

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): March 28, 2012

**SPECTRUM BRANDS HOLDINGS, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34757**  
(Commission File No.)

**27-2166630**  
(IRS Employer  
Identification No.)

**601 Rayovac Drive**  
**Madison, Wisconsin 53711**  
(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))
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Item 1.02      Termination of a Material Definitive Agreement

On March 29, 2012, the subsidiary of Spectrum Brands Holdings, Inc., Spectrum Brands, Inc. (“Spectrum”), announced the satisfaction and discharge of the indenture governing its 12% Senior Subordinated Toggle Notes due 2019 (the “Notes”).

Interested parties should read Spectrum’s announcements and public filings regarding the Notes.

Item 8.01      Other Events

In addition, on March 29, 2012 Spectrum announced the expiration of its previously disclosed tender offer for the Notes at midnight, New York City time, on March 28, 2012.

Interested parties should read Spectrum’s announcements and public filings regarding the tender offer.

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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/ Nathan Fagre

Name: Nathan Fagre

Title: General Counsel and Secretary

Dated: March 29, 2012

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