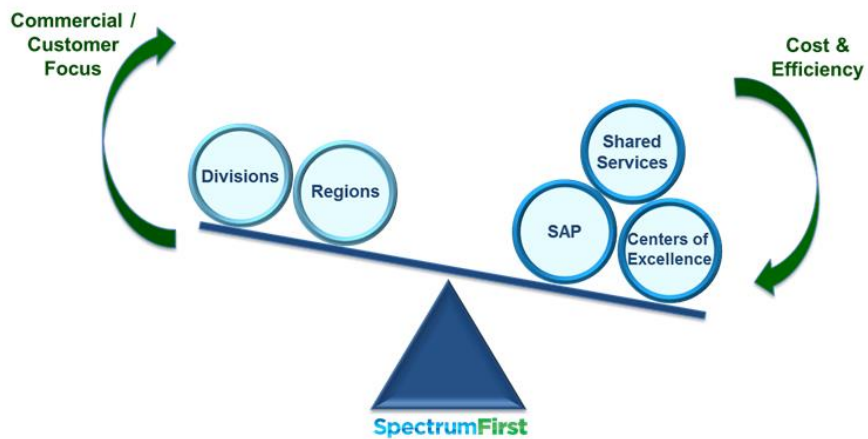
<p>Global Batteries & Appliances</p> <hr/> <p>Pet, Home & Garden</p> <hr/> <p>Hardware & Home Improvement</p> <hr/> <p>Global Auto Care</p>	<p>RAYOVAC VARTA GEORGE FOREMAN Russell Hobbs BLACK+DECKER REMINGTON</p> <hr/> <p>TetraO Orbitz Spectracide DINGO HOT SHOT NATURE'S MIRACLE</p> <hr/> <p>Kwikset BALDWIN WEISER National Hardware Pfister STANLEY</p> <hr/> <p>ARMORALL AC PRO STP</p>	<h2 style="color: blue;">Financial Overview</h2> <p>Doug Martin Executive Vice President & Chief Financial Officer</p>
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We Have A Strong, Well-Balanced Portfolio Of Categories



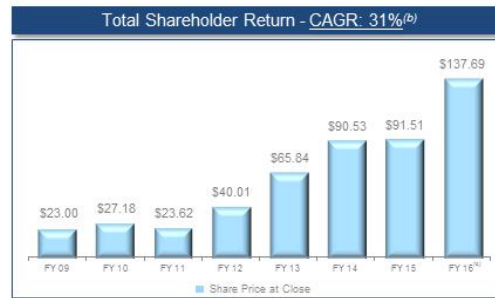
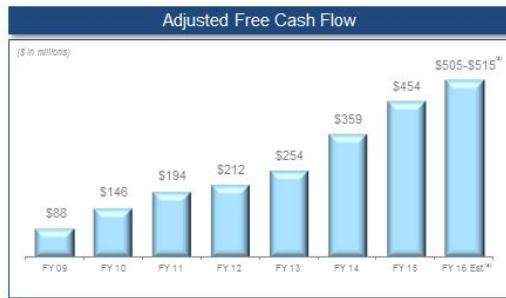
Note: TTM reflects the trailing 12 months ended June 30, 2016

Global Shared Services Are Efficient & Scalable



We Drive Sustainable Free Cash Flow And Shareholder Returns

- Strong and expanding EBITDA
- Opportunity for further working capital improvement
- Modest capital requirements

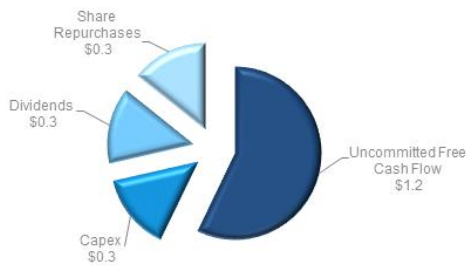


(a) As of October 12, 2016, the Company expects to generate record adjusted free cash flow of \$816 million in FY16.
 (b) Share price plus reinvested dividends from September 30, 2009 to September 30, 2016.
 (c) Prices as at September 30, 2016—end of FY16 Q4.

Anticipated Future Cash Flow Results In Additional Value Creation Flexibility

2016-2018 Operating Cash Flow = ~\$2.1 Billion

(\$ in millions)



Uncommitted Cash Optionality

- Pay down debt
- Acquisitions
- Share repurchases
- Further increase dividends



Note: Management is not committing itself to the above illustration of our potential generation and use of future cash flows but is showing the flexibility the Company has to create further value from its anticipated continued path of growing free cash flow.

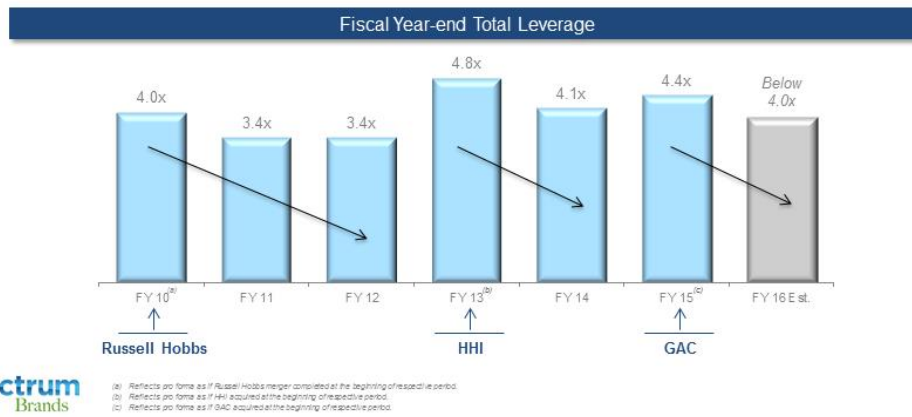
Supporting Growth Through Synergistic Bolt-On Acquisitions

Global Pet Supplies	Home & Garden	Hardware & Home Improvement	Global Auto Care
   	  	 	  

Spectrum Brands continually evaluates synergistic, bolt-on acquisitions to expand its product lines, extend market penetration and grow its geographic footprint

Successful Track Record Of Delevering After Acquisitions

- Strong free cash flow used to manage capital structure and drive value
- Proven integrator – Russell Hobbs, HHI, FURminator, Black Flag/TAT, Tong Lung, Liquid Fence, Tell, Salix, IAMS/Eukanuba, Global Auto Care



We Have A Strong Capital Structure



Summary

- Stable, non-discretionary product categories
- Strong innovation pipeline
- Global infrastructure and investment to support above market growth
- Strong financial profile
- Focus on sustainable EBITDA and free cash flow growth

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Notes



Notes



Notes



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