

Spectrum Brands, Inc.  
Form 8-K  
October 19, 2012

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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): October 19, 2012

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

|   |                                    |  |
|---|------------------------------------|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 001-13615<br>(Commission File No.) | 22-2423556<br>(IRS Employer<br>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 7.01. Regulation FD Disclosure.

As previously announced, on October 8, 2012, Spectrum Brands, Inc. (“Spectrum Brands”) entered into an Acquisition Agreement (the “Acquisition Agreement”), with Stanley Black & Decker, Inc. (“Seller”), to acquire the residential hardware and home improvement business (the “HHI Business”) of Seller (the “Acquisition”).

In connection with the financing of the Acquisition, Spectrum Brands is disclosing certain financial information relating to the HHI Business to potential financing sources. A copy of the financial information is attached hereto as Exhibits 99.1 and 99.2.

Spectrum Brands is furnishing the information in this Current Report on Form 8-K and Exhibits 99.1 and 99.2 attached hereto to comply with Regulation FD. Such information shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of Spectrum Brands’ filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

The following exhibits are being filed with this Current Report on Form 8-K.

| Exhibit     |  |
|-------------|--|
| No.         | Description  |
| <u>99.1</u> | <u>Combined Financial Statements of the HHI Group for the Fiscal Years Ended December 31, 2011 and January 1, 2011</u> |
| <u>99.2</u> | <u>Combined Financial Statements of the HHI Group for the Six Months Ended June 30, 2012 and July 2, 2011</u>          |

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, INC.

|        |                               |
|--------|-------------------------------|
| By:    | /s/ Nathan E. Fagre           |
| Name:  | Nathan E. Fagre               |
| Title: | Secretary and General Counsel |

Dated: October 19, 2012

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