

Spectrum Brands Holdings, Inc.
Form S-4/A
May 03, 2010
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As filed with the Securities and Exchange Commission on April 30, 2010

Registration No. 333-165769

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Pre-Effective Amendment No. 1

SPECTRUM BRANDS HOLDINGS, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State of other jurisdiction of
incorporation or organization)

3692
(Primary Standard Industrial Classification
Code Number)

27-2166630
(I.R.S. Employer
Identification No.)

c/o Russell Hobbs, Inc.

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3633 S. Flamingo Road

Miramar, FL 33027

(954) 883-1000

(Address, Including Zip Code, and Telephone Number including Area Code, of Registrant's Principal Executive Offices)

Terry L. Polistina

President

Spectrum Brands Holdings, Inc.

c/o Russell Hobbs, Inc.

3633 S. Flamingo Road

Miramar, FL 33027

(954) 883-1000

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Approximate Date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement and all conditions of the proposed transaction have been satisfied or waived as described in the Agreement and Plan of Merger, dated as of February 9, 2010 (as

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amended).

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer "

Accelerated filer "

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company "

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) "

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) "

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This document shall not constitute an offer to sell or the solicitation of any offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

PRELIMINARY SUBJECT TO COMPLETION DATED APRIL 30, 2010

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

Dear Stockholder,

On February 9, 2010, the board of directors of Spectrum Brands, Inc., a Delaware corporation ("Spectrum "), approved and Spectrum signed a definitive Agreement and Plan of Merger (as amended, the "merger agreement") with Russell Hobbs, Inc., a Delaware corporation ("Russell Hobbs").

As part of the proposed transaction, Spectrum and Russell Hobbs will become subsidiaries of Spectrum Brands Holdings, Inc., a newly-created Delaware holding corporation ("SB Holdings"). Upon the consummation of the proposed transaction, (i) Spectrum stockholders will be entitled to receive one share of common stock of SB Holdings in exchange for each share they hold of common stock in Spectrum and (ii) Russell Hobbs stockholders will be entitled to receive shares of SB Holdings in exchange for their shares of Russell Hobbs common stock and preferred stock in accordance with the terms of the merger agreement.

At a special meeting of Spectrum stockholders, Spectrum stockholders will be asked to vote on the adoption of the merger agreement described in this proxy statement/prospectus. Adoption of the merger agreement requires the affirmative votes of the holders of (i) a majority of the outstanding shares of Spectrum common stock entitled to vote (including the shares of Harbinger Capital Partners Master Fund I, Ltd. and two of its affiliates (collectively, the "Harbinger Parties")) and (ii) a majority of the outstanding shares of Spectrum common stock entitled to vote (excluding the shares of the Harbinger Parties). At the time of the special meeting, neither the stockholders of Spectrum nor the stockholders of Russell Hobbs will know the value of the consideration that they will receive in the merger. In addition, at the time that Spectrum stockholders vote on the adoption of the merger agreement, Spectrum stockholders will not know the number of shares of SB Holdings that will be issued pursuant to the merger agreement to the Harbinger Parties in exchange for the Harbinger Parties' shares of Russell Hobbs common stock and preferred stock.

The Harbinger Parties currently own approximately 40% of the shares of outstanding Spectrum common stock and 100% of the shares of outstanding Russell Hobbs common and preferred stock. The Harbinger Parties have entered into agreements with Spectrum pursuant to which they have agreed to vote in favor of the adoption of the merger agreement. Following the consummation of the proposed transaction, the Harbinger Parties are expected to own approximately 65% of SB Holdings.

On February 8, 2010, the last full trading day before the merger agreement was signed, the closing sales price of Spectrum common stock, which at the time traded on the OTC Bulletin Board and the Pink Sheet Electronic Quotation Service under the symbol "SPEB," was \$29.00 per share. On March 18, 2010, Spectrum common stock was listed on the New York Stock Exchange ("NYSE") under the symbol "SPB" and on May 11, 2010, the closing sales price for the Spectrum common stock was \$. It is anticipated that shares of SB Holdings common stock will trade on the NYSE under the symbol "SPB" .

Upon the unanimous recommendation to the board of directors of a committee consisting solely of independent directors, Spectrum's board of directors has determined that the merger agreement and the proposed transaction are advisable and in the best interests of Spectrum stockholders, other than the Harbinger Parties, and recommends that its stockholders vote FOR adoption of the merger agreement and FOR approval of the proposal to adjourn the Spectrum special meeting, if necessary, to solicit additional proxies if there are not sufficient votes at the time of the Spectrum special meeting to adopt the merger agreement. The proposed transaction is conditioned upon the adoption of the merger agreement by Spectrum stockholders, receipt of applicable regulatory approvals and other conditions described in the attached proxy statement/prospectus.

It is important that your shares are represented at the special meeting, whether or not you plan to attend the meeting. Abstentions and failures to vote will have the same effect as votes Against the proposal to adopt the merger agreement. **Accordingly, please complete, date, sign and**

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return promptly your proxy card in the enclosed postage pre-paid envelope. You may attend the special meeting and vote your shares in person if you wish, even though you have previously returned your proxy.

This document describes the special meeting, the proposed transaction, the documents related to the proposed transaction and other related matters that a Spectrum stockholder ought to know before voting on the proposals described herein and should be retained for future reference. Please carefully read this entire document, including the Risk Factors section beginning on page 32, for a discussion of the risks relating to the proposed transaction. You also can obtain information about Spectrum from documents that it has filed with the Securities and Exchange Commission. See Where You Can Find More Information for instructions on how to obtain such information.

Sincerely,

David R. Lumley
Chief Executive Officer
Spectrum Brands, Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the common stock of SB Holdings to be issued under this proxy statement/prospectus or determined if this proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

The date of this document is [], 2010 and it is first being mailed or otherwise delivered to Spectrum stockholders on or about [], 2010.

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Spectrum Brands, Inc.

Six Concourse Parkway, Suite 3300

Atlanta, GA 30328

(770-829-6200)

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON JUNE [], 2010

To the Stockholders of Spectrum Brands, Inc.:

You are cordially invited to attend the special meeting of stockholders of Spectrum Brands, Inc., a Delaware corporation (Spectrum). The meeting will be held on June [], 2010 at 2:00 p.m., local time, at the offices of Paul, Weiss, Rifkind, Wharton & Garrison LLP located at 1285 Avenue of the Americas, New York, New York 10019, for the following purposes:

1. To consider and vote upon the adoption of the Agreement and Plan of Merger, dated as of February 9, 2010, as amended (the merger agreement), by and among Spectrum, Russell Hobbs, Inc., Spectrum Brands Holdings, Inc. (SB Holdings), Battery Merger Corp., a direct wholly-owned subsidiary of SB Holdings, and Grill Merger Corp., a direct wholly-owned subsidiary of SB Holdings, all Delaware corporations.
2. To consider and vote upon an adjournment of the special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the special meeting to vote in favor of adoption of the merger agreement.
3. To transact such other business as may properly come before the special meeting and any adjournment or postponement thereof.

Upon the unanimous recommendation to the board of directors of a committee consisting solely of independent directors, Spectrum's board of directors has determined that the merger agreement and the proposed transaction are advisable and in the best interests of Spectrum stockholders, other than the Harbinger Parties (defined below), and recommends that its stockholders vote FOR adoption of the merger agreement and FOR approval of the proposal to adjourn the Spectrum special meeting, if necessary, to solicit additional proxies if there are not sufficient votes at the time of the Spectrum special meeting to adopt the merger agreement.

The board of directors of Spectrum has fixed May 5, 2010 as the record date for the determination of stockholders entitled to notice of, and to vote at, the special meeting and any adjournment or postponement thereof. Only holders of record of shares of Spectrum common stock at the close of business on the record date are entitled to notice of, and to vote at, the special meeting. At the close of business on the record date, Spectrum had [] shares of common stock outstanding and entitled to vote.

You have the option to revoke the proxy at any time prior to the meeting or to vote your shares personally on request if you attend the meeting.

Your vote is important. The affirmative votes of the holders of (i) a majority of the outstanding shares of Spectrum common stock entitled to vote (including the shares of Harbinger Capital Partners Master Fund I, Ltd. and two of its affiliates, Harbinger Capital Partners Special Situations Fund, L.P. and Global Opportunities Breakaway Ltd. (collectively, the Harbinger Parties)) and (ii) a majority of the outstanding shares of Spectrum common stock entitled to vote (excluding the shares of the Harbinger

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Parties (except any shares of Spectrum common stock acquired by the Harbinger Parties after March 1, 2010) on the record date for the special meeting are required for adoption of the merger agreement. If a quorum is present, the affirmative vote of the holders of a majority of the votes represented at the meeting and entitled to vote on the matter is required to approve an adjournment of the special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the Spectrum special meeting to adopt the merger agreement.

Whether or not you expect to attend the special meeting in person, please complete, date, sign and return the enclosed proxy card as promptly as possible in order to ensure we receive your proxy with respect to your shares. Instructions are shown on the proxy card. A return envelope (which is postage pre-paid if mailed in the United States) is enclosed for your convenience.

If you sign, date and mail your proxy card without indicating how you wish to have your shares voted, the shares represented by the proxy will be voted in favor of adoption of the merger agreement (Proposal No. 1) and an adjournment of the special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to adopt the merger agreement (Proposal No. 2). If you fail to return your proxy card, or if your shares are held in street name and you do not instruct your broker how to vote your shares, the effect will be as though you cast a vote Against the adoption of the merger agreement. If you attend the special meeting and wish to vote in person, you may withdraw your proxy and vote in person prior to the close of voting at the special meeting. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the special meeting, you must obtain a proxy issued in your name from that record holder.

Please do not send any documents representing your ownership of Spectrum common stock at this time.

BY ORDER OF THE BOARD OF DIRECTORS,

John T. Wilson, Esq.
Senior Vice President, Secretary and General Counsel
Atlanta, Georgia

May , 2010

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REFERENCES TO ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates important business and financial information about Spectrum from documents that are not included in or delivered with this document. You may have already been sent some of the documents incorporated by reference, but you can obtain any of them through the Securities and Exchange Commission website at <http://www.sec.gov> or from Spectrum, excluding all exhibits (unless an exhibit has been specifically incorporated herein by reference), by requesting them in writing or by telephone from Spectrum at the following address:

Spectrum Brands, Inc.

Six Concourse Parkway, Suite 3300

Atlanta, GA 30328

(770) 829-6200

You can also get more information by visiting Spectrum's website at www.spectrumbrands.com. Website materials are not part of this proxy statement/prospectus.

You will not be charged for any of these documents that you request. If you would like to request documents from Spectrum, please do so by June 1, 2010 to receive them before the special stockholders' meeting. If you request any incorporated documents, Spectrum will strive to mail them to you by first-class mail, or other equally prompt means, within one business day of receipt of your request.

See Where You Can Find More Information.

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LIST OF ANNEXES

Annex A-1	<u>Agreement and Plan of Merger, dated as of February 9, 2010, by and among Spectrum Brands, Inc., Russell Hobbs, Inc., Spectrum Brands Holdings, Inc., Battery Merger Corp. and Grill Merger Corp.</u>
Annex A-2	<u>Amendment to Agreement and Plan of Merger, dated as of March 1, 2010, by and among Spectrum Brands, Inc., Russell Hobbs, Inc., Spectrum Brands Holdings, Inc., Battery Merger Corp. and Grill Merger Corp.</u>
Annex A-3	<u>Second Amendment to Agreement and Plan of Merger, dated as of March 26, 2010, by and among Spectrum Brands, Inc., Russell Hobbs, Inc., Spectrum Brands Holdings, Inc., Battery Merger Corp. and Grill Merger Corp.</u>
Annex A-4	Third Amendment to Agreement and Plan of Merger, dated as of April 30, 2010, by and among Spectrum Brands, Inc., Russell Hobbs, Inc., Spectrum Brands Holdings, Inc., Battery Merger Corp. and Grill Merger Corp.
Annex B	<u>Opinion of Barclays Capital, Inc.</u>

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**QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND
THE PROPOSED TRANSACTION**

The questions and answers below highlight only selected procedural information from this proxy statement/prospectus. They do not contain all of the information that may be important to you. You should read carefully this entire proxy statement/prospectus to fully understand the Agreement and Plan of Merger and the transactions contemplated thereby and the voting procedures for the special meeting. Unless otherwise indicated in this proxy statement/prospectus or the context otherwise requires, throughout this proxy statement/prospectus we generally refer to Spectrum Brands, Inc. and, where applicable, its consolidated subsidiaries as Spectrum, Russell Hobbs, Inc. and, where applicable, its consolidated subsidiaries as Russell Hobbs, Spectrum Brands Holdings, Inc., a newly formed holding company, as SB Holdings, Battery Merger Corp., a direct wholly-owned subsidiary of SB Holdings, as Battery Sub, Grill Merger Corp., a direct wholly-owned subsidiary of SB Holdings, as Grill Sub, Harbinger Capital Partners Master Fund I, Ltd. and two of its affiliates as the Harbinger Parties and the Agreement and Plan of Merger, dated as of February 9, 2010, by and among Spectrum, Russell Hobbs, SB Holdings, Battery Sub and Grill Sub, as amended, as the merger agreement .

Q: What are the mergers?

A: On February 9, 2010, Spectrum entered into the merger agreement with Russell Hobbs, SB Holdings, Battery Sub and Grill Sub. As part of the proposed transaction, Spectrum and Russell Hobbs will become subsidiaries of SB Holdings, a newly created Delaware holding corporation.

Under the merger agreement, (i) Battery Sub will merge with and into Spectrum, with Spectrum as the surviving corporation (the Spectrum merger), and (ii) Grill Sub will merge with and into Russell Hobbs, with Russell Hobbs as the surviving corporation (the Russell Hobbs merger, which, together with the Spectrum merger, are referred to herein as the mergers). Battery Sub and Grill Sub are both direct wholly-owned subsidiaries of SB Holdings.

Upon the consummation of the mergers, (i) Spectrum stockholders will be entitled to receive in the Spectrum merger one share of the common stock of SB Holdings (SB Holdings common stock) in exchange for each share they hold of Spectrum common stock (Spectrum common stock) and (ii) Russell Hobbs stockholders will be entitled to receive shares of SB Holdings in exchange for their shares of Russell Hobbs common stock and preferred stock (Russell Hobbs Stock) in accordance with the terms of the merger agreement and based on a \$675 million enterprise value of Russell Hobbs, subject to various adjustments set forth in the merger agreement, and a \$31.50 per share valuation of Spectrum common stock. The adjustments set forth in the merger agreement include, among other things, adjustments to reflect the amount of cash held by Russell Hobbs and Russell Hobbs' indebtedness for borrowed money.

Based on the information set forth in Russell Hobbs' December 31, 2009 balance sheet, the adjustments to the enterprise value of Russell Hobbs set forth in the merger agreement would have resulted in a reduction of such enterprise value from \$675 million to \$644 million. Furthermore, as part of the transaction, the Harbinger Parties have agreed to convert their existing approximately \$158 million principal amount of Russell Hobbs' term debt into SB Holdings common stock at a price of \$31.50 per share, which is included in the \$675 million enterprise value of Russell Hobbs. The shares of SB Holdings common stock to be issued to the Harbinger Parties upon such conversion are included in the calculation of the 20,432,000 shares to be issued to Russell Hobbs' stockholders as described herein; however, such shares are not included in the shares of SB Holdings common stock to be registered under this proxy statement/prospectus.

As a result of the mergers, the stockholders of Spectrum (other than the Harbinger Parties) are expected to own approximately 35% of SB Holdings, and the Harbinger Parties are expected to own approximately 65% of SB Holdings (assuming that the Harbinger Parties do not acquire additional shares of Spectrum common

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stock prior to the consummation of the mergers). For more details regarding the mergers, see *The Proposed Transaction* and *The Merger Agreement* (Proposal No. 1). Copies of the merger agreement and the three amendments to the merger agreement are attached as *Annex A-1, Annex A-2, Annex A-3* and *Annex A-4*, respectively.

At the time of the special meeting, neither the stockholders of Spectrum nor the stockholders of Russell Hobbs will know the value of the consideration that they will receive in the merger. In addition, at the time that Spectrum stockholders vote on the adoption of the merger agreement, Spectrum stockholders will not know the number of shares of SB Holdings that will be issued pursuant to the merger agreement to the Harbinger Parties in exchange for the Harbinger Parties' shares of Russell Hobbs common stock and preferred stock.

Q: What is the total consideration for the mergers?

A: The following is an illustration of how the total consideration for the mergers would be calculated based on the information set forth in Russell Hobbs' unaudited consolidated balance sheet as of December 31, 2009.

SB Holdings Common Shares Issued To	Total Shares(1)	Value(2)
Harbinger Parties in exchange for shares of Russell Hobbs Stock	14,925,622	\$ 470,157,093
Harbinger Parties in exchange for conversion of Harbinger term loan	5,220,232	\$ 164,437,308
Harbinger Parties in exchange for shares of Spectrum common stock (3)	12,402,198	\$ 390,669,237
Other Spectrum stockholders in exchange for shares of Spectrum common stock	18,227,015	\$ 574,150,973
Russell Hobbs RSU holders (4)	286,146	\$ 9,013,599
Total shares of SB Holdings issued in mergers (including RSUs)	51,061,213	\$ 1,608,428,210

- (1) The calculations of the SB Holdings shares issuable in the mergers in the above table are based on the information set forth in Russell Hobbs' unaudited consolidated balance sheet as of December 31, 2009 and the adjustments provided in the merger agreement. The merger agreement provides for a one to one exchange ratio for shares of Spectrum common stock. There were 30,629,213 shares of Spectrum common stock outstanding, 110,231.34 shares of Russell Hobbs Series D Preferred Stock outstanding and 50,000 shares of Russell Hobbs Series E Preferred Stock outstanding. The exchange ratio for shares of Russell Hobbs' Series D and Series E Preferred Stock is based on the liquidation preference and accrued but unpaid dividends with respect to each series of the preferred stock, and a \$31.50 price per share for SB Holdings common stock. At December 31, 2009, the aggregate liquidation preference and accrued but unpaid dividends on (a) the Series D Preferred Stock was approximately \$151,147,000 and (b) the Series E Preferred Stock was approximately \$60,825,000.

The RH Common Exchange Ratio is based in part on (a) the amount of consolidated cash and cash equivalents held by Russell Hobbs and its subsidiaries in excess of \$17 million, (b) the amount of consolidated indebtedness for money borrowed of Russell Hobbs and its subsidiaries (other than the Harbinger term loan to Russell Hobbs) and (c) the pay-off amount of the Harbinger term loan to Russell Hobbs. At December 31, 2009, the consolidated cash and cash equivalents was \$24,299,000, the consolidated indebtedness for money borrowed (other than the Harbinger term loan to Russell Hobbs) was \$38,542,000 plus \$149,000 in accrued but unpaid interest, and the Harbinger term loan pay-off amount was \$164,437,000 (assuming prepayment penalties of \$6,172,000).

The value of the consideration and the number of shares of SB Holdings common stock to be issued will differ from the example in this table (which is being presented for illustration purposes only) because the number of shares of SB Holdings common stock to be issued to each of the parties set forth in this table will vary based on changes prior to the closing of the mergers in (a) the liquidation preference and accrued but unpaid dividends owed on the Russell Hobbs Series D and Series E Preferred Stock, (b) the consolidated cash and cash equivalents held by Russell Hobbs and its subsidiaries, (c) the consolidated indebtedness for money borrowed (other than the Harbinger term loan to Russell Hobbs) and (d) the pay-off amount for the Harbinger term loan to Russell Hobbs.

(2) Based upon \$31.50 per share.

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- (3) Based on the Harbinger Parties' Form 4 filed on April 28, 2010, the Harbinger Parties collectively beneficially own 12,402,198 shares of Spectrum common stock as of that date.

- (4) Based on 25,800,000 Russell Hobbs Restricted Stock Units outstanding on April 28, 2010.

The actual amounts of the adjustments to the exchange ratios at the closing of the mergers will not be known until immediately prior to the closing of the mergers, and therefore, the value of the consideration and the number of shares of SB Holdings common stock to be issued in the mergers will not be known at the time that Spectrum stockholders vote on the adoption of the merger agreement.

Q: What are the benefits of the proposed business combination?

A: We believe the benefits of the proposed business combination include:

a premier consumer products company with \$3 billion in annual revenues with products carried in more than one million retail outlets globally;

a diverse portfolio of market leading brands, including *Rayovac*, *VARTA*, *Remington*, *Hot Shot*, *Cutter*, *Repel*, *Spectracide*, *Tetra*, *8 in 1 Dingo*, *Black & Decker*, *George Foreman*, *Russell Hobbs*, *LitterMaid* and *Toastmaster*;

a combined company that will be able to leverage the sales, distribution and administrative infrastructure of Spectrum and Russell Hobbs to realize cost synergies and to pursue revenue growth opportunities; and

a stronger capital structure with reduced financial risk (transaction is expected to lower leverage ratio, reduce debt cost, extend debt maturity profile and enhance liquidity compared to Spectrum's existing capital structure).

