
**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):

May 12, 2009 (May 12, 2009)

SPECTRUM BRANDS, INC.

(Exact name of registrant as specified in its charter)

Wisconsin
(State or Other Jurisdiction of Incorporation)

001-13615
(Commission File Number)

22-2423556
(IRS Employer Identification Number)

Six Concourse Parkway, Suite 3300
Atlanta, Georgia
(Address of Principal Executive Offices)

30328
(Zip Code)

(770) 829-6200
(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 7.01. Regulation FD Disclosure.

On February 3, 2009, Spectrum Brands, Inc. (the "Company") announced that it and its United States subsidiaries (together with the Company, collectively, the "Debtors") had filed voluntary petitions in the United States Bankruptcy Court for the Western District of Texas (the "Bankruptcy Court") seeking reorganization relief under the provisions of Chapter 11 of Title 11 of the United States Code. The Chapter 11 cases are being jointly administered by the court as Case No. 09-50456 (the "Bankruptcy Cases").

In connection with the Bankruptcy Cases, the Debtors, as previously announced, filed an amended plan of reorganization and related disclosure statement with the Bankruptcy Court, which disclosure statement included certain financial projections. These financial projections were furnished to the Securities and Exchange Commission on a Current Report on Form 8-K filed on April 15, 2009. On May 12, 2009, the Debtors further revised the schedules titled "GAAP Reconciliation to Net Income" and "GAAP Reconciliation to Net Income (Monthly)" to the financial projections and submitted the updated schedules to the Bankruptcy Court. The revisions do not reflect any change in assumptions about the strength of the Company's operations or the performance of any of its businesses. Projected EBITDA remains unchanged from the previous disclosures. The further updated schedules are furnished hereto as Exhibit 99.1.

The financial projections were not prepared with a view toward compliance with published guidelines of the Securities and Exchange Commission or the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of prospective financial information, including, without limitation, the American Institute of Certified Public Accountants' Statement of Position 90-7, Financial Reporting by Entities in Reorganization Under the Bankruptcy Code. Unless otherwise noted, the financial projections were not prepared in accordance with generally accepted accounting principles.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Spectrum Brands, Inc. Updated Financial Projection Schedules

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: May 12, 2009

SPECTRUM BRANDS, INC.

By: /s/ Anthony L. Genito

Name: Anthony L. Genito

Title: Executive Vice President,
Chief Financial Officer and
Chief Accounting Officer

EXHIBIT INDEX

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GAAP Reconciliation to Net Income

(US\$ millions)	FYE September 30,				
	2009E	2010E	2011E	2012E	2013E
EBITDA	\$ 285	\$ 332	\$ 342	\$ 358	\$ 374
Growing Products Operations	20	0	0	0	0
Adjusted EBITDA	\$ 305	\$ 332	\$ 342	\$ 358	\$ 374
Depreciation & Amortization	(60)	(59)	(59)	(59)	(59)
Interest expense	(146)	(138)	(117)	(121)	(107)
Growing Products Shutdown ⁽¹⁾	(34)	0	0	0	0
Growing Products Operations ⁽²⁾	(20)	0	0	0	0
Tax expense	(16)	(47)	(58)	(62)	(73)
Net Income	\$ 30	\$ 88	\$ 107	\$ 115	\$ 135
IPI Selic	8	0	0	0	0
Restructuring & related charges	(43)	(7)	(3)	(3)	(3)
Reorganization Items, net ⁽³⁾	436	0	0	0	0
Growing Products Shutdown ⁽⁴⁾	(31)	0	0	0	0
Interest Expense ⁽⁵⁾	(20)	(20)	(20)	(20)	(20)
Tax expense ⁽⁶⁾	12	2	1	1	1
GAAP Net Income (Loss)	\$ 392	\$ 63	\$ 85	\$ 94	\$ 113

- Notes:**
- (1) Includes Inventory Impairment and Hedges of \$34 in 2009E.
 - (2) Represents loss from operations related to the Growing Products business from October 1, 2008 through March 29, 2009.
 - (3) Represents gain on cancellation of debt of \$515, professional fees of \$59, write off of deferred fees of \$11 and provision for rejection of leases of \$9.
 - (4) Represent remaining shutdown costs, PP&E and Intangible asset impairments, related to Growing Products.
 - (5) Represents remaining accrued interest associated with debt amortization.
 - (6) Assumes normalized effective tax rate of 35% on IPI Selic and Restructuring and related charges.

GAAP Reconciliation to Net Income (Monthly)

(US\$ millions)	FYE 2009									
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sept	
EBITDA	\$ 14	\$ 3	\$ 25	\$ 29	\$ 31	\$ 41	\$ 26	\$ 25	\$ 45	
Growing Products Operations	5	3	5	-	-	-	-	-	-	
Adjusted EBITDA	\$ 19	\$ 6	\$ 30	\$ 29	\$ 31	\$ 41	\$ 26	\$ 25	\$ 45	
Depreciation & Amortization	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	
Interest expense	(12)	(1)	(2)	(2)	(2)	(2)	(45)	(11)	(11)	
Growing Products Shutdown ⁽¹⁾	1	(0)	5	-	-	-	-	-	-	
Growing Products Operations ⁽²⁾	(5)	(3)	(5)	-	-	-	-	-	-	
Tax expense	1	1	(8)	(8)	(8)	(12)	8	(3)	(10)	
Net Income	\$ (2)	\$ (2)	\$ 15	\$ 14	\$ 15	\$ 22	\$ (16)	\$ 6	\$ 19	
IPI Selic	0	1	1	0	0	1	0	0	0	
Restructuring & related charges	(2)	(9)	(5)	(1)	(1)	(1)	(1)	(1)	(1)	
Reorganization items, net ⁽³⁾	-	-	(22)	(10)	(10)	(10)	489	-	-	
Growing Products Shutdown ⁽⁴⁾	(9)	(1)	0	-	-	-	-	-	-	
Interest expense ⁽⁵⁾	(8)	(14)	(5)	(8)	(8)	(10)	34	-	-	
Tax expense ⁽⁶⁾	1	3	2	0	0	0	0	0	0	
GAAP Net Income (Loss)	\$ (20)	\$ (22)	\$ (15)	\$ (5)	\$ (3)	\$ 2	\$ 507	\$ 5	\$ 18	

- Notes:**
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