

FALCONE PHILIP
Form 4
January 10, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person
HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

(Last) (First) (Middle)

C/O INTERNATIONAL FUND SVS. (IRELAND) LT, 78 SIR JOHN ROGERSON'S QUAY

(Street)

DUBLIN 2, L2 00000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Spectrum Brands Holdings, Inc. [SPB]

3. Date of Earliest Transaction (Month/Day/Year)
01/06/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)

*See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock (par value \$0.01 per share) | 01/06/2012 | | P | | 6,100 A \$ 28.17 (1) | 27,922,408 I | See footnotes (2) (3) (4) (5) |
| Common Stock (par value \$0.01 per share) | 01/09/2012 | | P | | 14,100 A \$ 28.25 (6) | 27,936,508 I | See footnotes (2) (3) (4) (5) |

| | | | | | | | | |
|---|------------|---|--------|---|---------------------|------------|-----------------------|-------------------------------------|
| Common Stock (par value \$0.01 per share) | 01/10/2012 | P | 12,900 | A | \$ 28.94 (11) | 27,949,408 | I | See footnotes (2) (3) (4) (5) |
| Common Stock (par value \$0.01 per share) | | | | | | 79,100 | D (2) (3) (7) (8) | |
| Common Stock (par value \$0.01 per share) | | | | | | 101,089 | D (2) (3) (9) (10) | |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. C/O INTERNATIONAL FUND SVS. (IRELAND) LT 78 SIR JOHN ROGERSON'S QUAY DUBLIN 2, L2 00000 | | X | | *See Remarks |

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Commission, the Issuer or a security holder of the Issuer full information regarding the number of shares purchased at each separate price.

- (2) In this Form 4, "HGI" refers to Harbinger Group Inc.; "Special Situations Fund" refers to Harbinger Capital Partners Special Situations Fund, L.P.; "HCPSS" refers to Harbinger Capital Partners Special Situations GP, LLC, the general partner of the Special Situations Fund; the "Master Fund" refers to Harbinger Capital Partners Master Fund I, Ltd.; "Harbinger LLC" refers to Harbinger Capital Partners LLC, the investment manager of the Master Fund; "Harbinger Holdings" refers to Harbinger Holdings, LLC, the managing member of HCPSS and Harbinger LLC; and "Mr. Falcone" refers to Philip Falcone, the managing member of Harbinger Holdings and the portfolio manager of the Master Fund and Special Situations Fund. (cont'd in FN 3)
- (3) (cont'd from FN 2) "HCP Persons" refers collectively to the Master Fund, Harbinger LLC, Harbinger Holdings, the Special Situations Fund, HCPSS and Mr. Falcone, each of whom is a Reporting Person.
- (4) These SPB Shares are directly owned by HGI, which is not a Reporting Person hereunder; HGI has filed a separate Statement of Changes in Beneficial Ownership on Form 4 with respect to its direct interest in the SPB Shares. These SPB Shares owned by HGI may be deemed to be indirectly beneficially owned by each of the HCP Persons, each of which is a Reporting Person.
- (5) Each of the HCP Persons disclaims beneficial ownership of the SPB Shares owned by HGI except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of such SPB Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (6) The price shown in Column 4 is a weighted average purchase price of the SBP Shares on the transaction date. The price range for the purchases is \$27.80 to \$28.39 per SPB Share. The Reporting Persons undertake to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer full information regarding the number of shares purchased at each separate price.
- (7) These SPB Shares are owned directly by the Master Fund, which is a Reporting Person.
- (8) These SPB Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger LLC, Harbinger Holdings and Mr. Falcone. Each of these Reporting Persons disclaims beneficial ownership of the SPB 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 SPB Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (9) These SPB Shares are owned directly by the Special Situations Fund, which is a Reporting Person.
- (10) These SPB Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: HCPSS, Harbinger Holdings and Mr. Falcone. Each of these Reporting Persons disclaims beneficial ownership of the SPB 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 SPB Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (11) The price shown in Column 4 is a weighted average purchase price of the SBP Shares on the transaction date. The price range for the purchases is \$28.60 to \$29.23 per SPB Share. The Reporting Persons undertake to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer full information regarding the number of shares purchased at each separate price.

Remarks:

(+) The HCP Persons and HGI may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934.

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

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