Q: Why am I receiving these materials?

A: We sent you this proxy statement/prospectus and the enclosed proxy card because you have been identified as a stockholder of record of Spectrum and the board of directors of Spectrum is soliciting your proxy to vote at a special meeting of stockholders. To submit your proxy, complete, date, sign and return the enclosed proxy card. You are also invited to attend the special meeting in person, although you do not need to attend the special meeting to have your shares voted at the special meeting. We intend to mail this proxy statement/prospectus and accompanying proxy card on or about May [], 2010 to all stockholders of record entitled to vote at the special meeting.

Q: What is the prior relationship among the Harbinger Parties, Spectrum and Russell Hobbs?

A: The Harbinger Parties currently own approximately 40% of the outstanding Spectrum common stock and 100% of the outstanding Russell Hobbs Stock. For additional information, see the sections entitled "The Proposed Transaction" and "Background of the Proposed Transaction," The

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Proposed Transaction Interests of Certain Persons in the Spectrum Merger and Principal Stockholders.

Q: How will the combined company be managed following the mergers?

A: Immediately following the mergers, the board of directors of SB Holdings will be divided into three classes and will be comprised of ten individuals. Initially, six directors will be designated by Russell Hobbs, three will be designated by Spectrum and one will be the Chief Executive Officer of SB Holdings. The Chief Executive Officer of Spectrum will be the initial Chief Executive Officer of SB Holdings. In addition to the Chief Executive Officer, Spectrum's current management team will be the initial management team of SB Holdings. The Chief Executive Officer of Russell Hobbs will be added to Spectrum's management team to lead a fourth reporting segment made up of the existing Russell Hobbs portfolio of home appliance brands.

Q: What are the conditions to closing the mergers?

A: Consummation of the mergers is subject to certain conditions, including, among others, closing of a new financing, adoption of the merger agreement by Spectrum's stockholders, customary regulatory approvals,

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no material adverse change in Spectrum or Russell Hobbs and other customary closing conditions. For more information, see the section entitled "The Merger Agreement (Proposal No. 1) Conditions to the Mergers."

Q: What are the material federal income tax consequences of the mergers?

A: The obligation of Spectrum to consummate the Spectrum merger is conditioned on the receipt by Spectrum of an opinion of Sutherland Asbill & Brennan LLP, counsel to Spectrum, dated the date of the effective time of the Spectrum merger, to the effect that for U.S. federal income purposes the Spectrum merger will constitute a reorganization within the meaning of Section 368(a) of the Internal Revenue Code and/or the mergers, taken together, will constitute exchanges described in Section 351 of the Internal Revenue Code. Tax matters are very complicated. Accordingly, we encourage you to consult your own tax advisor for a full understanding of the tax consequences of the mergers to you, including the applicability and effect of federal, state, local and foreign income and other tax laws. For more information, see the section entitled "Material U.S. Federal Income Tax Consequences."

Q: When do you expect the transaction to be consummated?

A: We anticipate that the consummation of the mergers will occur by the end of the third or fourth quarter of Spectrum's fiscal year 2010 if the requisite stockholder votes are obtained, assuming the other conditions to consummation of the mergers are satisfied or waived. However, it is possible that the transaction will not be consummated during that timeframe. For more information, see "The Merger Agreement (Proposal No. 1) Conditions to the Mergers."

Q: Am I entitled to appraisal rights?

A: Spectrum stockholders are not entitled to appraisal rights under the General Corporation Law of the State of Delaware in connection with the mergers.

Q: Who may vote at the special meeting?

A: Only Spectrum stockholders of record at the close of business on May 5, 2010 will be entitled to vote at the special meeting. On the record date, there were [] shares of Spectrum common stock outstanding and entitled to vote.

Q: How many votes do Spectrum stockholders have?

A: Each holder of Spectrum common stock will be entitled to one vote for each share held on all matters to be voted upon at the special meeting. The holders of record of Spectrum common stock will be entitled to vote on all matters to be voted upon at the special meeting. As of the record date, directors and executive officers of Spectrum as a group beneficially owned and were entitled to vote approximately [] shares of Spectrum common stock, representing approximately [] of the votes entitled to be cast at the special meeting. All of the directors and executive officers of Spectrum who are entitled to vote at the special meeting have indicated that they intend to vote their shares of Spectrum common stock in favor of all of the proposals to be presented at the special meeting.

As of the record date, the Harbinger Parties beneficially owned and were entitled to vote approximately []% of Spectrum common stock entitled to vote at the special meeting. On March 1, 2010, Spectrum and the Harbinger Parties entered into a Letter Agreement (described in this proxy statement/prospectus) to permit the Harbinger Parties to purchase up to 100,000 shares of Spectrum common stock per week, up to an aggregate maximum of two million shares, in order to provide additional liquidity to Spectrum's stockholders. Pursuant to the terms of a support agreement dated February 9, 2010 and the Letter Agreement, the Harbinger Parties have generally agreed to vote their shares of Spectrum

common stock

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acquired before the date of the merger agreement in favor of the adoption of the merger agreement and against any Alternative Proposal (as defined in the merger agreement) that would impede the mergers and all of their shares of Spectrum common stock acquired after March 1, 2010 proportionately with the votes of the holders of Spectrum common stock (other than the Harbinger Parties), except under the circumstances described in this proxy statement/prospectus, with respect to the merger agreement and the proposed transaction.

Q: What stockholder approvals are required for Spectrum?

A: *Proposal No. 1:* The affirmative votes of the holders of (i) a majority of the outstanding shares of Spectrum common stock entitled to vote (including the shares of the Harbinger Parties) and (ii) a majority of the outstanding shares of Spectrum common stock entitled to vote (excluding the shares of the Harbinger Parties (except any shares of Spectrum common stock acquired by the Harbinger Parties after March 1, 2010)) are required to adopt the merger agreement.

Proposal No. 2: If a quorum is present, the affirmative vote of the holders of a majority of Spectrum common stock represented at the meeting and entitled to vote on the matter is required to approve an adjournment of the special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the special meeting to vote in favor of adopting the merger agreement.

All other actions considered at the meeting may be taken upon the favorable vote of the holders of a majority of the votes present in person or represented by proxy at the meeting and entitled to vote on the matter.

Unless otherwise indicated, the discussions relating to the procedures for voting stock are applicable to holders of Spectrum common stock, present in person (or by remote communication) or represented by proxy and entitled to vote at the special meeting.

Q: What constitutes a quorum?

A: A quorum of at least a majority of the voting power of all outstanding shares of common stock of Spectrum represented by proxy or in person entitled to vote at the special meeting is necessary to hold a valid special meeting. On the record date, there were an aggregate of [] shares of Spectrum common stock outstanding. Thus, [] shares of Spectrum common stock must be represented by proxy or present in person at the special meeting to have a quorum. The inspector of elections will determine whether or not a quorum is present.

Your shares will be counted towards the quorum only if you are present in person at the special meeting or submit a valid proxy in accordance with the procedures set forth in *How do I vote?* below. Abstentions will also be counted towards the quorum requirement, but broker non-votes will not be counted towards the quorum requirement. If there is no quorum, a majority of the shares present in person or by proxy at the special meeting may vote to adjourn the special meeting to another date.

Q: What if I return a proxy card but do not make specific choices?

A: If Spectrum receives a signed and dated proxy card and the proxy card does not specify how your shares are to be voted, your shares will be voted For the adoption of the merger agreement and For the approval of the proposal to adjourn the special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes to adopt the merger agreement. If any other matter is properly presented at the special meeting, your proxy (i.e., one of the individuals named on your proxy card) will vote your shares using his or her best judgment.

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Q: What effect do abstentions and broker non-votes have on the outcome of the proposals?

A: An abstention has the same effect as a vote **Against** each of the proposals.

A broker non-vote occurs when a broker or bank cannot vote for a proposal because the broker or bank did not receive instructions from the beneficial owner on how to vote and does not have discretionary authority to vote on the beneficial owner's behalf in the absence of instructions. Broker non-votes are not counted as present for the purpose of determining the existence of a quorum, and also have the same effect as a vote **Against** the proposal to adopt the merger agreement. Broker non-votes will have no effect on the proposal to adjourn the meeting to permit further solicitation of proxies.

Q: How does Spectrum's board of directors recommend that I vote?

A: Spectrum's board of directors (acting upon the unanimous recommendation of a committee of independent directors to Spectrum's board of directors) recommends that Spectrum stockholders vote:

FOR Proposal No. 1 to adopt the merger agreement, and

FOR Proposal No. 2 to approve a proposal to adjourn the special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes to adopt the merger agreement.

Q: When and where is the special meeting?

A: The special meeting will take place on June [], 2010 at 2 p.m., at the offices of Paul, Weiss, Rifkind, Wharton & Garrison LLP located at 1285 Avenue of the Americas, New York, New York 10019-6064.

Q: Why is my vote important?

A: If you do not return your proxy card or vote in person at the special meeting, it will be more difficult for Spectrum to obtain the necessary quorum to hold the special meeting. In addition, the adoption of the merger agreement requires the affirmative votes of (i) a majority of the outstanding shares of Spectrum common stock entitled to vote (including the shares of the Harbinger Parties) and (ii) a majority of the outstanding shares of Spectrum common stock entitled to vote (excluding the shares of the Harbinger Parties (except any shares of Spectrum common stock acquired by the Harbinger Parties after March 1, 2010)). As a result, **your failure to vote will have the same effect as a vote **Against** the adoption of the merger agreement.**

Q: What do I need to do now?

A: After you carefully read this proxy statement/prospectus, mail your signed proxy card in the enclosed return envelope as soon as possible, so that your shares may be represented at the special meeting. In order to assure that your shares are voted, please submit your proxy as instructed on your proxy card even if you currently plan to attend the special meeting in person.

Q: How do I vote?

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A: You may vote For, Against or Abstain from voting on either proposal. Votes will be counted by the inspector of elections appointed for the special meeting. The procedures for voting are as follows:

Submitting a Proxy Prior to the Special Meeting

Whether or not you plan to attend the special meeting, we urge you to submit a proxy prior to the special meeting to ensure that your shares are voted.

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We strongly encourage you to submit a proxy by promptly returning your completed, signed and dated proxy card in the envelope provided (which is postage pre-paid if mailed in the United States).

If you submit a proxy to vote more than once, the proxy received later in time will revoke your earlier proxy and be the only proxy by which your shares are voted.

Giving your proxy means that you authorize us to vote your shares at the special meeting in the manner you direct. If you sign the proxy card but do not make specific choices, your proxy will vote your shares as recommended by Spectrum's board of directors as described above.

If any other matter is presented, your proxy will vote in accordance with his or her best judgment. At the time this Proxy Statement went to press, we knew of no matters which needed to be acted on at the special meeting, other than those discussed in this proxy statement/prospectus.

Voting During the Special Meeting

If you hold shares directly in your name, you may vote during the special meeting in person prior to the close of voting.

If your shares are held in street name through a bank, broker or other nominee, in order to vote during the special meeting you must request and obtain a new, valid proxy card from such nominee prior to the meeting (please contact them for further information). Once you have obtained and properly completed this new proxy card, you may vote in person prior to the close of voting.

Q: Do I hold my shares of record or in street name?

A. If on the record date, your shares were registered directly in your name with Spectrum's transfer agent, BNY Mellon Shareowner Services, then you are a stockholder of record. As a stockholder of record, you may vote in person at the meeting or vote by proxy. If on the record date your shares were held in an account at a brokerage firm, bank, dealer or similar organization, then you are the beneficial owner of shares held in street name and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the special meeting.

As a beneficial owner, you have the right to direct your broker or other agent on how to vote the shares in your account. You are also invited to attend the special meeting. However, because you are not the stockholder of record, you may not vote your shares in person at the meeting unless you request and obtain a valid proxy from your broker or other agent.

Q: If my Spectrum shares are held in street name by my broker, will my broker vote my Spectrum shares for me?

A: Brokers cannot vote your Spectrum shares on Proposal No. 1 to adopt the merger agreement. Therefore, it is important that you follow the directions provided by your broker about how to instruct your broker to vote your shares. If you do not provide instructions to your broker about how to vote your shares on this proposal, your shares will be treated as broker non-votes with respect to this proposal, which will have the same effect as a vote Against the proposal to adopt the merger agreement.

Q: How are votes counted?

A: The inspector of elections for the special meeting will tabulate the votes.

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Q: How can I find out the voting results?

A: Preliminary and final voting results will be publicly announced as promptly as practicable. Preliminary voting results may be announced at the special meeting.

Q: May I change my vote after I have submitted my proxy?

A: Yes. You may revoke your proxy at any time before the close of voting at the special meeting. You may revoke your proxy in any of the following ways:

Prior to the special meeting, you may:

submit another properly completed proxy card with a later date by following the return instructions on the proxy card; or

send a written notice that you are revoking your proxy to our Corporate Secretary at our principal offices at Six Concourse Parkway, Suite 3300, Atlanta, GA 30328.

During the special meeting, you may vote in person prior to the close of voting. Simply attending the special meeting will not, by itself, revoke your proxy.

If you have instructed a broker, bank or other nominee to vote your shares, you must follow directions from such nominee to change those instructions.

Q: Who is paying for this proxy solicitation?

A: Spectrum will pay for the entire cost of soliciting proxies. In addition to the Spectrum proxy materials, Spectrum's directors, officers, other employees and any other solicitors that Spectrum may retain may also solicit proxies personally, by telephone or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. Spectrum will provide copies of its solicitation materials to banks, brokerage houses, fiduciaries and custodians that hold beneficially owned shares of Spectrum common stock for distribution to such beneficial owners. Spectrum has retained Georgeson, Inc. to aid in Spectrum's proxy solicitation process. Spectrum estimates that its proxy solicitor fees will be approximately \$9,000. Spectrum may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

Q: Should I send any documents representing my ownership of Spectrum common stock now?

A: No. After the proposed transaction is consummated, SB Holdings will send Spectrum stockholders written instructions for exchanging their Spectrum common stock for SB Holdings common stock. Please follow the instructions when you receive them.

Q: What does it mean if I receive more than one proxy card or more than one email instructing me to vote?

A: If you receive more than one proxy card or more than one email instructing you to vote, your shares are registered in more than one name or are registered in different accounts. Please complete, date, sign and return each proxy card, and respond to each email, to ensure that all

of your shares are voted.

Q: What does it mean if multiple members of my household are stockholders but we only received one set of proxy materials?

A: If you hold shares in street name, in accordance with a notice sent to certain brokers, banks or other nominees, we are sending only one proxy statement/prospectus to an address unless we received contrary

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instructions from any stockholder at that address. This practice, known as householding, is designed to reduce Spectrum's printing and postage costs. If you hold shares in your name rather than in street name and you would like to receive only one proxy statement/prospectus for your household, please contact BNY Mellon Shareowner Services, Spectrum's transfer agent, at (800) 777-3694, or access your account on the Internet at www.bnymellon.com/shareowner.

However, if any stockholder residing in your household wishes to receive a separate proxy statement/prospectus for future special meetings, they may call Spectrum's Investor Relations department at (770) 829-6200 or write to Investor Relations at investorrelations@spectrumbrands.com or Six Concourse Parkway, Suite 3300, Atlanta, GA 30328. For more information see The Special Meeting and Proxy Solicitation Spectrum Household Information.

Q: Whom can I contact with any additional questions?

A: If you have questions about the special meeting or would like additional copies of this proxy statement/prospectus, you should contact:
Spectrum Brands, Inc.

Six Concourse Parkway, Suite 3300

Atlanta, GA 30328

Attention: Investor Relations

Phone Number: (770) 829-6200

E-mail: investorrelations@spectrumbrands.com

Table of Contents**SUMMARY**

This summary highlights some of the information contained elsewhere in this proxy statement/prospectus. It is not complete and may not contain all of the information that you may want to consider. We urge you to read carefully this entire proxy statement/prospectus, including Risk Factors beginning on page 29, and the other documents we refer you to for a more complete understanding of the proposed transaction and subsequent combination. See Where You Can Find More Information. Certain items in this summary include a page reference directing you to a more complete description of that item. Unless otherwise indicated in this proxy statement/prospectus or the context otherwise requires, throughout this proxy statement/prospectus we generally refer to Spectrum Brands, Inc. and, where applicable, its consolidated subsidiaries as Spectrum, Russell Hobbs, Inc. and, where applicable, its consolidated subsidiaries as Russell Hobbs, Spectrum Brands Holdings, Inc., a newly formed holding company, as SB Holdings, Battery Merger Corp., a direct wholly-owned subsidiary of SB Holdings, as Battery Sub, Grill Merger Corp., a direct wholly-owned subsidiary of SB Holdings, as Grill Sub, Harbinger Capital Partners Master Fund I, Ltd. (Harbinger Master Fund) and two of its affiliates, Harbinger Capital Partners Special Situations Fund, L.P. (Harbinger Special Situations Fund) and Global Opportunities Breakaway Ltd. (Breakaway Fund) as the Harbinger Parties and the Agreement and Plan of Merger, dated as of February 9, 2010, by and among Spectrum, Russell Hobbs, SB Holdings, Battery Sub and Grill Sub, as amended, as the merger agreement .

The Companies (see page 59)**Spectrum Brands, Inc.**

Six Concourse Parkway, Suite 3300

Atlanta, GA 30328

Telephone: (770) 829-6200

Spectrum, a Delaware corporation based in Atlanta, Georgia, is a global branded consumer products company with leading market positions in six major product categories: consumer batteries, pet supplies, electric shaving and grooming, electric personal care, portable lighting and home and garden control products. Spectrum is a leading worldwide manufacturer and marketer of alkaline, zinc carbon and hearing aid batteries, as well as aquariums and aquatic health supplies and a leading worldwide designer and marketer of rechargeable batteries, battery-powered lighting products, electric shavers and accessories, grooming products and hair care appliances. Spectrum's operations also include the manufacturing and marketing of specialty pet supplies. Spectrum is also a leading North American manufacturer and marketer of herbicides, insecticides and repellents.

Spectrum sells its products in approximately 120 countries through a variety of trade channels, including retailers, wholesalers and distributors, hearing aid professionals, industrial distributors and original equipment manufacturers. Spectrum enjoys strong name recognition in our markets under the *Rayovac*, *VARTA* and *Remington* brands, each of which has been in existence for more than 80 years, and under the *Spectracide*, *Cutter*, *Tetra*, *8-in-1* and various other brands. Spectrum has manufacturing and product development facilities located in the United States, Europe, China and Latin America. Substantially all of Spectrum's rechargeable batteries and chargers, shaving and grooming products, personal care products and portable lighting products are manufactured by third party suppliers that are primarily located in Asia.

On February 3, 2009, Spectrum and thirteen of its United States subsidiaries (collectively, the Debtors) filed voluntary petitions for reorganization under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Western District of Texas. On August 28, 2009, the Debtors' joint plan of reorganization (the Plan) became effective and the Debtors emerged from Chapter 11 of the Bankruptcy Code. Pursuant to the Plan, Spectrum's capital structure was realigned. Spectrum's outstanding equity securities were cancelled with no distribution to holders of Spectrum's then existing equity. Spectrum issued new common stock and 12% Senior Subordinated Toggle Notes due 2019 (PIK Notes) to holders of allowed claims in respect of

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Spectrum's then outstanding public senior subordinated notes. The supplemental and sub-supplemental participants in the Debtors debtor-in-possession credit facility also received the new common stock. Spectrum common stock has been listed on the New York Stock Exchange (NYSE) under the symbol SPB since March 18, 2010.

Russell Hobbs, Inc.

3633 S. Flamingo Road

Miramar, FL 33027

Telephone: (954) 883-1000

In December 2007, two longstanding companies in the small household appliance business, Salton, Inc. (Salton) and Applica Incorporated (Applica), combined their businesses through a merger, as a result of which Applica became a wholly-owned subsidiary of Salton. In December 2009, the combined company (formerly known as Salton, Inc.) changed its name to Russell Hobbs, Inc.

Russell Hobbs, a Delaware corporation based in Miramar, Florida, markets and distributes a broad range of branded small household appliances, pet and pest products, water products and personal care products. Russell Hobbs has a broad portfolio of well recognized brand names, including *Black & Decker*, *George Foreman*, *Russell Hobbs*, *Farberware*, *Toastmaster*, *Juiceman*, *Breadman* and *LitterMaid*. Russell Hobbs' customers include mass merchandisers, specialty retailers and appliance distributors primarily in North America, South America, Europe and Australia.

Spectrum Brands Holdings, Inc.

c/o Russell Hobbs, Inc.

