

FALCONE PHILIP  
Form 3  
June 18, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.</p> <p>(Last) (First) (Middle)</p> <p>C/O INTERNATIONAL FUND SERVICES LIMITED,Â THIRD FL, BISHOP'S SQUARE REDMOND'S HILL</p> <p>(Street)</p> <p>DUBLIN,Â L2Â 00000</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/16/2010</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Spectrum Brands Holdings, Inc. [SPB]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X___ 10% Owner ___ Officer ___X___ Other (give title below) (specify below) See Remarks</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person</p>
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**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 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(10)</u> <u>(11)</u>	Â
Common Stock (par value \$0.01 per share)	5,203,312	D <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(10)</u> <u>(11)</u>	Â
Common Stock (par value \$0.01 per share)	2,110,642	D <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>	Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not**

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**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 of Derivative Security: 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			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. C/O INTERNATIONAL FUND SERVICES LIMITED THIRD FL, BISHOP'S SQUARE REDMOND'S HILL DUBLIN, L2 0000	^	^ X	^	See Remarks
HARBINGER CAPITAL PARTNERS LLC 450 PARK AVENUE, 30TH FLOOR NEW YORK, NY 10022	^	^ X	^	See Remarks
HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. 450 PARK AVENUE, 30TH FLOOR NEW YORK, NY 10022	^	^ X	^	See Remarks
HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP, LLC 450 PARK AVENUE, 30TH FLOOR NEW YORK, NY 10022	^	^ X	^	See Remarks
GLOBAL OPPORTUNITIES BREAKAWAY LTD. MAPLES CORPORATE SERVICES LIMITED PO BOX 309, UGLAND HOUSE GRAND CAYMAN, E9 KY1-1104	^	^ X	^	See Remarks
HARBINGER CAPITAL PARTNERS II LP 450 PARK AVENUE, 30TH FLOOR NEW YORK, NY 10022	^	^ X	^	See Remarks
HARBINGER CAPITAL PARTNERS II GP LLC 450 PARK AVENUE, 30TH FLOOR NEW YORK, NY 10022	^	^ X	^	See Remarks
HARBINGER HOLDINGS, LLC 450 PARK AVENUE, 30TH FLOOR NEW YORK, NY 10022	^	^ X	^	See Remarks
	^	^ X	^	

FALCONE PHILIP  
450 PARK AVENUE, 30TH FLOOR  
NEW YORK, NY 10022

See  
Remarks

## Signatures

Harbinger Capital Partners Master Fund I, Ltd.(+) By: Harbinger Capital Partners LLC By: Harbinger Holdings, LLC, Manager By: /s/ Philip Falcone	06/18/2010
**Signature of Reporting Person	Date
Harbinger Capital Partners LLC(+) By: Harbinger Holdings, LLC, Manager By: /s/ Philip Falcone	06/18/2010
**Signature of Reporting Person	Date
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
**Signature of Reporting Person	Date
Harbinger Capital Partners Special Situations GP, LLC(+) By: Harbinger Holdings, LLC, Managing Member By: /s/ Philip Falcone	06/18/2010
**Signature of Reporting Person	Date
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
**Signature of Reporting Person	Date
Harbinger Capital Partners II LP (+) By: Harbinger Capital Partners II GP LLC, General Partner By: /s/ Philip Falcone	06/18/2010
**Signature of Reporting Person	Date
Harbinger Capital Partners II GP LLC (+) By: /s/ Philip Falcone	06/18/2010
**Signature of Reporting Person	Date
Harbinger Holdings, LLC(+) By: /s/ Philip Falcone	06/18/2010
**Signature of Reporting Person	Date
/s/ Philip Falcone	06/18/2010
**Signature of Reporting Person	Date

## Explanation of Responses:

- \* 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).
- (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.  
  
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.
  - (2) 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.
  - (3) These Shares are owned by Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund"), which is a Reporting Person.
  - (4)

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(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.

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#### Remarks:

(+)Â TheÂ ReportingÂ PersonsÂ mayÂ beÂ deemedÂ toÂ beÂ membersÂ ofÂ aÂ "group"Â forÂ purposesÂ ofÂ theÂ Secu  
Â amended.Â EachÂ ReportingÂ PersonÂ disclaimsÂ beneficialÂ ownershipÂ ofÂ anyÂ securitiesÂ deemedÂ toÂ beÂ own  
Â directlyÂ ownedÂ byÂ theÂ ReportingÂ Person.Â ThisÂ reportÂ shallÂ notÂ beÂ deemedÂ anÂ admissionÂ thatÂ such  
Â ofÂ aÂ groupÂ orÂ theÂ beneficialÂ ownerÂ ofÂ anyÂ securitiesÂ notÂ directlyÂ ownedÂ byÂ suchÂ ReportingÂ Perso

Mr.Â DavidÂ M.Â MauraÂ andÂ Ms.Â RobinÂ RogerÂ serveÂ onÂ theÂ boardÂ ofÂ directorsÂ ofÂ theÂ Issuer.Â Â Mr.Â  
DirectorÂ ofÂ InvestmentsÂ ofÂ HarbingerÂ LLCÂ andÂ Ms.Â RogerÂ isÂ theÂ GeneralÂ CounselÂ andÂ ManagingÂ Di  
AsÂ aÂ result,Â theÂ ReportingÂ PersonsÂ mayÂ beÂ deemedÂ directorsÂ ofÂ theÂ IssuerÂ byÂ deputization.

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

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