

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.</u> (Last) (First) (Middle) C/O INTERNATIONAL FUND SERVICES LIMITED THIRD FL, BISHOP'S SQUARE REDMOND'S HILL (Street) DUBLIN L2 00000 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/16/2010	3. Issuer Name and Ticker or Trading Symbol <u>Spectrum Brands Holdings, Inc. [SPB]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock (par value \$0.01 per share)	25,569,736	D ⁽¹⁾⁽²⁾⁽³⁾⁽¹⁰⁾⁽¹¹⁾	
Common Stock (par value \$0.01 per share)	5,203,312	D ⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽¹⁰⁾⁽¹¹⁾	
Common Stock (par value \$0.01 per share)	2,110,642	D ⁽⁷⁾⁽⁸⁾⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*
HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.
 (Last) (First) (Middle)
 C/O INTERNATIONAL FUND SERVICES LIMITED
 THIRD FL, BISHOP'S SQUARE REDMOND'S HILL
 (Street)
 DUBLIN L2 00000
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
HARBINGER CAPITAL PARTNERS LLC
 (Last) (First) (Middle)
 450 PARK AVENUE, 30TH FLOOR
 (Street)
 NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
HARBINGER CAPITAL PARTNERS SPECIAL

SITUATIONS FUND, L.P.

(Last) (First) (Middle)

450 PARK AVENUE, 30TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP, LLC

(Last) (First) (Middle)

450 PARK AVENUE, 30TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

GLOBAL OPPORTUNITIES BREAKAWAY LTD.

(Last) (First) (Middle)

MAPLES CORPORATE SERVICES LIMITED
PO BOX 309, UGLAND HOUSE

(Street)

GRAND CAYMAN E9 KY1-1104

(City) (State) (Zip)

1. Name and Address of Reporting Person*

HARBINGER CAPITAL PARTNERS II LP

(Last) (First) (Middle)

450 PARK AVENUE, 30TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

HARBINGER CAPITAL PARTNERS II GP LLC

(Last) (First) (Middle)

450 PARK AVENUE, 30TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

HARBINGER HOLDINGS, LLC

(Last) (First) (Middle)

450 PARK AVENUE, 30TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

FALCONE PHILIP

(Last) (First) (Middle)

450 PARK AVENUE, 30TH FLOOR

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

Explanation of Responses:

1. These shares of the Issuer's common stock, par value \$0.01 per share (the "Shares") are owned by Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"), which is a Reporting Person.
2. These Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners LLC ("Harbinger LLC"), the investment manager of the Master Fund; Harbinger Holdings, LLC ("Harbinger Holdings"), the manager of Harbinger LLC; and Philip Falcone, the managing member of Harbinger Holdings and the portfolio manager of the Master Fund.
3. Each Reporting Person listed in Footnote 2 disclaims beneficial ownership of the Shares except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
4. These Shares are owned by Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund"), which is a Reporting Person.
5. These Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners Special Situations GP, LLC ("HCPSS"), the general partner of the Special Situations Fund; Harbinger Holdings, the managing member of HCPSS; and Philip Falcone, the managing member of Harbinger Holdings and the portfolio manager of the Special Situations Fund.
6. Each Reporting Person listed in Footnote 5 disclaims beneficial ownership of the Shares except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
7. These Shares are owned by Global Opportunities Breakaway Ltd. (the "Breakaway Fund"), which is a Reporting Person.
8. These Shares may be deemed to be indirectly beneficially owned by the following: Harbinger Capital Partners II LP ("HCP II"), the investment manager of the Breakaway Fund; Harbinger Capital Partners II GP LLC ("HCP GP II"), the general partner of HCP II; and Philip Falcone, the managing member of HCP II GP and the portfolio manager of the Breakaway Fund.
9. Each Reporting Person listed in Footnote 9 disclaims beneficial ownership of the Shares except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
10. Pursuant to the terms of the Agreement and Plan of Merger (as amended, the "Merger Agreement"), dated February 9, 2010, by and among the Issuer, Spectrum Brands, Inc. ("Spectrum"), Russell Hobbs, Inc. ("Russell Hobbs"), Battery Merger Corp. ("Battery Sub") and Grill Merger Corp. ("Grill Sub"), on June 16, 2010, (i) Battery Sub merged with and into Spectrum and (ii) Grill Sub merged with and into Russell Hobbs (together, such mergers, the "Mergers"). As a result of the Mergers, each of Spectrum and Russell Hobbs became a wholly-owned subsidiary of the Issuer.
11. Pursuant to the terms of the Merger Agreement, at the effective time of the Mergers, (i) the shares of the Spectrum's common stock were canceled and converted into the right to receive the Shares, and (ii) the shares of Russell Hobbs common stock and preferred stock were canceled and converted into the right to receive the Shares. The Shares reported herein as beneficially owned by the Reporting Persons were acquired pursuant to the Mergers.

Remarks:

(+) The Reporting Persons may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. Each Reporting Person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by the Reporting Person. This report shall not be deemed an admission that such Reporting Person is a member of a group or the beneficial owner of any securities not directly owned by such Reporting Person. Mr. David M. Maura and Ms. Robin Roger serve on the board of directors of the Issuer. Mr. Maura is a Vice President and Director of Investments of Harbinger LLC and Ms. Roger is the General Counsel and Managing Director of Harbinger LLC. As a result, the Reporting Persons may be deemed directors of the Issuer by deputization.

[Harbinger Capital Partners Master Fund I, Ltd.\(+\) By: Harbinger Capital Partners LLC By: Harbinger Holdings, LLC, Manager By: /s/ Philip Falcone](#) [06/18/2010](#)

[Harbinger Capital Partners LLC\(+\) By: Harbinger Holdings, LLC, Manager By: /s/ Philip Falcone](#) [06/18/2010](#)

[Harbinger Capital Partners Special Situations Fund, L.P. \(+\) By: Harbinger Capital Partners Special Situations GP, LLC By: Harbinger Holdings, LLC, Managing Member By: /s/ Philip Falcone](#) [06/18/2010](#)

[Harbinger Capital Partners Special Situations GP, LLC\(+\) By: Harbinger Holdings, LLC, Managing Member By: /s/ Philip Falcone](#) [06/18/2010](#)

[Global Opportunities Breakaway Ltd. \(+\) By: Harbinger Capital Partners II LP By: Harbinger Capital Partners II GP LLC, General Partner By: /s/ Philip Falcone](#) [06/18/2010](#)

[Harbinger Capital Partners II LP \(+\) By: Harbinger Capital Partners II GP LLC, General Partner By: /s/ Philip Falcone](#) [06/18/2010](#)

[Harbinger Capital Partners II GP LLC\(+\) By: /s/ Philip Falcone](#) [06/18/2010](#)

[Harbinger Holdings, LLC\(±\) By: /s/ Philip Falcone](#) [06/18/2010](#)

/s/ Philip Falcone

06/18/2010

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.