3633 S. Flamingo Road

Miramar, FL 33027

Telephone: (954) 883-1000

SB Holdings is a Delaware corporation and a newly formed holding company. SB Holdings was formed solely to effect the proposed transaction and has not conducted any business, other than in connection with the merger agreement and related ancillary agreements to which SB Holdings is a party. Pursuant to the merger agreement, Spectrum and Russell Hobbs will survive as wholly owned subsidiaries of SB Holdings. It is anticipated that SB Holdings will trade on the NYSE under the symbol SPB.

Battery Merger Corp.

c/o Russell Hobbs, Inc.

3633 S. Flamingo Road

Miramar, FL 33027

Telephone: (954) 883-1000

Battery Sub is a newly formed Delaware corporation and a direct wholly owned subsidiary of SB Holdings, which was formed solely to effect the proposed transaction and has not conducted and will not conduct any business during any period of its existence. Pursuant to the merger agreement, Battery Sub will merge with and into Spectrum with Spectrum continuing as the surviving corporation and a wholly owned subsidiary of SB Holdings.

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Grill Merger Corp.

c/o Russell Hobbs, Inc.

3633 S. Flamingo Road

Miramar, FL 33027

Telephone: (954) 883-1000

Grill Sub is a newly formed Delaware corporation and a direct wholly owned subsidiary of SB Holdings formed solely to effect the proposed transaction and has not conducted and will not conduct any business during any period of its existence. Pursuant to the merger agreement, Grill Sub will merge with and into Russell Hobbs with Russell Hobbs continuing as the surviving corporation and a wholly owned subsidiary of SB Holdings.

The Merger Agreement (Proposal No. 1) (see page 127)

The merger agreement is attached as *Annex A-1* to this proxy statement/prospectus and is incorporated by reference herein in its entirety. The first amendment to the merger agreement, dated as of March 1, 2010, is attached as *Annex A-2* to this proxy statement/prospectus and is incorporated by reference herein in its entirety. The second amendment to the merger agreement, dated as of March 26, 2010, is attached as *Annex A-3* to this proxy statement/prospectus and is incorporated by reference herein in its entirety. The third amendment to the merger agreement, dated as of April 30, 2010, is attached as *Annex A-4* to this proxy statement/prospectus and is incorporated by reference herein in its entirety. Spectrum encourages its stockholders to read the merger agreement and the three amendments thereto carefully and in their entirety, as the merger agreement is the principal legal document governing the mergers.

The Proposed Transaction (see page 76)

On February 9, 2010, Spectrum entered into the merger agreement with Russell Hobbs, SB Holdings, Battery Sub and Grill Sub. As part of the proposed transaction, Spectrum and Russell Hobbs will become subsidiaries of SB Holdings, a newly created Delaware holding corporation.

Under the merger agreement, (i) Battery Sub will merge with and into Spectrum, with Spectrum as the surviving corporation (the Spectrum merger), and (ii) Grill Sub will merge with and into Russell Hobbs, with Russell Hobbs as the surviving corporation (the Russell Hobbs merger), which, together with the Spectrum merger, are referred to herein as the mergers). Battery Sub and Grill Sub are both direct wholly-owned subsidiaries of SB Holdings.

Upon the consummation of the mergers, (i) Spectrum stockholders will be entitled to receive in the Spectrum merger one share of the common stock of SB Holdings (SB Holdings common stock) in exchange for each share they hold of Spectrum common stock (Spectrum common stock) and (ii) Russell Hobbs stockholders will be entitled to receive shares of SB Holdings in exchange for their shares of Russell Hobbs common stock and preferred stock (Russell Hobbs Stock) in accordance with the terms of the merger agreement and based on a \$675 million enterprise value of Russell Hobbs, subject to various adjustments set forth in the merger agreement, and a \$31.50 per share valuation of Spectrum common stock. The adjustments set forth in the merger agreement include, among other things, adjustments to reflect the amount of cash held by Russell Hobbs and Russell Hobbs' indebtedness for borrowed money.

Based on the information set forth in Russell Hobbs' December 31, 2009 balance sheet, the adjustments to the enterprise value of Russell Hobbs set forth in the merger agreement would have resulted in a reduction of such enterprise value from \$675 million to \$644 million. Furthermore, as part of the transaction, the Harbinger Parties have agreed to convert their existing approximately \$158 million principal amount of Russell Hobbs' term debt into SB Holdings common stock at a price of \$31.50 per share, which is included in the \$675 million

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enterprise value of Russell Hobbs. The shares of SB Holdings common stock to be issued to the Harbinger Parties upon such conversion are included in the calculation of the 20,432,000 shares to be issued to Russell Hobbs stockholders as described herein; however, such shares are not included in the shares of SB Holdings common stock to be registered under this proxy statement/prospectus.

As a result of the mergers, the stockholders of Spectrum (other than the Harbinger Parties) are expected to own approximately 35% of SB Holdings, and the Harbinger Parties are expected to own approximately 65% of SB Holdings (assuming that the Harbinger Parties do not acquire additional shares of Spectrum common stock prior to the consummation of the mergers).

At the time of the special meeting, neither the stockholders of Spectrum nor the stockholders of Russell Hobbs will know the value of the consideration that they will receive in the merger. In addition, at the time that Spectrum stockholders vote on the adoption of the merger agreement, Spectrum stockholders will not know the number of shares of SB Holdings that will be issued pursuant to the merger agreement to the Harbinger Parties in exchange for the Harbinger Parties' shares of Russell Hobbs common stock and preferred stock.

The following is an illustration of how the total consideration for the mergers would be calculated, based on the information set forth in Russell Hobbs' unaudited consolidated balance sheet as of December 31, 2009.

SB Holdings Common Shares Issued To	Total Shares(1)	Value(2)
Harbinger Parties in exchange for shares of Russell Hobbs Stock	14,925,622	\$ 470,157,093
Harbinger Parties in exchange for conversion of Harbinger term loan	5,220,232	\$ 164,437,308
Harbinger Parties in exchange for shares of Spectrum common stock (3)	12,402,198	\$ 390,669,237
Other Spectrum stockholders in exchange for shares of Spectrum common stock	18,227,015	\$ 574,150,973
Russell Hobbs RSU holders (4)	286,146	\$ 9,013,599
Total shares of SB Holdings issued in mergers (including RSUs)	51,061,213	\$ 1,608,428,210

- (1) The calculations of the SB Holdings shares issuable in the mergers in the above table are based on the information set forth in Russell Hobbs' unaudited consolidated balance sheet as of December 31, 2009 and the adjustments provided in the merger agreement. The merger agreement provides for a one to one exchange ratio for shares of Spectrum common stock. There were 30,629,213 shares of Spectrum common stock outstanding, 110,231.34 shares of Russell Hobbs Series D Preferred Stock outstanding and 50,000 shares of Russell Hobbs Series E Preferred Stock outstanding. The exchange ratio for shares of Russell Hobbs' Series D and Series E Preferred Stock is based on the liquidation preference and accrued but unpaid dividends with respect to each series of the preferred stock, and a \$31.50 price per share for SB Holdings common stock. At December 31, 2009, the aggregate liquidation preference and accrued but unpaid dividends on (a) the Series D Preferred Stock was approximately \$151,147,000 and (b) the Series E Preferred Stock was approximately \$60,825,000.

The RH Common Exchange Ratio is based in part on (a) the amount of consolidated cash and cash equivalents held by Russell Hobbs and its subsidiaries in excess of \$17 million, (b) the amount of consolidated indebtedness for money borrowed of Russell Hobbs and its subsidiaries (other than the Harbinger term loan to Russell Hobbs) and (c) the pay-off amount of the Harbinger term loan to Russell Hobbs. At December 31, 2009, the consolidated cash and cash equivalents was \$24,299,000, the consolidated indebtedness for money borrowed (other than the Harbinger term loan to Russell Hobbs) was \$38,542,000 plus \$149,000 in accrued but unpaid interest, and the Harbinger term loan pay-off amount was \$164,437,000 (assuming prepayment penalties of \$6,172,000).

The value of the consideration and the number of shares of SB Holdings common stock to be issued will differ from the example in this table (which is being presented for illustration purposes only) because the number of shares of SB Holdings common stock to be issued to each of the parties set forth in this table will vary based on changes prior to the closing of the mergers in (a) the liquidation preference and accrued but unpaid dividends owed on the Russell

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Hobbs Series D and Series E Preferred Stock, (b) the consolidated cash and cash equivalents held by Russell Hobbs and its subsidiaries, (c) the consolidated indebtedness for money borrowed (other than the Harbinger term loan to Russell Hobbs) and (d) the pay-off amount for the Harbinger term loan to Russell Hobbs.

- (2) Based upon \$31.50 per share.
- (3) Based on the Harbinger Parties' Form 4 filed on April 28, 2010, the Harbinger Parties collectively beneficially own 12,402,198 shares of Spectrum common stock as of that date.
- (4) Based on 25,800,000 Russell Hobbs Restricted Stock Units outstanding on April 28, 2010.

The actual amounts of the adjustments to the exchange ratios at the closing of the mergers will not be known until immediately prior to the closing of the mergers, and therefore, the value of the consideration and the number of shares of SB Holdings common stock to be issued in the mergers will not be known at the time that Spectrum stockholders vote on the adoption of the merger agreement.

The combination of Spectrum and Russell Hobbs, if consummated, will create a new global consumer products company with an estimated \$3 billion in annual revenues, a strong balance sheet and a diverse portfolio of market-leading brands, including *Remington*, *Rayovac*, *VARTA*, *Hot Shot*, *Cutter*, *Repel*, *Spectracide*, *Black & Decker*, *George Foreman*, *Russell Hobbs*, *LitterMaid*, *Toastmaster*, *Tetra*, *8 in 1* and *Dingo*.

If the proposed transaction is consummated, SB Holdings, operating under the Spectrum Brands name, will continue to be managed by Spectrum's senior management team, with the addition of Terry L. Polistina, current Chief Executive Officer of Russell Hobbs, to lead a fourth reporting segment made up of the existing Russell Hobbs portfolio of small household appliance brands. Spectrum's current reporting segments, Global Batteries and Personal Care, Global Pet Supplies and Home and Garden, will remain autonomous and will continue to operate under their current management structures. Including Russell Hobbs' \$800 million in annual revenues, SB Holdings is expected to be approximately \$3 billion in annual revenues with \$430 million to \$440 million of adjusted EBITDA in fiscal 2010. Anticipated synergies of \$25 million to \$30 million are expected to be realized within 36 months following the consummation of the mergers.

Financing the Proposed Transaction (see page 115)

Commitments for \$1.8 billion in financing have been obtained from three financial institutions to be provided through a combination of new term loans, new senior notes and a new \$300 million ABL revolving facility. Proceeds from the financing (of which \$1.532 billion in proceeds is anticipated to be received at closing) will be used to refinance substantially all of existing Spectrum and Russell Hobbs debt, other than Spectrum's PIK Notes which are expected to remain outstanding after the mergers, and to pay transaction fees and expenses.

The proposed transaction is expected to improve Spectrum's leverage ratio, calculated as total debt less cash divided by adjusted EBITDA. Spectrum's leverage ratio was 4.7x for the quarter ended January 3, 2010. The leverage ratio declines to 4.0x pro forma for the transaction. The leverage ratio is projected to decline to 3.8x for fiscal 2010. Compared to Spectrum's existing capital structure, the new capital structure will provide longer maturities and additional liquidity for the combined company.

What Stockholders Will Be Entitled To Receive (see page 76)

Upon the consummation of the mergers, (i) stockholders of Spectrum will be entitled to receive in the Spectrum merger one share of SB Holdings common stock in exchange for each share they hold of Spectrum common stock and (ii) Russell Hobbs stockholders will be entitled to receive shares of SB Holdings in exchange for their shares of Russell Hobbs Stock in accordance with the terms of the merger agreement and based on a

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\$675 million enterprise value of Russell Hobbs, subject to various adjustments set forth in the merger agreement, and a \$31.50 per share valuation of Spectrum common stock.

Ownership of SB Holdings After the Proposed Transaction (see page 115)

After consummation of the mergers, the stockholders of Spectrum (other than the Harbinger Parties) are expected to own approximately 35% of SB Holdings and the Harbinger Parties are expected to own approximately 65% of SB Holdings (assuming that the Harbinger Parties do not acquire additional shares of Spectrum common stock prior to the consummation of the mergers). Specifically, the Russell Hobbs Stock will convert into SB Holdings common stock in accordance with the terms of the merger agreement and is based on a \$675 million enterprise value of Russell Hobbs, subject to various adjustments set forth in the merger agreement, and a \$31.50 per share valuation of Spectrum common stock. Furthermore, as part of the proposed transaction, the Harbinger Parties have agreed to convert their existing approximately \$158 million aggregate principal amount of Russell Hobbs term debt into SB Holdings common stock at a price of \$31.50 per share, which is included in the \$675 million enterprise value of Russell Hobbs. The shares of SB Holdings common stock to be issued to the Harbinger Parties upon such conversion are included in the calculation of the 20,432,000 shares to be issued to Russell Hobbs stockholders as described herein; however, such shares are not included in the shares of SB Holdings common stock to be registered under this proxy statement/prospectus.

Directors and Executive Officers of SB Holdings After the Proposed Transaction (see page 173)

Immediately following the mergers, the board of directors of SB Holdings will be divided into three classes and will be comprised of ten individuals. Initially, six directors will be designated by Russell Hobbs, three will be designated by Spectrum and one will be the Chief Executive Officer of SB Holdings. The Chief Executive Officer of Spectrum will be the initial Chief Executive Officer of SB Holdings. In addition to the Chief Executive Officer, Spectrum's current management team will be the initial management team of SB Holdings. The Chief Executive Officer of Russell Hobbs will be added to Spectrum's management team to lead a fourth reporting segment made up of the existing Russell Hobbs portfolio of home appliance brands.

Recommendation to Spectrum's Stockholders (see page 76)

The Spectrum Board (consistent with the recommendation of the Committee to the Spectrum Board) believes the merger agreement and the proposed transaction are advisable and in the best interests of Spectrum's stockholders (other than the Harbinger Parties) and recommends that you vote **FOR** the proposal to adopt the merger agreement. The Spectrum Board also recommends that you vote **FOR** the proposal to adjourn the special meeting, if necessary, to permit further solicitation of proxies on the proposal to adopt the merger agreement. When you consider the Spectrum Board's recommendation, you should be aware that Spectrum's directors may have interests in the transaction that may be different from, or in addition to, your interests. These interests are described in *The Proposed Transaction Interests of Certain Persons in the Spectrum Merger*.

Spectrum's Reasons for the Proposed Transaction (see page 91)

In evaluating the proposed transaction, the Committee consulted its legal and financial advisors and, in making its recommendation, the Committee considered a number of factors, including those factors described under *The Proposed Transaction Background of the Proposed Transaction* and *The Proposed Transaction Recommendation of the Committee and the Spectrum Board of Directors; Reasons for the Transaction*. In the course of reaching its decision, the Spectrum Board considered, among other factors, the unanimous recommendation of the Committee. See *The Proposed Transaction* and *The Proposed Transaction Background of the Proposed Transaction Recommendation of the Committee and the Spectrum Board of Directors; Reasons for the Transaction* *The Spectrum Board of Directors*.

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Opinion of the Committee's Financial Advisor (see page 100)

In connection with the transaction, the Committee received the written opinion, dated February 8, 2010, of its financial advisor, Barclays Capital Inc. (Barclays Capital), as to the fairness, from a financial point of view and as of the date of such opinion, to holders of Spectrum common stock (other than the Harbinger Parties and their respective affiliates) of the Spectrum Exchange Ratio. The full text of Barclays Capital's written opinion is attached as Annex B to this proxy statement/prospectus and is incorporated herein by reference. Barclays Capital's written opinion sets forth, among other things, the assumptions made, procedures followed, factors considered and limitations on the review undertaken by Barclays Capital in rendering its opinion. **Barclays Capital's opinion is addressed to the Committee (solely in its capacity as such) and relates only to the fairness, from a financial point of view, of the Spectrum Exchange Ratio. Barclays Capital's opinion does not in any manner address Spectrum's underlying business decision to proceed with or effect the proposed transaction, the likelihood of consummation of the proposed transaction or the terms of any related financing and does not constitute a recommendation to any stockholder as to how such stockholder should vote or act with respect to the proposed transaction.**

Risks Relating to the Proposed Transaction (page 32)

You should understand that the following important factors, in addition to those discussed in **Risk Factors** below and elsewhere in this proxy statement/prospectus, and in the documents which are incorporated by reference in this proxy statement/prospectus, could affect the future results of Russell Hobbs and Spectrum, and of SB Holdings after the consummation of the proposed transaction, and could cause those results or other outcomes to differ materially from those expressed or implied in the forward-looking statements:

the failure of Spectrum stockholders to adopt the merger agreement;

the risk that the businesses will not be integrated successfully;

the risk that synergies will not be realized;

the risk that SB Holdings following this transaction will not realize its financing strategy;

litigation with respect to either company or the mergers; and

disruption from the mergers making it more difficult to maintain certain strategic relationships.

Spectrum Stockholder Vote Required (see page 109)

Adoption of the merger agreement requires an affirmative votes of the holders of (i) a majority of the outstanding shares of Spectrum common stock entitled to vote (including the shares of the Harbinger Parties) and (ii) a majority of the outstanding shares of Spectrum common stock entitled to vote (excluding the shares of the Harbinger Parties (except any shares of Spectrum common stock acquired by the Harbinger Parties after March 1, 2010)). Approval of the proposal to adjourn the special meeting, if necessary, to permit further solicitation of proxies if adoption of the merger agreement is not obtained at the special meeting, requires the affirmative vote of the holders of a majority of the shares represented at the special meeting and entitled to vote on the matter.

Treatment of Spectrum Restricted Stock (see page 130)

Prior to and contingent upon the consummation of the mergers, the Spectrum Board (or the appropriate committee thereof) will take any actions necessary to cause each share of restricted stock with respect to Spectrum common stock to be converted into a share of restricted stock with respect to SB Holdings common stock at the exchange ratio for the conversion of Spectrum common stock, as may be adjusted, without change in

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the vesting schedule and other terms and conditions of the restricted stock. At the effective time of the mergers, the Spectrum 2009 Incentive Plan will be assumed by SB Holdings.

Conditions to the Consummation of the Mergers (see page 136)

Consummation of the mergers is subject to certain conditions, including, among others, closing of the new financing, adoption of the merger agreement by the requisite affirmative votes of the Spectrum stockholders, customary regulatory approvals, no material adverse change in Spectrum or Russell Hobbs and other customary closing conditions. All regulatory approvals necessary to consummate the mergers have been received.

Termination of the Merger Agreement (see page 143)

The merger agreement may be terminated due to any of the following:

by mutual written consent of Spectrum and Russell Hobbs;

by Russell Hobbs if there is a change in the recommendation by the Spectrum Board;

by Spectrum if the Spectrum Board decides to accept a Superior Proposal as described below;

by either party:

if the proposed transaction is not consummated before the close of business on August 12, 2010;

if the proposed transaction is enjoined or otherwise prohibited by law;

if Spectrum's stockholders do not adopt the merger agreement; or

if there is a material breach (as defined in the merger agreement) by either party.

The Spectrum Board (consistent with the recommendation of the Committee to the Spectrum Board) may withdraw or change its recommendation to the Spectrum stockholders with respect to the Spectrum merger if the Spectrum Board determines that to do otherwise would be inconsistent with its fiduciary duties because of the existence of an Intervening Event or a Superior Proposal (each as defined in the merger agreement). In addition, subject to certain procedural requirements (including the ability of Russell Hobbs to revise its offer) and payment of the termination fee and expense reimbursement discussed below, Spectrum may terminate the merger agreement and enter into an agreement with a third party which makes a Superior Proposal.

Termination Fees and Expenses (see page 145)

In connection with the termination of the merger agreement under specified circumstances generally related to a change in the recommendation by the Spectrum Board or a termination in connection with a Superior Proposal, Spectrum may be required to pay Russell Hobbs a termination fee of \$1 million (or \$10 million in specified circumstances) and reimburse Russell Hobbs for certain expenses related to the merger agreement up to an aggregate amount of \$10 million (or in some cases expense reimbursement will not be subject to this \$10 million limit). In connection with the termination of the merger agreement due to the failure to obtain the debt financing, Russell Hobbs may be required to pay Spectrum a reverse termination fee of \$1 million and reimburse Spectrum Brands for certain expenses related to the merger agreement up to an aggregate

amount of \$10 million.

Prior to any termination of the merger agreement, the only remedy that either party may pursue is specific performance. Following termination, the parties' sole remedy will be the termination fees described above (if payable), except in the case of a willful and material breach, in which case the aggregate amount of damages of either party may not exceed \$50 million. Money damages payable by the Harbinger Parties and their affiliates

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under the merger agreement and the other transaction documents following a termination of the merger agreement are limited to \$50 million in the aggregate.

Regulatory Matters (see page 117)

Consummation of the mergers is subject to prior receipt of those approvals and consents required to be obtained from applicable governmental and regulatory authorities, including under the Hart-Scott-Rodino Act (HSR Act) and by the applicable governmental authorities of Canada, Germany and Spain (except those the failure of which to be made or obtained does not have and would not reasonably be likely to have, individually or in the aggregate, an RH Material Adverse Effect and/or a Battery Material Adverse Effect (as each is defined in the merger agreement)).

Spectrum has submitted the required notices to the applicable antitrust regulatory authorities in the United States, Canada, Germany and Spain, and the antitrust regulatory authorities of each country other than the United States have issued a ruling in favor of the mergers and, in the case of the United States, the waiting period under the HSR Act has expired.

Except for the competition law approvals described above, Spectrum, Russell Hobbs and SB Holdings are not aware of any governmental approvals or compliance with applicable laws and regulations that are required for the mergers to become effective other than filings with the NYSE regarding the listing of SB Holdings' shares and filings with the Securities and Exchange Commission (SEC) regarding this proxy statement/prospectus. Spectrum, Russell Hobbs and SB Holdings intend to seek any other approvals required to consummate the mergers. There can be no assurance, however, that any such approvals will be obtained.

No Appraisal Rights (see page 74)

Spectrum stockholders are not entitled to appraisal rights under the General Corporation Law of the State of Delaware (DGCL) in connection with the mergers.

Material U.S. Federal Income Tax Consequences (see page 149)

The obligation of Spectrum to consummate the Spectrum merger is conditioned on the receipt by Spectrum of an opinion of Sutherland Asbill & Brennan LLP, counsel to Spectrum, dated the date of the effective time of the Spectrum merger, to the effect that for U.S. federal income tax purposes the Spectrum merger will constitute a reorganization within the meaning of Section 368(a) of the Internal Revenue Code and/or the mergers, taken together, will constitute exchanges described in Section 351 of the Internal Revenue Code.

Interests of Certain Persons in the Spectrum Merger (see page 109)

When Spectrum stockholders consider the Spectrum Board's recommendation that they vote in favor of the adoption of the merger agreement, Spectrum stockholders should be aware that Spectrum executive officers and directors may have interests in the Spectrum merger that may be different from, or in addition to, their interests.

As of April 28, 2010, Spectrum directors and named executive officers have been granted restricted stock which represents approximately 2% of the outstanding shares of Spectrum common stock. They will be entitled to receive the same consideration for their shares of Spectrum common stock in the Spectrum merger as the other holders of Spectrum common stock. The named executive officers hold restricted stock, which vests 75% on October 1, 2010, and 25% on October 1, 2011, and the directors hold restricted stock which vests 100% on October 1, 2010, if the executive officer is employed by (or the director is serving as a director of) Spectrum on such date. If the executive officer terminates employment (or the director ceases to serve as a director) before

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such date under certain circumstances, vesting of the restricted stock may be accelerated or may continue as if such executive officer remained employed by Spectrum. Under the merger agreement, the Spectrum equity awards will be converted, based on the exchange ratio for the conversion of Spectrum common stock specified in the merger agreement, into comparable equity awards with respect to SB Holdings common stock at the effective time of the mergers (see The Merger Agreement (Proposal No. 1) Merger Consideration). The mergers will not cause the accelerated vesting of any Spectrum equity awards.

There are 26.4 million outstanding Russell Hobbs Restricted Stock Units (RSU) which will vest on the earlier to occur of (i) a change in control of Russell Hobbs (as defined below), (ii) the first anniversary of a significant corporate event (as defined below), or (iii) the termination of the RSU holder's employment with Russell Hobbs without cause or by the employee for good reason after the occurrence of a significant corporate event. Under the merger agreement, the Russell Hobbs equity awards will be converted based on the RH Common Exchange Ratio (as defined in the merger agreement) into comparable equity awards with respect to SB Holdings common stock at the effective time of the mergers.

Spectrum has entered into employment agreements with certain of its executive officers. Under these employment agreements, Spectrum's executive officers would have been entitled to significant payments in connection with their termination of employment or a change in control of Spectrum. However, in connection with the mergers, such executive officers have waived the right to assert that the Spectrum merger is a change in control and have waived the right to receive any compensation or benefits due solely as a result of the Spectrum merger, to the extent such benefits were triggered, pursuant to signed Change in Control Waivers and Releases, each effective as of February 8, 2010. For the avoidance of doubt, the named executive officers have not waived their contractual rights, if any, under their employment agreements to receive compensation or benefits if their employment is terminated without regard to whether a change in control has occurred.

On February 8, 2010, Spectrum entered into an amendment to the employment agreement of David R. Lumley, Spectrum's then Co-Chief Operating Officer and President of its Global Batteries and Personal Care and Home and Garden segments. This amendment provided that, in the event that Spectrum's then Chief Executive Officer, Kent J. Hussey, no longer served as the sole Chief Executive Officer, Mr. Lumley would succeed Mr. Hussey as the sole Chief Executive Officer of Spectrum and the sole Chief Executive Officer of the business group of which Spectrum is a part. On April 13, 2010, Mr. Hussey retired as Chief Executive Officer of Spectrum, and Mr. Lumley was appointed to succeed him as Chief Executive Officer. Mr. Hussey will continue to serve as Chairman of the Board of Spectrum until the earlier of August 12, 2010 or the closing date of the mergers. In connection with Mr. Hussey's retirement, Spectrum entered into a separation agreement with Mr. Hussey, which is further described under The Proposed Transaction Interests of Certain Persons in the Spectrum Merger Hussey Separation Agreement. In connection with such change of position, SB Holdings and Mr. Lumley are expected to enter into a new employment agreement providing for compensation and benefits commensurate with such position, which terms shall not be less favorable than the compensation and benefits currently in effect for Mr. Lumley.

In addition, the merger agreement requires SB Holdings to (x) either maintain Spectrum's and Russell Hobbs' current directors' and officers' liability insurance policies for a period of six years from the effective time of the mergers or (y) obtain substitute policies or purchase a tail policy with a claims period of at least six years from the effective time of the mergers, in each case that provides coverage for events occurring on or before the effective time of mergers. The terms of the insurance policies will be no less favorable than Spectrum's and Russell Hobbs' respective existing policies, unless the annual premiums of the policies would exceed 300% of the current policies' premiums as of the date of the merger agreement, in which case the coverage will be the greatest amount of coverage available for a premium amount not exceeding 300% of such current premiums.

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The Harbinger Parties currently own approximately 40% of the outstanding Spectrum common stock and own 100% of the outstanding Russell Hobbs Stock. As of April 30, 2010, the Harbinger Parties owned approximately \$93 million of Spectrum's PIK Notes. The Harbinger Parties may have interests that differ from those of the other Spectrum stockholders due to their 100% ownership of Russell Hobbs. As a result of the mergers, the Harbinger Parties will reduce their ownership of Russell Hobbs from 100% direct ownership to approximately 65% indirect ownership, and they will increase their ownership of Spectrum from approximately 40% direct ownership to approximately 65% indirect ownership (assuming that the Harbinger Parties do not acquire additional shares of Spectrum common stock prior to the consummation of the mergers).

Material Support and Ancillary Agreements in Connection with the Proposed Transaction (see page 118)

Stockholder Agreement

In connection with the proposed transaction, the Harbinger Parties and SB Holdings entered into a stockholder agreement, dated February 9, 2010 (the Stockholder Agreement), which will be effective as of the effective time of the mergers, to provide for certain protective provisions in favor of minority stockholders, including selection of three independent directors by a special nominating committee, preemptive rights for certain eligible stockholders, limitations on transactions with affiliates of significant stockholders, limitations on going private transactions and tag along rights.

Support Agreements

Harbinger Support Agreement and Letter Agreement

On February 9, 2010, Spectrum entered into a support agreement with the Harbinger Parties (the Harbinger Support Agreement). Under the Harbinger Support Agreement, the Harbinger Parties agree to vote their shares of Spectrum common stock acquired before the date of the merger agreement in favor of the mergers and against any Alternative Proposal that would impede the mergers.

In the event that the merger agreement is terminated by Spectrum in connection with a Superior Proposal, which requires the approval of the Spectrum stockholders to be effective and which involves all or substantially all of Spectrum's assets or stock, before its stockholders adopt the merger agreement, the Harbinger Parties have agreed to vote sufficient shares of their Spectrum common stock acquired before the date of the merger agreement to cause such Superior Proposal to be approved, if such Superior Proposal values the Spectrum common stock at no less than \$34.65 per share and assuming at least two-thirds of the Spectrum common stock not held by the Harbinger Parties or their affiliates (except Letter Agreement Shares (defined below)) are voted in favor of, or tendered in connection with, such Superior Proposal.

On March 1, 2010, Spectrum and the Harbinger Parties entered into a letter agreement (the Letter Agreement) amending the Harbinger Support Agreement to permit the Harbinger Parties to purchase up to 100,000 shares of Spectrum common stock per week prior to the consummation of the mergers, up to an aggregate maximum of two million shares (the Letter Agreement Shares), in order to provide additional liquidity to Spectrum's stockholders. The Harbinger Support Agreement otherwise would in general have prohibited the Harbinger Parties from acquiring additional shares of Spectrum common stock until the termination of the merger agreement. As of April 28, 2010 the Harbinger Parties have purchased a total of 348,379 Letter Agreement Shares for an aggregate purchase price of \$10.4 million.

Pursuant to the terms of the Letter Agreement, the Harbinger Parties have generally agreed to vote any such newly acquired shares of Spectrum common stock proportionately with the votes of the holders of Spectrum common stock (other than the Harbinger Parties and the Avenue Parties (defined below)) with respect to the merger agreement and the mergers, except that the Harbinger Parties will vote any shares purchased from

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Avenue International Master, L.P. and certain of its affiliates that own Spectrum common stock (the Avenue Parties) in accordance with the Avenue Parties' voting obligations under the support agreement, dated as of February 9, 2010, by and among Spectrum and the Avenue Parties (the Avenue Support Agreement). If the Avenue Support Agreement is terminated or suspended, any shares purchased by the Harbinger Parties from the Avenue Parties will be voted proportionately with the votes of the holders of Spectrum common stock (other than the Harbinger Parties and the Avenue Parties). The Harbinger Parties have also agreed to vote their shares of Spectrum common stock acquired after March 1, 2010 pursuant to the Letter Agreement proportionately with the votes of the other holders of Spectrum common stock with respect to a Superior Proposal (regardless of the price offered for Spectrum common stock under such Superior Proposal).

Avenue Support Agreement

On February 9, 2010, Spectrum entered into the Avenue Support Agreement. Under the Avenue Support Agreement, the Avenue Parties agree to vote their shares of Spectrum common stock in favor of the mergers and against any Alternative Proposal that would impede the mergers. The obligation of the Avenue Parties to so support the mergers will terminate on the first to occur of (i) the consummation of the mergers, (ii) the date on which the merger agreement is terminated, (iii) 15 business days following the date on which the Spectrum Board changes its recommendation of the mergers or the Committee recommends to the Spectrum Board that it change such recommendation, and (iv) August 12, 2010.

Ancillary Agreements

Harbinger Limited Guarantee and Indemnification Agreement

Harbinger Master Fund has agreed, among other things and subject to the terms and conditions set forth therein, to guarantee the obligations of Russell Hobbs to pay (i) a reverse termination fee to Spectrum under the merger agreement and (ii) monetary damages awarded to Spectrum in connection with any willful and material breach by Russell Hobbs of the merger agreement. The maximum amount payable by Harbinger Master Fund under such guarantee is \$50 million less any amounts paid by Russell Hobbs or the Harbinger Parties, or any of their respective affiliates as damages under any documents related to the proposed transaction. Harbinger Master Fund has also agreed to indemnify Russell Hobbs, SB Holdings and their subsidiaries for out-of-pocket costs and expenses above \$3 million in the aggregate that become payable after the consummation of the mergers and that relate to the litigation arising out of the Applica transaction.

Registration Rights Agreement

In connection with the merger agreement, the Harbinger Parties, the Avenue Parties and SB Holdings entered into a registration rights agreement, dated as of February 9, 2010 (the Registration Rights Agreement), pursuant to which, after the consummation of the mergers, the Harbinger Parties and the Avenue Parties will, among other things and subject to the terms and conditions set forth therein, have certain demand and so-called "piggy back" registration rights with respect to their shares of SB Holdings common stock.

Under the Registration Rights Agreement, after the consummation of the mergers, any of the Harbinger Parties and the Avenue Parties may demand that SB Holdings register all or a portion of such Harbinger Party's or Avenue Party's SB Holdings common stock for sale under the Securities Act of 1933, as amended (the Securities Act), so long as the anticipated aggregate offering amount of the securities to be offered to the public (based on the average of the daily closing price of the securities for the 30 immediately preceding trading days) is (i) at least \$30 million if registration is to be effected pursuant to a registration statement on Form S-1 or a similar "long-form" registration or (ii) at least \$5 million if registration is to be effected pursuant to a registration statement on Form S-3 or a similar "short-form" registration.

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Amendment of Certain Provisions of PIK Notes

The merger agreement required Spectrum to commence a consent solicitation to seek the consent of the holders of the PIK Notes to modify certain provisions of the indenture governing the PIK Notes, dated August 31, 2009 (the PIK Notes Indenture) such that the mergers will not constitute a change of control under the PIK Notes Indenture and to provide more accommodative debt incurrence covenants for the combined business of Spectrum and Russell Hobbs. The Spectrum Consent Solicitation (as defined below) was initiated on March 1, 2010 and expired at 5:00 p.m. New York City time on March 9, 2010. Spectrum has obtained the requisite consents of holders representing a majority in aggregate principal amount of the PIK Notes outstanding (excluding PIK Notes owned by affiliates of Spectrum) necessary to amend the PIK Notes Indenture and the amendment has been executed and delivered by the parties thereto.

First Amendment to Merger Agreement

The parties to the merger agreement entered into an amendment to the merger agreement, dated as of March 1, 2010, (the first amendment), which extended the go-shop period under the merger agreement by 15 days to April 9, 2010. In addition, as discussed below, because the parties to the merger agreement agreed to permit the Harbinger Parties to purchase additional shares of Spectrum common stock prior to the consummation of the mergers, the first amendment also changed the stockholder approval requirement so that the merger agreement and the proposed transaction must be approved by the affirmative votes of the holders of (i) a majority of the outstanding shares of Spectrum common stock entitled to vote (including the shares of the Harbinger Parties) and (ii) a majority of the outstanding shares of Spectrum common stock entitled to vote (excluding the shares of the Harbinger Parties (other than any shares of Spectrum common stock acquired by the Harbinger Parties after March 1, 2010)). The purpose of this change is to ensure that any shares acquired by the Harbinger Parties pursuant to the Letter Agreement are counted for purposes of obtaining the adoption of the merger agreement by a majority of the outstanding shares of Spectrum common stock entitled to vote other than shares held by the Harbinger Parties as of the date of the merger agreement.

Second Amendment to Merger Agreement

The parties to the merger agreement entered into a second amendment to the merger agreement dated as of March 26, 2010 (the second amendment). The second amendment was executed to incorporate several technical revisions to the SB Holdings certificate of incorporation and bylaws to be effective at the closing of the mergers. In addition, the second amendment clarified that Spectrum stockholder approval is required only for the adoption of the merger agreement and not any other aspects of the proposed transaction.

Third Amendment to the Merger Agreement

The parties to the merger agreement entered into a third amendment to the merger agreement dated as of April 30, 2010 (the third amendment). The third amendment was executed to incorporate further clarifying revisions to the SB Holdings certificate of incorporation to be effective at or prior to the closing of the mergers.

Comparison of SB Holdings and Spectrum Stockholder Rights (see page 206)

The rights of Spectrum stockholders are currently governed by the DGCL and Spectrum's certificate of incorporation and bylaws. Upon consummation of the mergers, Spectrum stockholders and Russell Hobbs stockholders that receive SB Holdings common stock pursuant to the mergers will become stockholders of SB Holdings, and their rights will be governed by the DGCL and SB Holdings' restated certificate of incorporation and amended and restated bylaws.

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SPECTRUM SELECTED HISTORICAL FINANCIAL INFORMATION

The following table sets forth selected historical consolidated financial information of Spectrum for the periods presented. The selected financial information, as of September 30, 2009, 2008, 2007, 2006 and 2005 and for each of the five fiscal years then ended has been derived from Spectrum's audited consolidated financial statements. The selected financial information, as of January 3, 2010 and for the quarterly period then ended, has been derived from Spectrum's unaudited condensed consolidated financial statements which include, in the opinion of Spectrum's management, all adjustments, consisting of normal recurring adjustments, necessary to present fairly the results of operations and financial position of Spectrum for the period and date presented.

On November 5, 2008, the Spectrum Board committed to the shutdown of the growing products portion of Spectrum's Home and Garden Business, which includes the manufacturing and marketing of fertilizers, enriched soils, mulch and grass seed, following an evaluation of the historical lack of profitability and the projected input costs and significant working capital demands for the growing products portion of the Home and Garden Business during fiscal 2009. During the second quarter of fiscal 2009, Spectrum completed the shutdown of the growing products portion of the Home and Garden Business and, accordingly, began reporting the results of operations of the growing products portion of the Home and Garden Business as discontinued operations. As of October 1, 2005, Spectrum began reporting the results of operations of the Nu-Gro Pro and Tech division of the Home and Garden Business as discontinued operations. Spectrum also began reporting the results of operations of the Canadian division of the Home and Garden Business as discontinued operations as of October 1, 2006, which business was sold on November 1, 2007. Therefore, the presentation of all historical continuing operations has been changed to exclude the growing products portion of the Home and Garden Business, the Nu-Gro Pro and Tech and the Canadian divisions of the Home and Garden Business but to include the remaining control products portion of the Home and Garden Business.

The financial information indicated may not be indicative of future performance. This financial information and other data should be read in conjunction with the respective audited and unaudited consolidated financial statements of Spectrum, including the notes thereto, and

Management's Discussion and Analysis of Financial Condition and Results of Operations incorporated in this proxy statement/prospectus by reference. See The Companies' Information About Spectrum. This information should also be read in conjunction with the unaudited pro forma condensed combined financial statements. References to "Successor Company" in the financial statements contained herein refer to Spectrum after it emerged from chapter 11 of the Bankruptcy Code, and references to the "Predecessor Company" in the financial statements refer to Spectrum prior to that time.

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	Successor Company			Predecessor Company			
	The	The	The	Fiscal Year Ended September 30,			
	Quarterly	Period	Period				
	Period	From	From				
	Ended	August	October 1,				
	January 3,	31,	2008				
	2010	through	through	2008	2007	2006	2005
		September 30,	August	(In millions, except per share data)			
		2009	30,				
			2009				
Statement of Operations Data:							
Net sales	\$ 591.9	\$ 219.9	\$ 2,010.6	\$ 2,426.6	\$ 2,332.7	\$ 2,228.5	\$ 2,077.5
Gross profit	184.5	64.4	751.8	920.1	876.7	871.2	821.9
Operating income (loss) (1)	18.8	0.1	156.8	(684.6)	(251.8)	(289.1)	202.6
(Loss) income from continuing operations before income taxes	(35.0)	(20.0)	1,227.8	(914.8)	(507.2)	(460.9)	69.2
(Loss) income from discontinued operations, net of tax (2)	(2.7)	0.4	(86.8)	(26.2)	(33.7)	(2.5)	2.3
Net (loss) income (3)(4)(5)(6)	(60.2)	(70.8)	1,013.9	(931.5)	(596.7)	(434.0)	46.8
Restructuring and related charges cost of goods sold (7)	\$ 1.7	\$ 0.2	\$ 13.2	\$ 16.5	\$ 31.3	\$ 21.1	\$ 10.5
Restructuring and related charges operating expenses (7)	4.8	1.6	30.9	22.8	66.7	33.6	15.8
Other expense (income), net (8)	0.6	(0.8)	3.3	1.2	(0.3)	(4.1)	(0.7)
Interest expense	\$ 49.5	\$ 17.0	\$ 172.9	\$ 229.0	\$ 255.8	\$ 175.9	\$ 134.1
Per Share Data:							
Net (loss) income per common share:							
Basic	\$ (2.01)	\$ (2.36)	\$ 19.76	\$ (18.29)	\$ (11.72)	\$ (8.77)	\$ 1.07
Diluted	\$ (2.01)	\$ (2.36)	19.76	(18.29)	(11.72)	(8.77)	1.03
Average shares outstanding:							
Basic	30.0	30.0	51.3	50.9	50.9	49.5	43.7
Diluted (9)	30.0	30.0	51.3	50.9	50.9	49.5	45.6
Cash Flow and Related Data:							
Net cash provided (used) by operating activities	\$ (31.4)	\$ 75.0	\$ 1.6	\$ (10.2)	\$ (32.6)	\$ 44.5	\$ 216.6
Capital expenditures (10)	(4.9)	2.7	8.1	18.9	23.2	55.6	60.5
Depreciation and amortization (excluding amortization of debt issuance costs) (10)	25.0	8.6	58.5	85.0	77.4	82.6	68.5
Statement of Financial Position Data (at period end):							
Cash and cash equivalents	\$ 62.7	\$ 97.8		\$ 104.8	\$ 69.9	\$ 28.4	\$ 29.9
Working capital (11)	294.3	323.7		371.5	370.2	397.2	490.6
Total assets	2,908.1	3,020.7		2,247.5	3,211.4	3,549.3	4,022.1
Total long-term debt, net of current maturities	1,524.7	1,530.0		2,474.8	2,416.9	2,234.5	2,268.0
Total debt	1,584.2	1,583.5		2,523.4	2,460.4	2,277.2	2,307.3
Total shareholders equity (deficit)	600.4	660.9		(1,027.2)	(103.8)	452.2	842.7

- (1) During fiscal 2009, 2008, 2007 and 2006, pursuant to the Financial Accounting Standards Board Codification Topic 350: *Intangibles-Goodwill and Other*, formerly the Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets*, Spectrum conducted its annual impairment testing of goodwill and indefinite-lived intangible assets. As a result of these analyses Spectrum recorded non-cash pretax impairment charges of approximately \$34 million, \$861 million, \$362 million and \$433 million in the eleven month period ended August 30, 2009, fiscal 2008, fiscal 2007 and fiscal 2006, respectively. See the *Critical Accounting Policies Valuation of Assets and Asset Impairment* section of Management's Discussion and Analysis of Financial Condition and Results of Operations

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incorporated in this proxy statement/prospectus by reference as well as Note 3(i), Significant Accounting Policies – Intangible Assets, of Notes to Consolidated Financial Statements incorporated in this proxy statement/prospectus by reference for further details on these impairment charges.

(2) Fiscal 2007 loss from discontinued operations, net of tax, includes a non-cash pretax impairment charge of approximately \$45 million to reduce the carrying value of certain assets, principally consisting of goodwill and intangible assets, relating to Spectrum's Canadian Division of the Home and Garden Business in order to reflect the estimated fair value of this business. Fiscal 2008 loss from discontinued operations, net of tax, includes a non-cash pretax impairment charge of approximately \$8 million to reduce the carrying value of intangible assets relating to Spectrum's growing products portion of the Home and Garden Business in order to reflect the estimated fair value of this business. See Note 6, Assets Held for Sale, and Note 10, Discontinued Operations, of Notes to Consolidated Financial Statements incorporated in this proxy statement/prospectus by reference for information relating to these impairment charges.

(3) Included in the one month period for the Successor Company is a non-cash tax charge of \$58 million related to the residual U.S. and foreign taxes on approximately \$166 million of actual and deemed distributions of foreign earnings. The eleven month period ended August 30, 2009 income tax expense includes a non-cash adjustment of approximately \$52 million which reduced the valuation allowance against certain deferred tax assets.

The eleven month Predecessor Company includes a non-cash charge of \$104 million related to the tax effects of the fresh-start adjustments. In addition, Predecessor Company includes the tax effect on the gain on the cancellation of debt from the extinguishment of the senior subordinated notes as well as the modification of the senior term credit facility resulting in approximately \$124 million reduction in the U.S. net deferred tax asset exclusive of indefinite lived intangibles. Due to the Company's full valuation allowance position as of August 30, 2009 on the U.S. net deferred tax asset exclusive of indefinite lived intangibles, the tax effect of the gain on the cancellation of debt and the modification of the senior secured credit facility is offset by a corresponding adjustment to the valuation allowance of \$124 million. The tax effect of the fresh-start adjustments, the gain on the cancellation of debt and the modification of the senior secured credit facility, net of corresponding adjustments to the valuation allowance, are netted against reorganization items.

(4) Fiscal 2008 income tax benefit of \$9.5 million includes a non-cash charge of approximately \$222.0 million which increased the valuation allowance against certain net deferred tax assets.

(5) Fiscal 2007 income tax expense of \$55.8 million includes a non-cash charge of approximately \$180.1 million which increased the valuation allowance against certain net deferred tax assets.

(6) Fiscal 2006 income tax benefit of \$29.4 million includes a non-cash charge of approximately \$29.3 million which increased the valuation allowance against certain net deferred tax assets.

(7) See Note 15, Restructuring and Related Charges, of Notes to Consolidated Financial Statements incorporated in this proxy statement/prospectus by reference for further discussion.

(8) Fiscal 2006 includes a \$7.9 million net gain on the sale of our Bridgeport, CT manufacturing facility, acquired as part of the Remington Products Company, L.L.C. acquisition and subsequently closed in fiscal 2004, and our Madison, WI packaging facility, which was closed in Spectrum's fiscal 2003.

(9) Each of the one month period ended September 30, 2009, the eleven month period ended August 30, 2009, fiscal 2008, 2007 and 2006 does not assume the exercise of common stock equivalents as the impact would be antidilutive.

(10) Amounts reflect the results of continuing operations only.

(11) Working capital is defined as current assets less current liabilities.

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RUSSELL HOBBS SELECTED HISTORICAL FINANCIAL INFORMATION

Merger of Salton and Applica. In December 2007, two longstanding companies in the small household appliance business, Salton and Applica, combined their businesses through a merger of SFP Merger Sub, Inc., a Delaware corporation and a wholly owned direct subsidiary of Salton, with and into APN Holding Company, Inc., the parent of Applica Incorporated. As a result of the merger, Applica became a wholly-owned subsidiary of Salton. In December 2009, the combined company (formerly known as Salton, Inc.) changed its name to Russell Hobbs, Inc.

Statement of Financial Accounting Standard (SFAS) No. 141 *Business Combinations* requires the use of the purchase method of accounting for business combinations. In applying the purchase method, it is necessary to identify both the accounting acquiree and the accounting acquiror. In a business combination effected through an exchange of equity interests, such as the merger of Applica and Salton, the entity that issues the interests (Salton in this case) is normally the acquiring entity. However, in identifying the acquiring entity in a combination effected through an exchange of equity interests, all pertinent facts and circumstances must be considered, including the following:

the relative voting interests in the combined entity after the combination: in this case, stockholders of Applica received approximately 92% of the equity ownership and associated voting rights in the combined entity upon completion of the merger and related transactions; and

the composition of the governing body of the combined entity: in this case, the merger agreement provided that the composition of the board of directors of the surviving company would be determined by Applica.

While Salton, Inc. was the legal acquiror and surviving registrant in the merger, Applica was deemed to be the accounting acquiror based on the facts and circumstances outlined above. Accordingly, for accounting and financial statement purposes, the merger was treated as a reverse acquisition of Salton by Applica under the purchase method of accounting.

Harbinger Master Fund s and Harbinger Special Situations Fund s Acquisition of Applica. In January 2007 (prior to the merger of Applica and Salton), Applica was acquired by Harbinger Master Fund and Harbinger Special Situations Fund. For purposes of financial reporting, the acquisition was deemed to have occurred on January 1, 2007. References to Successor Company in the financial statements contained herein refer to reporting dates on or after January 1, 2007 and references to Predecessor Company in the financial statements refer to reporting dates through December 31, 2006. This is to indicate two different bases of accounting presented: (1) the period prior to the acquisition (January 1, 2006 through December 31, 2006, labeled Predecessor Company) and (2) the period after the acquisition, including, the acquisition date (January 1, 2007 June 30, 2008, labeled Successor Company).

The following table sets forth selected historical consolidated financial information of Russell Hobbs for the periods presented. The selected financial information as of June 30, 2009, June 30, 2008, June 30, 2007, December 31, 2006, December 31, 2005 and December 31, 2004 and for each of the five fiscal years then ended, has been derived from Russell Hobbs' audited consolidated financial statements. The selected financial data as of December 31, 2009, December 31, 2008, and June 30, 2006, and for each of the periods then ended, has been derived from Russell Hobbs' unaudited condensed consolidated financial statements which include, in the opinion of Russell Hobbs' management, all adjustments, consisting of normal recurring adjustments, necessary to present fairly the results of operations and financial position of Russell Hobbs for the periods and dates presented.

The results of operations for an interim period are not necessarily indicative of results for the full year or any other interim period. This financial information and other data should be read in conjunction with the respective audited and unaudited consolidated financial statements of Russell Hobbs, including the notes thereto, and Russell Hobbs Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this proxy statement/prospectus. This information should also be read in conjunction with the unaudited pro forma condensed consolidated financial statements.

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	Successor Company				Predecessor Company				
	Six Months Ended December 31,		Year Ended June 30,		Six Months Ended June 30,		Year Ended December 31,		
	2009	2008	2009	2008	2007	2006	2006	2005	2004
(Dollars in thousands, except per share data)									
Statement of Operations:									
Net sales	\$ 459,776	\$ 476,774	\$ 796,660	\$ 660,897	\$ 207,001	\$ 188,286	\$ 466,880	\$ 496,868	\$ 640,170
Income (loss) from continuing operations before income taxes	\$ 27,133	\$ (11,570)	\$ (24,833)	\$ (14,168)	\$ (332)	\$ (15,105)	\$ (17,251)	\$ (49,135)	\$ (80,783)
Income tax expense	\$ 8,872	\$ 4,916	\$ 14,042	\$ 13,440	\$ 1,685	\$ 1,516	\$ 3,087	\$ 2,805	\$ 59,451
Income (loss) from discontinued operations, net of taxes	\$ (6,715)	\$ (13,194)	\$ (19,442)	\$ (14,926)	\$ 408	\$ (2,313)	\$ (3,333)	\$ 2,671	\$ 7,280
Net earnings (loss)	\$ 6,111(6)	\$ (29,680)(7)	\$ (58,317)(1)	\$ (42,534)(2)	\$ (1,609)	\$ (18,934)(8)	\$ (23,671)(3)	\$ (49,269)(4)	\$ (132,954)(5)
Balance Sheet:									
Working capital	\$ 167,551	\$ 271,506	173,907	\$ 229,033	\$ 108,392	\$ 87,907	\$ 90,512	\$ 104,722	\$ 116,390
Current ratio	1.9	2.3	2.1	2.1	2.1	1.7	1.5	1.7	1.6
Property, plant and equipment, net	\$ 18,535	\$ 23,934	\$ 20,876	\$ 24,090	\$ 13,453	\$ 17,722	\$ 15,441	\$ 19,715	\$ 38,327
Total assets	\$ 740,689	\$ 914,572	\$ 737,846	\$ 865,088	\$ 344,318	\$ 240,492	\$ 284,418	\$ 297,282	\$ 375,937
Long-term debt and other long term liabilities	\$ 242,145	\$ 549,427	\$ 480,016	\$ 460,447		\$ 76,133	\$ 76,041	\$ 76,225	\$ 62,012
Stockholders' equity	\$ 115,159	\$ 153,027	\$ 99,679	200,120	\$ 242,579	\$ 43,089	\$ 41,303	\$ 63,151	\$ 110,970
Per Share Data:									
Earnings (loss) per common share from continuing operations basic and diluted	\$ 0.017	\$ (0.023)	\$ (0.05)	\$ (0.04)	\$ (0.00)	\$ (0.02)	\$ (0.03)	\$ (0.07)	\$ (0.11)
Earnings (loss) per common share from discontinued operations basic and diluted	\$ (0.009)	\$ (0.018)	\$ (0.03)	\$ (0.02)	\$ 0.00	\$ (0.00)	\$ (0.00)	\$ 0.00	\$ 0.01
Earnings (loss) per common basic and diluted	\$ 0.008(6)	\$ (0.041)(7)	\$ (0.08)(1)	\$ (0.06)(2)	\$ (0.00)	\$ (0.02)(8)	\$ (0.03)(3)	\$ (0.06)(4)	\$ (0.10)(5)
Cash dividends paid									
Book value at year end	\$ 0.16	\$ 0.21	\$ 0.14	\$ 0.27	\$ 0.33	\$ 1.77	\$ 0.06	\$ 0.09	\$ 0.15
Return on average equity	5.7%	(16.8)%	(38.9)%	(19.2)%	(1.1)%	(35.6)%	(45.3)%	(56.6)%	(76.3)%

(1) During the year ended June 30, 2009, Russell Hobbs recorded:

\$6.6 million in legal expenses related to its pursuit of patent infringement matters on certain patents related to the *LitterMaid* automatic cat litter box;

\$3.1 million in acquisition-related expenses of which approximately \$2.1 million were for the proposed acquisition of all the outstanding shares of Island Sky Australia Limited and other potential acquisition targets in the Water Products segment (none of which were consummated) and approximately \$1.0 million in acquisition-related expenses in its Household Products segment related to the cancellation of stock options as part of the purchase by Harbinger of the remaining public shares of Russell Hobbs in December 2008;

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\$1.1 million in severance expenses primarily related to a reduction in force in December 2008 in its North American and European operations and the transfer of its operations at its distribution facilities in North America to a third-party provider in June 2009; and

\$1.0 million in integration and transition-related costs primarily related to the integration and transition of the North American operations of Salton and Applica. The integration of the North American operations was substantially completed by June 2008.

(2) During the year ended June 30, 2008, Russell Hobbs recorded:

\$17.9 million in integration and transition-related costs primarily related to the integration and transition of the North American operations of Salton and Applica;

\$5.1 million in legal expenses related to Russell Hobbs' pursuit of patent infringement matters on certain patents related to the *LitterMaid* automatic cat litter box; and

\$4.1 million, net of \$3.0 million in reimbursement, in connection with a proposed acquisition of a global pet supply business that ultimately was not consummated.

(3) During the year ended December 31, 2006, Russell Hobbs recorded:

\$6.0 million in termination fees in connection with the termination of the proposed merger with NACCO Industries, Inc. and HB-PS Holding Company, Inc.;

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\$3.1 million net impact for the product recall of *Black & Decker* branded TCM 800 and TCM 805 thermal coffeemakers reported in the first quarter of 2006;

\$2.4 million attributable to price adjustments and write down of inventory related to a discontinued product;

the sale of inventory that included capitalized losses of \$2.9 million related to the closure of a manufacturing facility in Mexico;

\$1.8 million of fees and expenses related to the proposed merger with NACCO Industries, Inc. and HB-PS Holding Company, Inc.; and

\$1.9 million in consulting fees related to the engagement of a consulting firm.

(4) During the year ended December 31, 2005, Russell Hobbs recorded:

inventory write-downs of \$12.8 million related to adjustment to net realizable value of certain discontinued products;

raw materials inventory write off of \$3.3 million, write down of property, plant and equipment of \$1.1 million, accelerated depreciation of \$3.2 million and severance charges of \$4.9 million related to the downsizing and closure of its Mexican manufacturing operations;

inefficiencies and unabsorbed overhead of \$6.2 million associated with the downsizing and ultimate closure in October 2005 of its Mexican manufacturing operations;

\$1.2 million of fees and expenses related to certain strategic initiatives;

\$0.7 million in bad debt expense related to a contract manufacturing project at its Mexican manufacturing operations;

higher product warranty returns and related expenses of \$5.2 million, primarily in the first half of 2005; and

additional tax expense of \$1.9 million related to the closure of its Mexican manufacturing operations.

(5) During the year ended December 31, 2004, Russell Hobbs recorded:

an impairment charge of \$62.8 million as the result of its annual fair value assessment as of June 30, 2004 of goodwill;

income tax expense of \$57.8 million related to an increase in valuation allowances against net deferred tax assets;

restructuring charges of \$9.2 million, primarily in connection with the downsizing of its Mexican manufacturing operations;

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termination benefits of \$9.2 million related to resignation of its former Chairman of its board of directors and the termination of certain other employment and consulting agreements and relationships; and

a net gain on the sales of a subsidiary, a division and certain property of \$3.9 million.

(6) During the six months ended December 31, 2009, Russell Hobbs recorded:

\$1.1 million in legal expenses related to Russell Hobbs pursuit of patent infringement matters on certain patents related to the *LitterMaid* automatic cat litter box;

\$0.4 million in severance expenses primarily related to a reduction in force in December 2008 in its North American and European operations and the transfer of its operations at its distribution facilities in North America to a third-party provider in June 2009; and

\$0.3 million in integration and transition-related costs primarily related to the integration and transition of the North American operations of Salton and Applica.

(7) During the six months ended December 31, 2008, Russell Hobbs recorded:

\$4.7 million in legal expenses related to Russell Hobbs pursuit of patent infringement matters on certain patents related to the *LitterMaid* automatic cat litter box;

\$1.6 million in acquisition-related expenses consisting primarily of \$1.0 million recorded in Russell Hobbs Household Products segment relating to the cancellation of stock options as part of Russell Hobbs going-private transaction and the resulting purchase by Harbinger of the remaining public shares of Russell Hobbs in December 2008 and approximately \$0.6 million in acquisition-related expenses for potential acquisitions of businesses in the Water Products segment, none of which were consummated. Finally, Russell Hobbs had reversals of approximately \$0.3 million of acquisition-related accruals relating to potential acquisition within the Household Products segment;

\$1.0 million in integration and transition-related costs primarily related to the integration and transition of the North American operations of Salton and Applica. The integration of the North American operations was substantially completed by June 2008; and

\$0.9 million in severance expenses in the year ended June 30, 2009 primarily related to a reduction in force in December 2008 in its North American and European operations and the transfer of its operations at its distribution facilities in North America to a third-party provider in June 2009.

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(8) During six months ended June 30, 2006, Russell Hobbs recorded:

\$3.7 million for the product recall of *Black & Decker* branded TCM 800 and TCM 805 thermal coffeemakers;

the sale of inventory that included capitalized losses of \$2.7 million related to the closure of a manufacturing facility in Mexico;

\$0.4 million of fees and expenses related to the proposed merger with NACCO Industries, Inc. and HB-PS Holding Company, Inc.; and

\$1.7 million in consulting fees related to the engagement of a consulting firm.

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The following selected unaudited pro forma condensed combined statement of financial position, as of January 3, 2010, reflects the merger and related transactions as if they had occurred on January 3, 2010 for Spectrum and Russell Hobbs as a consolidated entity. The unaudited pro forma statements of operations for the three month period ended January 3, 2010 and the fiscal year ended September 30, 2009 reflects the merger and related transactions as if they had occurred on October 1, 2008. In the opinion of management, all adjustments necessary to reflect the effect of these transactions have been made. The mergers will be accounted for under the acquisition method of accounting as provided by Accounting Standards Codification (ASC) 805-10 (previously SFAS No. 141(R), *Business Combinations*).

The unaudited pro forma condensed combined financial information should be read together with the respective historical audited and unaudited consolidated financial statements and financial statement notes of Spectrum and Russell Hobbs in this proxy statement/prospectus and the documents incorporated by reference herein. The unaudited pro forma condensed combined financial information is presented for comparative purposes only and does not necessarily indicate what the future operating results or financial position of SB Holdings will be following consummation of the mergers. The unaudited pro forma condensed combined financial information does not include adjustments to reflect any cost savings or other operational efficiencies that may be realized as a result of the mergers or any future merger related restructuring or integration expenses.

(In millions, except share and per share numbers)	As of and for the Three Months Ended January 3, 2010	As of and for the Fiscal Year Ended September 30, 2009
Income Statement		
Net sales	\$ 840.6	\$ 3,027.2
Cost of goods sold and restructuring and related charges	578.4	1,991.5
Gross profit	262.2	1,035.7
Operating expenses	212.6	858.6
Interest expense	44.5	171.5
Other expenses	4.6	7.1
Loss from continuing operations before reorganization items and income taxes	(0.5)	(1.5)
Reorganization items, net	3.6	(1,138.8)
Income tax expense	27.0	87.8
(Loss) income from continuing operations	\$ (30.1)	\$ 1,049.5
(Loss) earnings from continuing operations per share:		
Basic	\$ (0.59)	\$ 20.55
Diluted	\$ (0.59)	\$ 20.55
Number of shares:		
Basic	51,061,213	51,061,213
Diluted	51,061,213	51,061,213
Balance Sheet		
Total assets	\$ 3,849.8	
Total shareholders' equity	\$ 1,062.3	
Net book value per share outstanding	\$ 20.80	

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The following selected unaudited pro forma per share information for the three month period ended January 3, 2010 and for the year ended September 30, 2009 reflects the mergers and related transactions as if they had occurred on October 1, 2008. The unaudited pro forma combined net asset value per common share outstanding reflects the mergers and related transactions as if they had occurred on January 3, 2010.

Such unaudited pro forma combined per share information is based on the historical financial statements of Spectrum and Russell Hobbs and on available information and certain assumptions and adjustments as discussed in the section entitled "Unaudited Pro Forma Condensed Combined Financial Statements" of this proxy statement/prospectus. This unaudited pro forma combined per share information is provided for illustrative purposes only and is not necessarily indicative of what the operating results or financial position of Spectrum or Russell Hobbs would have been had the mergers and related transactions been completed at the beginning of the periods or on the dates indicated, nor are they necessarily indicative of any future operating results or financial position. The following should be read in connection with the section entitled "Unaudited Pro Forma Condensed Combined Financial Statements" and other information included in or incorporated by reference into this proxy statement/prospectus.

Spectrum

	Successor Company	Predecessor Company
	Three Months Ended January 3, 2010	The period from Aug. 31, 2009 to Sept. 30, 2009
		The period from Oct. 1, 2008 to Aug. 30, 2009
Historical Per Common Share Data:		
Basic net (loss) income per share	\$ (1.92)	\$ (2.36)
Diluted net (loss) income per share	\$ (1.92)	\$ (2.36)
Book value per share as of the period end	\$ 19.60	\$ 22.03

Russell Hobbs

	Three Months Ended	Fiscal Year Ended
	December 31, 2009	June 30, 2009
Historical Per Common Share Data:		
Basic net income (loss) per share	\$ 0.02	\$ (0.05)
Diluted net income (loss) per share	\$ 0.02	\$ (0.05)
Book value per share as of the period end	\$ 0.16	\$ 0.14

Pro Forma Combined Company

Three Months Ended	Fiscal Year Ended
January 3, 2010	September 30, 2009

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Unaudited Pro Forma Combined Per Common Share Data:

Basic net (loss) income per share	\$	(0.59)	\$	20.55
Diluted net (loss) income per share	\$	(0.59)	\$	20.55
Book value per share as of the period end	\$	20.80		

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RISK FACTORS

In addition to the other information included and incorporated by reference in this proxy statement/prospectus, including the matters addressed in the Cautionary Statement Regarding Forward-Looking Statements, you should carefully consider the following risks before deciding how to cast your vote. In addition, you should read and consider the risks associated with the businesses of Spectrum and Russell Hobbs. You should also read and consider the other information in this proxy statement/prospectus and the other documents incorporated by reference in this proxy statement/prospectus. Please see Where You Can Find More Information. Additional risks and uncertainties not presently known to Spectrum and Russell Hobbs or that are not currently believed to be important also may adversely affect the transaction and SB Holdings following the mergers.

Risks Related to the Mergers and to an Investment in SB Holdings

Significant costs are expected to be incurred in connection with the consummation of the mergers and integration of Spectrum and Russell Hobbs into a single business, including legal, accounting, financial advisory and other costs.

If the mergers are consummated, Spectrum and Russell Hobbs expect to incur significant costs in connection with integrating their operations, products and personnel. These costs may include costs for:

employee redeployment, relocation or severance;

integration of information systems;

combination of research and development teams and processes; and

reorganization or closures of facilities.

In addition, Spectrum and Russell Hobbs expect to incur a number of non-recurring costs associated with combining the operations of the two companies, which cannot be estimated accurately at this time. Spectrum and Russell Hobbs will also incur transaction fees and other costs related to the mergers, anticipated to be approximately \$94 million. This amount is a preliminary estimate and subject to change. Additional unanticipated costs may be incurred in the integration of the businesses of Spectrum and Russell Hobbs. Although Spectrum and Russell Hobbs expect that the elimination of duplicative costs, as well as the realization of other efficiencies related to the integration of the businesses, may offset incremental transaction and transaction-related costs over time, this net benefit may not be achieved in the near term, or at all. There can be no assurance that Spectrum and Russell Hobbs will be successful in these integration efforts.

The debt of Spectrum and Russell Hobbs incurred in connection with the mergers may limit their financial and operating flexibility.

In order to refinance Spectrum's existing senior debt and a portion of Russell Hobbs' existing senior debt, as well as to pay transaction expenses in connection with the mergers, Spectrum and Russell Hobbs expect to finance substantially all of such amounts through the incurrence of approximately \$1.80 billion of new indebtedness (from which \$1.532 billion in proceeds is anticipated to be received at closing), including:

senior secured notes in a principal amount of up to \$750 million;

a senior secured asset-based revolving facility of up to \$300 million (the New Revolving Facility);

a senior secured term facility of up to \$750 million (the New Term Facility); and

if the companies are unable to issue the senior secured notes prior to the consummation of the mergers, a senior secured bridge facility of up to \$750 million (the Bridge Loan Facility).

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The New Revolving Facility, the New Term Facility and the Bridge Loan Facility are collectively referred to as the New Facilities. The New Facilities are expected to contain financial covenants relating to maximum leverage and minimum fixed charge coverage. Other covenants contained in the New Facilities are expected to restrict, among other things, asset dispositions, mergers and acquisitions, dividends, stock repurchases and redemptions, other restricted payments, indebtedness and preferred stock, loans and investments, liens and affiliate transactions. Spectrum anticipates that the New Facilities will contain customary events of default. These covenants will, among other things, limit the ability of the respective restricted entities to fund future working capital and capital expenditures, engage in future acquisitions or development activities, or otherwise realize the value of their assets and opportunities fully because of the need to dedicate a portion of cash flow from operations to payments on debt. In addition, such covenants could limit the flexibility of the respective restricted entities in planning for, or reacting to, changes in the industries in which they operate.

SB Holdings may not realize the anticipated benefits of the mergers.

The mergers involve the integration of two companies that have previously operated independently. The integration of Spectrum and Russell Hobbs is expected to result in financial and operational benefits, including increased revenues, cost savings and other financial and operational benefits. There can be no assurance, however, regarding when or the extent to which SB Holdings will be able to realize these increased revenues, cost savings or other benefits. This integration may also be difficult, unpredictable, and subject to delay because of possible company culture conflicts and different opinions on technical decisions and product roadmaps. The companies must integrate or, in some cases, replace, numerous systems, including those involving management information, purchasing, accounting and finance, sales, billing, employee benefits, payroll and regulatory compliance, many of which are dissimilar. In some instances, Spectrum and Russell Hobbs serve the same customers, and some of these customers may decide that it is desirable to have additional or different suppliers. Difficulties associated with integrating Spectrum and Russell Hobbs could have a material adverse effect on Russell Hobbs, Spectrum and/or SB Holdings and the market price of SB Holdings common stock.

Results after the mergers may materially differ from the pro forma information presented in this proxy statement/prospectus.

Results after the mergers may be materially different from those shown in the pro forma information that only show a combination of historical results for Spectrum and Russell Hobbs. The merger, integration, restructuring and transaction costs related to the mergers could be higher or lower than currently estimated depending on how difficult it will be to integrate Spectrum and Russell Hobbs.

Integrating Spectrum and Russell Hobbs may divert management's attention away from their operations.

Successful integration of Spectrum's and Russell Hobbs' operations, products and personnel may place a significant burden on the management and internal resources of Spectrum and Russell Hobbs. The diversion of management attention and any difficulties encountered in the transition and integration process could harm the businesses, financial conditions and operating results of Spectrum, Russell Hobbs and the combined company, as the case may be.

As a result of the mergers, Spectrum and Russell Hobbs may not be able to retain key personnel or recruit additional qualified personnel, which could materially affect the companies' respective businesses and require Spectrum and Russell Hobbs to incur substantial costs to recruit replacements for lost personnel.

Each of Spectrum and Russell Hobbs is highly dependent on the continuing efforts of its senior management team and other key personnel. As a result of the mergers, current and prospective Spectrum and Russell Hobbs employees could experience uncertainty about their future roles. This uncertainty may adversely affect the ability of Spectrum, Russell Hobbs or SB Holdings, as the case may be, to attract and retain key management, sales, marketing and technical personnel. Any failure to attract and retain key personnel could have a material adverse

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effect on the business of Spectrum, Russell Hobbs or SB Holdings after consummation of the mergers. In addition, Spectrum and Russell Hobbs currently do not maintain key person insurance covering any member of its management teams.

General customer uncertainty related to the mergers could harm Spectrum, Russell Hobbs and SB Holdings.

Spectrum's or Russell Hobbs' customers may, in response to the announcement or consummation of the proposed mergers, delay or defer purchasing decisions. If Spectrum's or Russell Hobbs' customers delay or defer purchasing decisions, the revenues of Spectrum and Russell Hobbs, respectively, and the revenues of SB Holdings, could materially decline or any anticipated increases in revenue could be lower than expected.

While the mergers are pending, Spectrum and Russell Hobbs will be subject to business uncertainties and contractual restrictions that could adversely affect their businesses.

Uncertainty about the effect of the mergers on customers and suppliers may have an adverse effect on Spectrum and Russell Hobbs and, consequently, on SB Holdings. These uncertainties could cause customers, suppliers and others who deal with Spectrum and Russell Hobbs to seek to change existing business relationships with Spectrum and Russell Hobbs. In addition, the merger agreement restricts Spectrum and Russell Hobbs, without the other party's consent and subject to certain exceptions, from making certain acquisitions and taking other specified actions until the mergers occur or the merger agreement terminates. These restrictions may prevent Spectrum and Russell Hobbs from pursuing otherwise attractive business opportunities and making other changes to their respective businesses that may arise prior to consummation of the mergers or termination of the merger agreement.

Officers and directors of Spectrum may have certain interests in the Spectrum merger that may be different from, or in addition to, interests of other Spectrum stockholders.

Spectrum officers and directors may have certain interests in the Spectrum merger that may be different from, or in addition to, interests of other Spectrum stockholders. Spectrum stockholders should be aware of these interests when considering the Spectrum Board recommendation to adopt the merger agreement. See *The Proposed Transaction* *Interests of Certain Persons in the Spectrum Merger* for additional information.

The Harbinger Parties will exercise significant influence over SB Holdings and their interests in SB Holdings' business may be different from the interests of Spectrum stockholders.

Upon consummation of the mergers and related transactions, the Harbinger Parties will beneficially own approximately 65% of the outstanding common stock of SB Holdings (assuming that the Harbinger Parties do not acquire additional shares of Spectrum common stock prior to the consummation of the mergers). The Harbinger Parties also owned approximately \$93 million of Spectrum PIK Notes as of April 30, 2010. The Harbinger Parties will thus generally have the ability to influence the outcome of any corporate action of SB Holdings which requires stockholder approval, including, but not limited to, the election of directors, approval of merger transactions involving SB Holdings and the sale of all or substantially all of SB Holdings' assets. In addition, SB Holdings is a party to the Stockholder Agreement pursuant to which the Harbinger Parties will have the right to designate for nomination for election six of SB Holdings' ten board members subject to the terms and conditions described therein.

This influence and actual control may have the effect of discouraging offers to acquire SB Holdings because any such consummation would likely require the consent of the Harbinger Parties. The Harbinger Parties may also delay or prevent a change in control of SB Holdings. In addition, the significant concentration of stock ownership may adversely affect the value of SB Holdings common stock due to a resulting lack of liquidity of SB Holdings common stock or a perception among investors that conflicts of interest may exist or arise.

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If the Harbinger Parties sell substantial amounts of SB Holdings common stock in the public market, or investors perceive that these sales could occur, the market price of SB Holdings common stock could be adversely affected. In connection with the execution of the merger agreement, SB Holdings entered into the Registration Rights Agreement with the Harbinger Parties and certain other existing stockholders of Spectrum who collectively own or control approximately 63% of Spectrum's outstanding common stock as of April 28, 2010. If requested properly under the terms of the Registration Rights Agreement, these stockholders have the right to require SB Holdings to register all or some of such shares for sale under the Securities Act in certain circumstances and also have the right to include those shares in a registration initiated by SB Holdings. If SB Holdings is required to include the shares of SB Holdings common stock held by these stockholders pursuant to these registration rights in a registration initiated by SB Holdings, sales made by such stockholders may adversely affect the price of SB Holdings common stock and SB Holdings' ability to raise needed capital. In addition, if these stockholders exercise their demand registration rights and cause a large number of shares to be registered and sold in the public market or demand that SB Holdings register their shares on a shelf registration statement, such sales or shelf registration may have an adverse effect on the market price of SB Holdings common stock.

The interests of the Harbinger Parties, which have investments in other companies, may from time to time diverge from the interests of other SB Holdings stockholders, particularly with regard to new investment opportunities. The Harbinger Parties are not restricted from investing in other businesses involving or related to the marketing or distribution of household products, pet and pest products and personal care products. The Harbinger Parties may also engage in other businesses that compete or may in the future compete with SB Holdings.

The value of the shares of SB Holdings common stock received upon the consummation of the mergers may be less than the value of the shares of Spectrum common stock as of the date of this proxy statement/prospectus or the date of the special meeting.

The consideration that holders of Spectrum common stock will be entitled to receive in the Spectrum merger is fixed and will not be adjusted in the event of any changes in the price of Spectrum common stock prior to the mergers. There may be a significant amount of time between the date when the stockholders of Spectrum vote on the merger agreement at the special meeting of Spectrum's stockholders and the date when the mergers are consummated. The price per share of Spectrum common stock may vary significantly between the date of this proxy statement/prospectus, the date of the special meeting and the date of the consummation of the mergers. These variations may be caused by, among other things, changes in the businesses, operations, results or prospects of Spectrum, market expectations of the likelihood that the mergers will be consummated and the timing of consummation, the prospects of post-merger operations, the effect of any conditions or restrictions imposed on or proposed with respect to SB Holdings by regulatory agencies and authorities, general market and economic conditions and other factors. In addition, it is impossible to predict accurately the market price of the SB Holdings common stock to be received by Spectrum stockholders after the consummation of the mergers. Accordingly, the price of Spectrum common stock on the date of this proxy statement/prospectus and on the date of the special meeting may not be indicative of its price immediately prior to consummation of the mergers and the price of SB Holdings common stock after the mergers are consummated.

The trading price of shares of SB Holdings common stock after the consummation of the mergers may be affected by factors different from those affecting the price of shares of Spectrum common stock before the mergers.

Upon the consummation of the mergers, holders of Spectrum common stock will be entitled to become holders of SB Holdings common stock. The results of operations of Spectrum, as well as the trading price of SB Holdings common stock, after the mergers may be affected by factors different from those currently affecting Spectrum's results of operations and the trading price of Spectrum common stock. For a discussion of the businesses of Spectrum and Russell Hobbs and of certain factors to consider in connection with those businesses, see "The Companies' Information About Spectrum" and "The Companies' Information About Russell Hobbs."

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There has been no prior public market for SB Holdings common stock.

Before this offering, no public market existed for the SB Holdings common stock. It is anticipated that the SB Holdings common stock will be listed on the NYSE. However, an active public market for the SB Holdings common stock may not develop or be sustained after the consummation of the mergers, which could affect the ability to sell, or depress the market price of, the SB Holdings common stock. We cannot predict the extent to which a trading market will develop or how liquid that market might become.

The stock price of SB Holdings common stock may be volatile.

The stock price of SB Holdings common stock may be volatile and subject to wide fluctuations. In addition, the trading volume of SB Holdings common stock may fluctuate and cause significant price variations to occur. Some of the factors that could cause fluctuations in the stock price or trading volume of the SB Holdings common stock include:

general market and economic conditions;

actual or expected variations in quarterly operating results;

differences between actual operating results and those expected by investors and analysts;

changes in recommendations by securities analysts;

operations and stock performance of competitors;

accounting charges, including charges relating to the impairment of goodwill;

significant acquisitions or strategic alliances by SB Holdings or by competitors;

sales of the SB Holdings common stock, including sales by SB Holdings directors and officers or significant investors;

recruitment or departure of key personnel; and

loss of key customers.

We cannot assure you that the price of SB Holdings common stock will not fluctuate or decline significantly in the future. In addition, the stock market in general can experience considerable price and volume fluctuations that may be unrelated to SB Holdings performance.

Spectrum and Russell Hobbs face risks related to the current economic environment.

The current economic environment and related turmoil in the global financial system has had and may continue to have an impact on the business and financial condition of Spectrum and/or Russell Hobbs. Global economic conditions have significantly impacted economic markets within certain sectors, with financial industries and retail business being particularly impacted. The ability of Spectrum and/or Russell Hobbs to generate revenue depends significantly on discretionary consumer spending. It is difficult to predict new general economic conditions that could impact consumer and customer demand for products of Spectrum and/or Russell Hobbs or their respective ability to manage normal commercial

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relationships with their customers, suppliers and creditors. The recent continuation of a number of negative economic factors, including constraints on the supply of credit to households, uncertainty and weakness in the labor market and general consumer fears of a continuing economic downturn could have a negative impact on discretionary consumer spending. If the economy continues to deteriorate or fails to improve, Spectrum's and Russell Hobbs' respective businesses could be negatively impacted, including as a result of reduced demand for their products or supplier or customer disruptions. Any weakness in discretionary consumer spending could have a material adverse effect on the revenues, results of operations and financial condition of Spectrum and/or Russell Hobbs. In addition, the ability of Spectrum and/or Russell Hobbs to access the capital markets may be restricted at a time when Spectrum and/or Russell Hobbs, as the case may be, would like or need to do so, which could have an impact on its flexibility to react to changing economic and business conditions.

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Spectrum and Russell Hobbs participate in very competitive markets and they may not be able to compete successfully, causing them to lose market share and sales.

The markets in which Spectrum participates are very competitive. In the consumer battery market, Spectrum's primary competitors are *Duracell* (a brand of Procter & Gamble), *Energizer* and *Panasonic* (a brand of Matsushita). In the electric shaving and grooming and electric personal care product markets, Spectrum's primary competitors are *Braun* (a brand of Procter & Gamble), *Norelco* (a brand of Philips), and *Vidal Sassoon* and *Revlon* (brands of Helen of Troy). In the pet supplies market, Spectrum's primary competitors are *Mars*, *Hartz* and *Central Garden & Pet*. In the Home and Garden Business, Spectrum's principal national competitors are *The Scotts Company*, *Central Garden & Pet* and *S.C. Johnson*. In each of Spectrum's markets, it also faces competition from numerous other companies.

Russell Hobbs competes with established companies, a number of which have substantially greater facilities, personnel, financial and other resources than it has. The key competitors of Russell Hobbs in this market in the United States and Canada include Jarden Corporation, DeLonghi America, Euro-Pro Operating LLC, Metro Thebe, Inc., d/b/a HWI Breville, NACCO Industries, Inc. (*Hamilton Beach*) and SEB S.A. In addition, Russell Hobbs competes with its retail customers, who use their own private label brands, and with distributors and foreign manufacturers of unbranded products. Some competitors may be willing to reduce prices and accept lower profit margins to compete with Russell Hobbs. As a result of this competition, Russell Hobbs could lose market share and sales, or be forced to reduce its prices to meet competition. Significant new competitors or increased competition from existing competitors may adversely affect Russell Hobbs' business, financial condition and results of operations.

Spectrum and Russell Hobbs and their respective competitors compete for consumer acceptance and limited shelf space based upon brand name recognition, perceived product quality, price, performance, product features and enhancements, product packaging and design innovation, as well as creative marketing, promotion and distribution strategies, and new product introductions. Spectrum's and Russell Hobbs' ability to compete in these consumer product markets may be adversely affected by a number of factors, including, but not limited to, the following:

Spectrum and Russell Hobbs compete against many well-established companies that may have substantially greater financial and other resources, including personnel and research and development, and greater overall market share than that of Spectrum and Russell Hobbs.

In some key product lines, Spectrum's and Russell Hobbs' competitors may have lower production costs and higher profit margins than that of Spectrum and Russell Hobbs, which may enable them to compete more aggressively in offering retail discounts, rebates and other promotional incentives.

Product improvements or effective advertising campaigns by competitors may weaken consumer demand for Spectrum's and Russell Hobbs' products.

Consumer purchasing behavior may shift to distribution channels where Spectrum and Russell Hobbs do not have a strong presence.

Consumer preferences may change to lower margin products or products other than those Spectrum and Russell Hobbs market. If Spectrum's or Russell Hobbs' product offerings are unable to compete successfully, Spectrum's or Russell Hobbs' sales, results of operations and financial condition could be materially and adversely affected.

Sales of certain of Spectrum's and Russell Hobbs' products are seasonal and may cause their quarterly operating results and working capital requirements to fluctuate.

Sales of Spectrum's battery and electric shaving and grooming and personal care products are seasonal. A large percentage of sales for these products generally occur during Spectrum's first fiscal quarter that ends on or

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about December 31, due to the impact of the December holiday season. Sales of Spectrum's lawn and garden and household insect control products that are offered through the Home and Garden Business are also seasonal. A large percentage of Spectrum's sales of these products occur during the spring and summer, typically Spectrum's second and third fiscal quarters. As a result of this seasonality, Spectrum's inventory and working capital needs relating to these products fluctuate significantly during the year. In addition, orders from retailers are often made late in the period preceding the applicable peak season, making forecasting of production schedules and inventory purchases difficult. If Spectrum is unable to accurately forecast and prepare for customer orders or its working capital needs, or there is a general downturn in business or economic conditions during these periods, Spectrum's business, financial condition and results of operations could be materially and adversely affected.

The market for small household appliances is highly seasonal in nature, and Russell Hobbs often recognizes a substantial portion of its sales in the last half of the calendar year. As a result of this seasonality, Russell Hobbs' inventory and working capital needs relating to these products fluctuate significantly during the year. In addition, orders from retailers are often made late in the period preceding the applicable peak season, making forecasting of production schedules and inventory purchases difficult. If Russell Hobbs is unable to accurately forecast and prepare for customer orders or its working capital needs, or there is a general downturn in business or economic conditions during these periods, its businesses, financial condition and results of operations could be materially and adversely affected.

Spectrum and Russell Hobbs are subject to significant international business risks that could hurt their businesses and cause their results of operations to fluctuate.

A significant amount of Spectrum's and Russell Hobbs' revenues are from customers outside of the United States. Each company's pursuit of international growth opportunities may require significant investments for an extended period before returns on these investments, if any, are realized. International operations are subject to risks including, among others:

currency fluctuations;

changes in the economic conditions or consumer preferences or demand for Spectrum's and/or Russell Hobbs' products in these markets;

the risk that because Spectrum's and/or Russell Hobbs' brand names may not be locally recognized, each company must spend significant amounts of time and money to build brand identities without certainty that it will be successful;

labor unrest;

political and economic instability, as a result of terrorist attacks, natural disasters or otherwise;

lack of developed infrastructure;

longer payment cycles and greater difficulty in collecting accounts;

restrictions on transfers of funds;

import and export duties and quotas, as well as general transportation costs;

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changes in domestic and international customs and tariffs;

changes in foreign labor laws and regulations affecting the ability to hire, retain and discharge employees;

inadequate protection of intellectual property in foreign countries;

unexpected changes in regulatory environments;

difficulty in complying with a variety of foreign laws;

difficulty in obtaining distribution and support; and

potentially adverse tax consequences.

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The foregoing factors may have a material adverse effect on each company's ability to increase or maintain its respective supply of products, financial condition or results of operations.

SB Holdings will have various mechanisms in place that could prevent a change in control that a stockholder might favor.

The Stockholder Agreement and the New Certificate of Incorporation and New Bylaws (each as defined below) contain the following mechanisms, which restrict SB Holdings' ability to engage in a transaction that would result in a change in control of SB Holdings:

Under the New Certificate of Incorporation, stockholders owning 5% or more of SB Holdings' outstanding common stock or capital stock into which any shares of common stock may be converted (voting securities) generally have the right to purchase their respective *pro rata* share of newly-issued SB Holdings securities.

Significant Stockholders (as defined below) are prohibited from initiating or engaging in going private transactions, subject to certain exceptions set forth in the New Certificate of Incorporation.

Subject to certain exceptions set forth in the Stockholder Agreement, the Harbinger Parties, as a Significant Stockholder, are prohibited from effecting any transfer of equity securities of SB Holdings to any person that would result in such person and its affiliates owning 40% or more of the outstanding voting securities of SB Holdings unless such person agrees in writing to be bound by the terms of the Stockholder Agreement to the same extent as the Harbinger Parties would be bound thereunder prior to giving effect to such transfer.

In addition, because the Harbinger Parties will hold a majority of the SB Holdings common stock following consummation of the mergers, a change in control will not be possible without the support of the Harbinger Parties.

Other Risks Currently Faced by Spectrum and Russell Hobbs that SB Holdings Will Face After Consummation of the Mergers

Spectrum and Russell Hobbs are, and will continue to be, and SB Holdings after consummation of the mergers will be, subject to the risks described in (i) Risks Related to Spectrum Prior to the Consummation of the Mergers, (ii) Risks Related to Spectrum Generally and (iii) Risks Related to Russell Hobbs.

Risks Related To Spectrum Prior to the Consummation of the Mergers

Because Spectrum's consolidated financial statements are required to reflect fresh-start reporting adjustments to be made upon emergence from bankruptcy, financial information in Spectrum's financial statements prepared after August 30, 2009 will not be comparable to Spectrum's financial information from prior periods.

All conditions required for the adoption of fresh-start reporting were met upon emergence from Chapter 11 of the Bankruptcy Code on August 28, 2009 (the Effective Date). However, in light of the proximity of that date to Spectrum's accounting period close immediately following the Effective Date, which was August 30, 2009, Spectrum elected to adopt a convenience date of August 30, 2009 for recording fresh-start reporting. Spectrum adopted fresh-start reporting in accordance with the ASC Topic 852: *Reorganizations* (previously American Institute of Certified Public Accountants Statement of Position No. 90-7, *Financial Reporting by Entities in Reorganization under the Bankruptcy Code*) pursuant to which Spectrum's reorganization value, which is intended to reflect the fair value of the entity before considering liabilities and approximate the amount a willing buyer would pay for the assets of the entity immediately after the Reorganization, were allocated to the fair value of assets in conformity with Statement of Financial Accounting Standards No. 141, *Business Combinations*, using the purchase method of accounting for business combinations. Spectrum stated liabilities,

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other than deferred taxes, at a present value of amounts expected to be paid. The amount remaining after allocation of the reorganization value to the fair value of identified tangible and intangible assets was reflected as goodwill, which is subject to periodic evaluation for impairment. In addition, under fresh-start reporting the accumulated deficit was eliminated. Thus, Spectrum's future statements of financial position and results of operations will not be comparable in many respects to statements of financial position and consolidated statements of operations data for periods prior to the adoption of fresh-start reporting. The lack of comparable historical information may discourage investors from purchasing Spectrum's securities. Additionally, the financial information included in this proxy statement/prospectus may not be indicative of future financial information.

Spectrum's substantial indebtedness could adversely affect its business, financial condition and results of operations and prevent Spectrum from fulfilling its obligations under the terms of its indebtedness.

Spectrum has, and Spectrum expects to continue to have, a significant amount of indebtedness. As of January 3, 2010, Spectrum had total indebtedness under its senior subordinated notes, senior credit facilities and other senior debt of approximately \$1.7 billion. Although the combined company's percentage of indebtedness relative to total value will be less than that of Spectrum currently, Spectrum's indebtedness will not be reduced in connection with the consummation of the mergers.

Spectrum's substantial indebtedness has had and could continue to have material adverse consequences for Spectrum's business, including:

requiring Spectrum to dedicate a large portion of its cash flow to pay principal and interest on its indebtedness, which will reduce the availability of Spectrum's cash flow to fund working capital, capital expenditures, research and development expenditures and other business activities;

increasing Spectrum's vulnerability to general adverse economic and industry conditions;

limiting Spectrum's flexibility in planning for, or reacting to, changes in its business and the industry in which it operates;

restricting Spectrum from making strategic acquisitions, dispositions or exploiting business opportunities;

placing Spectrum at a competitive disadvantage compared to its competitors that have less debt; and

limiting Spectrum's ability to borrow additional funds (even when necessary to maintain adequate liquidity) or dispose of assets. In addition, a substantial portion of Spectrum's debt bears, and is expected to bear, interest at variable rates. If market interest rates increase, the interest rate on Spectrum's variable-rate debt will increase and will create higher debt service requirements, which would adversely affect Spectrum's cash flow and could adversely impact Spectrum's results of operations. While Spectrum may enter into agreements limiting its exposure to higher debt service requirements, any such agreements may not offer complete protection from this risk.

The terms of Spectrum's existing indebtedness impose and the New Facilities are expected to impose restrictions on Spectrum that may affect its ability to successfully operate its business.

The PIK Notes Indenture contains and the New Facilities are expected to contain covenants that, among other things, limit Spectrum's ability to:

incur additional indebtedness;

borrow money or sell preferred stock;

create liens;

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pay dividends on or redeem or repurchase stock;

make certain types of investments;

issue or sell stock in Spectrum's subsidiaries;

restrict dividends or other payments from Spectrum's subsidiaries;

issue guarantees of debt;

transfer or sell assets and utilize proceeds of any such sales;

enter into agreements that restrict Spectrum's restricted subsidiaries from paying dividends, making loans or otherwise transferring assets to Spectrum or to any of Spectrum's other restricted subsidiaries;

enter into or engage in transactions with affiliates; and

merge, consolidate or sell all or substantially all of Spectrum's assets.

In addition, the New Facilities are expected to require Spectrum to meet a number of financial ratios and tests. These covenants may have the effect of restricting Spectrum's ability to finance its operations or capital needs with additional sources of capital or engage in other business activities that may be in Spectrum's best interest and may also impede Spectrum's ability to expand or pursue Spectrum's business strategies. Spectrum may not be able to comply with all of its covenants and obligations in all of its debt instruments, and the failure to do so could result in a default or defaults under the New Facilities which would permit the acceleration of the due date of the indebtedness, which could have a material adverse effect on SB Holdings.

The market price of Spectrum common stock is likely to be highly volatile and could fluctuate widely in price in response to various factors, many of which are beyond Spectrum's control.

Factors that may influence the price of the Spectrum common stock include, without limitation, the following:

loss of any of Spectrum's key customers or suppliers;

additions or departures of key personnel;

sales of the common stock;

Spectrum's ability to execute its business plan;

operating results that fall below expectations;

additional issuances of the common stock;

low trading volume due to concentrated ownership of the common stock;

intellectual property disputes;

industry developments;

economic and other external factors; and

period-to-period fluctuations in Spectrum's financial results.

In addition, the securities markets have from time to time experienced significant price and volume fluctuations that are unrelated to the operating performance of particular companies. These market fluctuations may also materially and adversely affect the market price of the common stock. Price volatility might be worse if the trading volume of shares of the common stock is low. Also, speculation regarding the likelihood of the consummation of the mergers could increase the volatility of the price of Spectrum common stock.

Additional issuances of Spectrum common stock may result in dilution to its existing stockholders.

As of April 28, 2010, Spectrum has issued 629,213 shares of common stock under its 2009 equity incentive plan and is authorized to issue up to a total of 3,333,333 shares of its common stock, or options exercisable for

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shares of common stock under this plan. In addition, the Spectrum Board has the authority to issue additional shares of capital stock to provide additional financing or for other purposes in the future. The issuance of any such shares or exercise of any such options may result in a reduction of the book value or market price of the outstanding shares of common stock. If Spectrum does issue any such additional shares or any such options are exercised, such issuance or exercise also will cause a reduction in the proportionate ownership and voting power of all other stockholders. As a result of such dilution, the proportionate ownership interest and voting power of a holder of shares of common stock could be decreased. Under Spectrum's certificate of incorporation, holders of 5% or more of the outstanding voting securities have certain rights to purchase their *pro rata* share of certain future issuances of securities. The merger agreement prohibits Spectrum from issuing any shares of its capital stock prior to the termination of the merger agreement.

Spectrum has historically not paid dividends on its public common stock, and, therefore, any return on investment may be limited to the value of the common stock.

Spectrum has not declared or paid dividends on its common stock since the stock commenced public trading in 1997, and Spectrum does not anticipate paying dividends in the foreseeable future. The payment of dividends on outstanding common stock will depend on earnings, financial condition and other business and economic factors affecting Spectrum at such time as the Spectrum Board may consider relevant, including the ability to do so under its credit and other debt agreements. If Spectrum does not pay dividends, returns on an investment in its common stock will only occur if the stock price appreciates.

Risks Related To Spectrum Generally

Adverse weather conditions during Spectrum's peak selling season for its home and garden control products could have a material adverse effect on Spectrum's home and garden business.

Weather conditions in the U.S. have a significant impact on the timing and volume of sales of certain of Spectrum's lawn and garden and household insecticide and repellent products. Periods of dry, hot weather can decrease insecticide sales, while periods of cold and wet weather can slow sales of herbicides. In addition, an abnormally cold spring throughout the U.S. could adversely affect insecticide sales and therefore have a material adverse effect on Spectrum's Home and Garden Business.

Spectrum's products utilize certain key raw materials; any increase in the price of these raw materials could have a material and adverse effect on Spectrum's business, financial condition and profits.

The principal raw materials used to produce Spectrum's products including zinc powder, electrolytic manganese dioxide powder and steel are sourced either on a global or regional basis, and the prices of those raw materials are susceptible to price fluctuations due to supply and demand trends, energy costs, transportation costs, government regulations, duties and tariffs, changes in currency exchange rates, price controls, general economic conditions and other unforeseen circumstances. In particular, during 2007 and 2008 Spectrum experienced extraordinary price increases for raw materials, particularly as a result of strong demand from China. Spectrum regularly engages in forward purchase and hedging derivative transactions in an attempt to effectively manage and stabilize some of the raw material costs it expects to incur over the next 12 to 24 months; however, Spectrum's hedging positions may not be effective or may not anticipate beneficial trends in a particular raw material market or as a result of changes in Spectrum's business may no longer be useful for Spectrum. In addition, for certain of the principal raw materials Spectrum uses to produce its products, such as electrolytic manganese dioxide powder, there are no available effective hedging markets. If these efforts are not effective or expose Spectrum to above average costs for an extended period of time and Spectrum is unable to pass its raw materials costs on to its customers, Spectrum's future profitability may be materially and adversely affected. Further, with respect to transportation costs, certain modes of delivery are subject to fuel surcharges which are determined based upon the current cost of diesel fuel in relation to pre-established agreed upon costs. Spectrum may be unable to pass these fuel surcharges on to its customers, which may have an adverse effect on Spectrum's profitability and results of operations.

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In addition, Spectrum has exclusivity arrangements and minimum purchase requirements with certain of its suppliers for the Home and Garden Business, which increase Spectrum's dependence upon and exposure to those suppliers. Some of those agreements include caps on the price Spectrum pays for its supplies and in certain instances, these caps have allowed Spectrum to purchase materials at below market prices. When Spectrum attempts to renew those contracts, the other parties to the contracts may not be willing to include or may limit the effect of those caps and could even attempt to impose above market prices in an effort to make up for any below market prices paid by Spectrum prior to the renewal of the agreement. Any failure to timely obtain suitable supplies at competitive prices could materially adversely affect Spectrum's business, financial condition and results of operations.

Spectrum may not be able to fully utilize its United States net operating loss carryforwards.

As of January 3, 2010, Spectrum has U.S. federal and state net operating loss carryforwards of approximately \$682 and \$732 million, respectively. These net operating loss carryforwards expire through years ending in 2030. As of January 3, 2010, Spectrum's management determined that it continues to be more likely than not that the net U.S. deferred tax asset, excluding certain indefinite lived intangibles, would not be realized in the future and as such recorded a full valuation allowance to offset the net U.S. deferred tax asset, including Spectrum's net operating loss carryforwards. In addition, Spectrum has had changes of ownership, as defined under Internal Revenue Code Section 382, that continue to subject a significant amount of Spectrum's U.S. net operating losses and other tax attributes to certain limitations. Spectrum estimates that approximately \$149 million of its federal and \$311 million of its state net operating losses will expire unused due to the Internal Revenue Code Section 382 limitation. If Spectrum is unable to fully utilize its net operating losses other than those restricted under Internal Revenue Code Section 382, as discussed above, to offset taxable income generated in the future, Spectrum's results of operations could be materially and negatively impacted.

Consolidation of retailers and Spectrum's dependence on a small number of key customers for a significant percentage of its sales may negatively affect Spectrum's business, financial condition and results of operations.

As a result of consolidation of national mass merchandisers, a significant percentage of Spectrum's sales are attributable to a very limited group of retailer customers. Because of the importance of these key customers, demands for price reductions or promotions by such customers, reductions in their purchases, changes in their financial condition or loss of their accounts could have a material adverse effect on Spectrum's business, financial condition and results of operations. In addition, as a result of the desire of retailers to more closely manage inventory levels, there is a growing trend among them to purchase Spectrum's products on a just-in-time basis. This requires Spectrum to shorten its lead-time for production in certain cases and more closely anticipate their demand, which could in the future require Spectrum to carry additional inventories, increase Spectrum's working capital and related financing requirements or result in excess inventory becoming unusable or obsolete. Furthermore, Spectrum primarily sells branded products and a move by one or more of its large customers to sell significant quantities of private label products, which Spectrum does not produce on their behalf and which directly compete with Spectrum's products, could have a material adverse effect on Spectrum's business, financial condition and results of operations.

As a result of Spectrum's international operations, it faces a number of risks related to exchange rates and foreign currencies.

Spectrum's international sales and certain of Spectrum's expenses are transacted in foreign currencies. During the fiscal year ended September 30, 2009, approximately 43% of Spectrum's net sales and 45% of Spectrum's operating expenses were denominated in foreign currencies. Spectrum expects that the amount of Spectrum's revenues and expenses transacted in foreign currencies will increase as Spectrum's Latin American, European and Asian operations grow and, as a result, Spectrum's exposure to risks associated with foreign currencies could increase accordingly. Significant changes in the value of the U.S. dollar in relation to foreign

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currencies could have a material effect on Spectrum's business, financial condition and results of operations. Changes in currency exchange rates may also affect Spectrum's sales to, purchases from and loans to Spectrum's subsidiaries as well as sales to, purchases from and bank lines of credit with Spectrum's customers, suppliers and creditors that are denominated in foreign currencies.

Spectrum sources many products from, and sells many products in, China and other Asian countries. To the extent the Chinese Renminbi (RMB) or other currencies appreciate with respect to the U.S. dollar, Spectrum may experience fluctuations in its results of operations. Since 2005, the RMB has no longer been pegged to the U.S. dollar at a constant exchange rate and instead fluctuates versus a basket of currencies. Although the People's Bank of China regularly intervenes in the foreign exchange market to prevent significant short-term fluctuations in the exchange rate, the RMB may appreciate or depreciate within a flexible peg range against the U.S. dollar in the medium to long term. Moreover, it is possible that in the future Chinese authorities may lift restrictions on fluctuations in the RMB exchange rate and lessen intervention in the foreign exchange market.

The RMB appreciated approximately 7% versus the U.S. dollar in 2008 and remained substantially unchanged in 2009. The RMB currency fluctuation in 2009 and 2008 has not generated material cost increases for products sourced from China, however, further significant appreciation of the RMB or other currencies in countries where Spectrum sources or sells products could adversely impact Spectrum's profitability. Very limited hedging transactions are available in China to reduce exposure to exchange rate fluctuations. While Spectrum may enter into hedging transactions in the future, the availability and effectiveness of these transactions may be limited, and Spectrum may not be able to successfully hedge its exposure to currency fluctuations. Further, Spectrum may not be successful in implementing customer pricing or other actions in an effort to mitigate the impact of currency fluctuations and, thus, Spectrum's results of operations may be adversely impacted.

In addition, the Venezuelan government has imposed foreign exchange and price controls on the local currency. These foreign exchange controls increase Spectrum's costs to, and also limit its ability to, convert local currency into U.S. dollars and transfer funds out of Venezuela, and may have an adverse effect on Spectrum's Venezuelan customers. Further, given Venezuela's designation as a highly inflationary economy and the devaluation of the official rate, Spectrum's revenue, operating profit, and net income may be negatively impacted in the future.

Spectrum's international operations may expose it to risks related to compliance with the laws and regulations of foreign countries.

Spectrum is subject to three EU Directives that may have a material impact on its business: Restriction of the Use of Hazardous Substances in Electrical and Electronic Equipment, Waste of Electrical and Electronic Equipment and the Directive on Batteries and Accumulators and Waste Batteries, discussed below. Restriction of the Use of Hazardous Substances in Electrical and Electronic Equipment requires Spectrum to eliminate specified hazardous materials from products Spectrum sells in EU member states. Waste of Electrical and Electronic Equipment requires Spectrum to collect and treat, dispose of or recycle certain products it manufactures or imports into the EU at Spectrum's own expense. The Directive on Batteries and Accumulators and Waste Batteries bans heavy metals in batteries by establishing maximum quantities of heavy metals in batteries and mandates waste management of these batteries, including collection, recycling and disposal systems, with the costs imposed upon producers and importers such as Spectrum. Complying or failing to comply with the EU directives may harm Spectrum's business. For example:

Although contractually assured with Spectrum's suppliers, Spectrum may be unable to procure appropriate Restriction of the Use of Hazardous Substances in Electrical and Electronic Equipment compliant material in sufficient quantity and quality and/or be able to incorporate it into Spectrum's product procurement processes without compromising quality and/or harming Spectrum's cost structure.

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Spectrum may face excess and obsolete inventory risk related to non-compliant inventory that Spectrum may continue to hold in fiscal 2010 for which there is reduced demand and Spectrum may need to write down the carrying value of such inventories.

Spectrum may be unable to sell certain existing inventories of its batteries in Europe.

Many of the developing countries in which Spectrum operates do not have significant governmental regulation relating to environmental safety, occupational safety, employment practices or other business matters routinely regulated in the U.S. or may not rigorously enforce such regulation. As these countries and their economies develop, it is possible that new regulations or increased enforcement of existing regulations may increase the expense of doing business in these countries. In addition, social legislation in many countries in which Spectrum operates may result in significantly higher expenses associated with labor costs, terminating employees or distributors and closing manufacturing facilities. Increases in Spectrum's costs as a result of increased regulation, legislation or enforcement could materially and adversely affect Spectrum's business, results of operations and financial condition.

Spectrum may not be able to adequately establish and protect its intellectual property rights.

To establish and protect Spectrum's intellectual property rights, Spectrum relies upon a combination of national, foreign and multi-national patent, trademark and trade secret laws, together with licenses, confidentiality agreements and other contractual arrangements. The measures Spectrum takes to protect its intellectual property rights may prove inadequate to prevent third parties from misappropriating Spectrum's intellectual property. Spectrum may need to resort to litigation to enforce or defend its intellectual property rights. If a competitor or collaborator files a patent application claiming technology also invented by Spectrum, or a trademark application claiming a trademark, service mark or trade dress also used by Spectrum, in order to protect its rights, Spectrum may have to participate in expensive and time consuming interference proceedings before the United States Patent and Trademark Office or a similar foreign agency. In addition, Spectrum's intellectual property rights may be challenged by third parties. Even if Spectrum's intellectual property rights are not directly challenged, disputes among third parties could lead to the weakening or invalidation of Spectrum's intellectual property rights. Furthermore, competitors may independently develop technologies that are substantially equivalent or superior to Spectrum's technology. Obtaining, protecting and defending intellectual property rights can be time consuming and expensive, and may require Spectrum to incur substantial costs, including the diversion of management and technical personnel.

Moreover, the laws of certain foreign countries in which Spectrum operates or may operate in the future do not protect, and the governments of certain foreign countries do not enforce, intellectual property rights to the same extent as do the laws and government of the U.S., which may negate Spectrum's competitive or technological advantages in such markets. Also, some of the technology underlying Spectrum's products is the subject of nonexclusive licenses from third parties. As a result, this technology could be made available to Spectrum's competitors at any time. If Spectrum is unable to establish and then adequately protect its intellectual property rights, then Spectrum's business, financial condition and results of operations could be materially and adversely affected.

Claims by third parties that Spectrum is infringing on their intellectual property could adversely affect Spectrum's business.

From time to time in the past Spectrum has been subject to claims that Spectrum is infringing upon the intellectual property of others. Spectrum currently is the subject of claims that it is infringing upon the intellectual property of others, and it is possible that third parties will assert infringement claims against Spectrum in the future. An adverse finding against Spectrum in these or similar trademark or other intellectual property litigations may have a material adverse effect on Spectrum's business, financial condition and results of operations. Any such claims, with or without merit, could be time consuming and expensive, and may require Spectrum to incur substantial costs, including the diversion of management and technical personnel, cause

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product delays or require Spectrum to enter into licensing or other agreements in order to secure continued access to necessary or desirable intellectual property. If Spectrum is deemed to be infringing a third party's intellectual property and is unable to continue using that intellectual property as it had been, Spectrum's business and results of operations could be harmed if it is unable to successfully develop non-infringing alternative intellectual property on a timely basis or license non-infringing alternatives or substitutes, if any exist, on commercially reasonable terms. In addition, an unfavorable ruling in intellectual property litigation could subject Spectrum to significant liability, as well as require Spectrum to cease developing, manufacturing or selling the affected products or using the affected processes or trademarks. Any significant restriction on Spectrum's proprietary or licensed intellectual property that impedes its ability to develop and commercialize its products could have a material adverse effect on Spectrum's business, financial condition and results of operations.

Spectrum's dependence on a few suppliers and one of its U.S. facilities for certain of its products makes Spectrum vulnerable to a disruption in the supply of its products.

Although Spectrum has long-standing relationships with many of its suppliers, Spectrum does not have long-term contracts with them. An adverse change in any of the following could have a material adverse effect on Spectrum's business, financial condition and results of operations:

Spectrum's relationships with its suppliers;

the terms and conditions upon which Spectrum purchases products from its suppliers;

the financial condition of Spectrum's suppliers;

the ability to import outsourced products; or

Spectrum's suppliers' ability to manufacture and deliver outsourced products on a timely basis.

If Spectrum's relationship with one of its key suppliers is adversely affected, Spectrum may not be able to quickly or effectively replace such supplier and may not be able to retrieve tooling, molds or other specialized production equipment or processes used by such supplier in the manufacture of Spectrum's products. In addition, Spectrum manufactures the majority of its foil cutting systems for its shaving product lines, using specially designed machines and proprietary cutting technology, at its Portage, Wisconsin facility. Damage to this facility, or prolonged interruption in the operations of this facility for repairs, as a result of labor difficulties or for other reasons, would have a material adverse effect on Spectrum's ability to manufacture and sell its foil shaving products which would in turn harm Spectrum's business, financial condition and results of operations.

Class action and derivative action lawsuits and other investigations, regardless of their merits, could have an adverse effect on Spectrum's business, financial condition and results of operations.

Spectrum and certain of its officers and directors have been named in the past, and may be named in the future, as defendants of class action and derivative action lawsuits. In the past, Spectrum has also received requests for information from government authorities. Regardless of their subject matter or merits, class action lawsuits and other government investigations may result in significant cost to Spectrum, which may not be covered by insurance, may divert the attention of management or may otherwise have an adverse effect on Spectrum's business, financial condition and results of operations.

Spectrum may be exposed to significant product liability claims which its insurance may not cover and which could harm its reputation.

In the ordinary course of Spectrum's business, Spectrum may be named as a defendant in lawsuits involving product liability claims. In any such proceeding, plaintiffs may seek to recover large and sometimes unspecified amounts of damages and the matters may remain unresolved for several years. Any such matters could have a material adverse effect on Spectrum's business, results of operations and financial condition if Spectrum is unable to successfully defend against or settle these matters or if Spectrum's insurance coverage is insufficient to

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satisfy any judgments against it or settlements relating to these matters. Although Spectrum has product liability insurance coverage and an excess umbrella policy, Spectrum's insurance policies may not provide coverage for certain, or any, claims against it or may not be sufficient to cover all possible liabilities. Moreover, any adverse publicity arising from claims made against Spectrum, even if the claims were not successful, could adversely affect the reputation and sales of its products.

Spectrum may incur material capital and other costs due to environmental liabilities.

Because of the nature of Spectrum's operations, Spectrum's facilities are subject to a broad range of federal, state, local, foreign and multi-national laws and regulations relating to the environment. These include laws and regulations that govern:

discharges to the air, water and land;

the handling and disposal of solid and hazardous substances and wastes; and

remediation of contamination associated with release of hazardous substances at Spectrum's facilities and at off-site disposal locations.

Risk of environmental liability is inherent in Spectrum's business. As a result, material environmental costs may arise in the future. In particular, Spectrum may incur capital and other costs to comply with increasingly stringent environmental laws and enforcement policies, such as the EU directives: Restriction of the Use of Hazardous Substances in Electrical and Electronic Equipment, Waste of Electrical and Electronic Equipment and the Directive on Batteries and Accumulators and Waste Batteries, discussed above. Although Spectrum believes that it is substantially in compliance with applicable environmental regulations at its facilities, Spectrum may not be in compliance with such regulations in the future, which could have a material adverse effect on Spectrum's business, financial condition and results of operations.

From time to time, Spectrum has been required to address the effect of historic activities on the environmental condition of Spectrum's properties or former properties. Spectrum has not conducted invasive testing at all of its facilities to identify all potential environmental liability risks. Given the age of Spectrum's facilities and the nature of Spectrum's operations, material liabilities may arise in the future in connection with Spectrum's current or former facilities. If previously unknown contamination of property underlying or in the vicinity of Spectrum's manufacturing facilities is discovered, Spectrum could be required to incur material unforeseen expenses. If this occurs, it may have a material adverse effect on Spectrum's business, financial condition and results of operations. Spectrum is currently engaged in investigative or remedial projects at a few of its facilities and any liabilities arising from such investigative or remedial projects at such facilities may be material.

Spectrum is also subject to proceedings related to its disposal of industrial and hazardous material at off-site disposal locations or similar disposals made by other parties for which Spectrum is responsible as a result of its relationship with such other parties. These proceedings are under the Federal Comprehensive Environmental Response, Compensation and Liability Act of 1980 (CERCLA) or similar state laws that hold persons who arranged for the disposal or treatment of such substances strictly liable for costs incurred in responding to the release or threatened release of hazardous substances from such sites, regardless of fault or the lawfulness of the original disposal. Liability under CERCLA is typically joint and several, meaning that a liable party may be responsible for all of the costs incurred in investigating and remediating contamination at a site. As a practical matter, liability at CERCLA sites is shared by all of the viable responsible parties. Spectrum occasionally is identified by federal or state governmental agencies as being a potentially responsible party for response actions contemplated at an off-site facility. At the existing sites where Spectrum has been notified of its status as a potentially responsible party, it is either premature to determine if Spectrum's potential liability, if any, will be material or Spectrum does not believe that its liability, if any, will be material. Spectrum may be named as a potentially responsible party under CERCLA or similar state laws in the future for other sites not currently known to it, and the costs and liabilities associated with these sites may be material.

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Compliance with various public health, consumer protection and other regulations applicable to Spectrum's products and facilities could increase Spectrum's cost of doing business and expose it to additional requirements with which it may be unable to comply.

Certain of Spectrum's products sold through, and facilities operated under, each of Spectrum's business segments are regulated by the U.S. Environmental Protection Agency, the U.S. Food and Drug Administration or other federal consumer protection and product safety agencies and are subject to the regulations such agencies enforce, as well as by similar state, foreign and multinational agencies and regulations. For example, in the U.S., all products containing pesticides must be registered with the U.S. Environmental Protection Agency and, in many cases, similar state and foreign agencies before they can be manufactured or sold. Spectrum's inability to obtain, or the cancellation of, any registration could have an adverse effect on Spectrum's business, financial condition and results of operations. The severity of the effect would depend on which products were involved, whether another product could be substituted and whether Spectrum's competitors were similarly affected. Spectrum attempts to anticipate regulatory developments and maintain registrations of, and access to, substitute chemicals and other ingredients, but Spectrum may not always be able to avoid or minimize these risks.

The Food Quality Protection Act (FQPA) established a standard for food-use pesticides, which is that a reasonable certainty of no harm will result from the cumulative effect of pesticide exposures. Under the FQPA, the U.S. Environmental Protection Agency is evaluating the cumulative effects from dietary and non-dietary exposures to pesticides. The pesticides in certain of Spectrum's products that are sold through the Home and Garden Business continue to be evaluated by the U.S. Environmental Protection Agency as part of this program. It is possible that the U.S. Environmental Protection Agency or a third party active ingredient registrant may decide that a pesticide Spectrum uses in its products will be limited or made unavailable to Spectrum. Spectrum cannot predict the outcome or the severity of the effect of the U.S. Environmental Protection Agency's continuing evaluations of active ingredients used in its products.

In addition, the use of certain pesticide and fertilizer products that are sold through Spectrum's global pet supplies business and through the Home and Garden Business may, among other things, be regulated by various local, state, federal and foreign environmental and public health agencies. These regulations may require that only certified or professional users apply the product, that users post notices on properties where products have been or will be applied or that certain ingredients may not be used. Compliance with such public health regulations could increase Spectrum's cost of doing business and expose it to additional requirements with which Spectrum may be unable to comply.

Spectrum faces risks related to its sales of products obtained from third-party suppliers.

Spectrum sells a number of products that are manufactured by third party suppliers over which Spectrum has no direct control. While Spectrum has implemented processes and procedures to try to ensure that the suppliers it uses are complying with all applicable food and health regulations, there can be no assurances that such suppliers in all instances will comply with such processes and procedures or otherwise with applicable food and health regulations. Noncompliance could result in Spectrum's marketing and distribution of contaminated or defective products which could subject Spectrum to liabilities and could result in the imposition by governmental authorities of procedures or penalties that could restrict or eliminate Spectrum's ability to purchase products from non-compliant suppliers. Any or all of these effects could adversely affect Spectrum's business, financial condition and results of operations.

Public perceptions that some of the products Spectrum produces and markets are not safe could adversely affect Spectrum.

Spectrum manufactures and markets a number of complex chemical products bearing its brands relating to the Home and Garden Business, such as herbicides and pesticides. On occasion, customers have alleged that some products failed to perform up to expectations or have caused damage or injury to individuals or property.

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Public perception that any of Spectrum's products are not safe, whether justified or not, could impair Spectrum's reputation, damage its brand names and have a material adverse effect on its business, financial condition and results of operations.

If Spectrum is unable to negotiate satisfactory terms to continue existing or enter into additional collective bargaining agreements, Spectrum may experience an increased risk of labor disruptions and Spectrum's results of operations and financial condition may suffer.

Approximately 20% of Spectrum's total labor force is employed under collective bargaining agreements. Three of these agreements, which cover approximately 68% of the labor force under collective bargaining agreements, or approximately 14% of Spectrum's total labor force, are scheduled to expire during Spectrum's fiscal year ending September 30, 2010. While Spectrum currently expects to negotiate continuations to the terms of these agreements, there can be no assurances that Spectrum will be able to obtain terms that are satisfactory to it or otherwise to reach agreement at all with the applicable parties. In addition, in the course of Spectrum's business, it may also become subject to additional collective bargaining agreements. These agreements may be on terms that are less favorable than those under Spectrum's current collective bargaining agreements. Increased exposure to collective bargaining agreements, whether on terms more or less favorable than existing collective bargaining agreements, could adversely affect the operation of Spectrum's business, including through increased labor expenses. While Spectrum intends to comply with all collective bargaining agreements to which it is subject, there can be no assurances that it will be able to do so and any noncompliance could subject Spectrum to disruptions in its operations and materially and adversely affect its business, financial condition and results of operations.

Significant changes in actual investment return on pension assets, discount rates and other factors could affect Spectrum's results of operations, equity and pension contributions in future periods.

Spectrum's results of operations may be positively or negatively affected by the amount of income or expense Spectrum records for its defined benefit pension plans. U.S. generally accepted accounting principles (GAAP) requires that Spectrum calculate income or expense for the plans using actuarial valuations. These valuations reflect assumptions about financial market and other economic conditions, which may change based on changes in key economic indicators. The most significant year-end assumptions Spectrum used to estimate pension income or expense are the discount rate and the expected long-term rate of return on plan assets. In addition, Spectrum is required to make an annual measurement of plan assets and liabilities, which may result in a significant change to equity. Although pension expense and pension funding contributions are not directly related, key economic factors that affect pension expense would also likely affect the amount of cash Spectrum would contribute to pension plans as required under the Employee Retirement Income Security Act.

Risks Related to Russell Hobbs

The failure of Russell Hobbs' business strategy could seriously hurt its financial condition and results of operations.

As part of its business strategy, Russell Hobbs plans to:

maximize utility of its brand assets;

leverage innovation and strategic marketing to drive profitability;

create long-term cost and quality advantages for its customers; and

continue to optimize its supply chain.

Russell Hobbs' strategic objectives may not be realized or, if realized, may not result in increased revenue, profitability or market presence. Executing its strategy may also place a strain on its suppliers, information technology systems and other resources. To manage growth effectively, Russell Hobbs must maintain a high

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level of quality, properly manage its third-party suppliers, continue to enhance its operational, financial and management systems and expand, train and manage its employee base. Russell Hobbs may not be able to effectively manage its growth in any one or more of these areas, which could cause its business, financial condition and results of operations to suffer.

The small household appliance industry is consolidating, which could reduce Russell Hobbs' ability to successfully secure product placements at key customers and limit its ability to sustain a cost competitive position in the industry.

Over the past several years, the small household appliance industry has undergone substantial consolidation, and further consolidation is likely. As a result of this consolidation, the small household appliance industry could primarily consist of a limited number of large distributors. To the extent that Russell Hobbs does not continue to be a major participant in the small household appliance industry, its ability to compete effectively with these larger distributors could be negatively impacted. As a result, this condition could reduce its ability to successfully secure product placements at key customers and limit its ability to sustain a cost competitive position in the industry.

Russell Hobbs' future success requires it to develop new and innovative products on a consistent basis in order to increase revenues and it may not be able to do so.

Russell Hobbs believes that its future success is heavily dependent upon its ability to continue to make innovations in its existing products and to develop and market new products, which generally carry higher margins. Russell Hobbs may not be successful in the introduction, marketing and manufacture of any new products or product innovations and Russell Hobbs may not be able to develop and introduce in a timely manner innovations to its existing products that satisfy customer needs or achieve market acceptance.

Russell Hobbs may not be able to realize expected benefits and synergies from future acquisitions of businesses or product lines.

Russell Hobbs may acquire partial or full ownership in businesses or may acquire rights to market and distribute particular products or lines of products. The acquisition of a business or of the rights to market specific products or use specific product names may involve a financial commitment by Russell Hobbs, either in the form of cash or equity consideration. In the case of a new license, such commitments are usually in the form of prepaid royalties and future minimum royalty payments. There is no guarantee that Russell Hobbs will acquire businesses or product distribution rights that will contribute positively to its earnings. Anticipated synergies may not materialize, cost savings may be less than expected, sales of products may not meet expectations, and acquired businesses may carry unexpected liabilities.

Long lead times, potential material price increases and customer demands may cause Russell Hobbs to purchase more inventory than necessary, which may lead to increased obsolescence and adversely affect its results of operations.

Due to (i) manufacturing lead times, (ii) a strong concentration of its sales occurring during the last half of the calendar year and (iii) the potential for material price increases, Russell Hobbs may purchase products and thereby increase inventories based on anticipated sales and forecasts provided by its customers and its sales personnel. Russell Hobbs cannot provide assurance that its customers will order these inventories as anticipated. Changes in customer inventory management strategies could also make inventory management more difficult for Russell Hobbs. If retailers significantly change their inventory management strategies, Russell Hobbs may encounter difficulties in filling customer orders or in liquidating excess inventories, or may find that customers are cancelling orders or returning products. Distribution difficulties may have an adverse effect on Russell Hobbs' business by increasing the amount of inventory and the cost of warehousing inventory.

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If Russell Hobbs were to lose one or more of its major customers, or suffer a major reduction of orders from them, its financial results would suffer.

The success of Russell Hobbs depends on its sales to its significant customers. Although Russell Hobbs has long-established relationships with many of its customers, it does not have long-term agreements with them and purchases are generally made through the use of individual purchase orders. A significant reduction in purchases by any of these major customers or a general economic downturn in retail sales could have a material adverse effect on its business, financial condition and results of operations. In addition, failure to obtain anticipated orders or delays or cancellations of orders or significant pressure to reduce prices from key customers could have a material adverse effect on Russell Hobbs.

Large sophisticated customers may take actions that adversely affect the gross profit and result of operations of Russell Hobbs.

In recent years, Russell Hobbs has observed a consumer trend toward mass merchandisers, which include super centers and club stores. This trend has resulted in the increased size and influence of these mass merchandisers. As these mass merchandisers grow larger and become more sophisticated, they may demand lower pricing, special packaging, or impose other requirements on product suppliers. These business demands may relate to inventory practices, logistics, or other aspects of the customer supplier relationship. If Russell Hobbs does not effectively respond to the demands of these mass merchandisers, they could decrease their purchases from Russell Hobbs. A reduction in the demand of its products by these mass merchandisers and the costs of complying with customer business demands could have a material adverse effect on its business, financial condition and results of operations.

The bankruptcy or financial difficulty of any major customer or fluctuations in the financial condition of the retail industry in general could adversely affect the results of operations of Russell Hobbs.

Russell Hobbs sells its products to distributors and retailers, including mass merchandisers, department stores and wholesale clubs. The financial difficulties of its customers or the loss of, or a substantial decrease in, the volume of purchases by a major customer could have a material adverse effect on Russell Hobbs. Additionally, a significant deterioration in the financial condition of the retail industry in general could have a material adverse effect on its sales and profitability.

Russell Hobbs depends on third party suppliers for the manufacturing of substantially all of its products and if Russell Hobbs fails to develop and maintain relationships with a sufficient number of qualified suppliers, its ability to timely and efficiently source products that meet its standards for quality could be adversely affected.

Russell Hobbs currently buys products and supplies from suppliers located primarily in Asia. Russell Hobbs ability to continue to identify and develop relationships with qualified suppliers who can satisfy its standards for quality and its need to access products in a timely and efficient manner is a significant challenge. Russell Hobbs ability to access products also can be adversely affected by political instability, the financial instability of suppliers, suppliers noncompliance with applicable laws, trade restrictions, tariffs, currency exchange rates, transport capacity and cost and other factors beyond its control. Any inability of its suppliers to timely deliver products or any unanticipated changes in its suppliers could be disruptive and costly to Russell Hobbs. Russell Hobbs ability to select reliable suppliers who provide timely deliveries of quality products will impact its success in meeting customer demand. Any significant failure to obtain products on a timely basis at an affordable cost or any significant delays or interruptions of supply could disrupt customer relationships and have a material adverse effect on its business, financial condition and results of operations.

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Russell Hobbs purchases a large number of products from three suppliers. Production-related risks with these suppliers could jeopardize its ability to realize anticipated sales and profits until alternative supply arrangements are secured.

Tsann Kuen (China) Enterprises Co., Ltd. accounted for 15% and 24% of Russell Hobbs' total purchases for the years ended June 30, 2009 and 2008, respectively. Elec-Tech International (H.K.) Company, Ltd. and its affiliates accounted for 10% and 23% of its total purchases for the years ended June 30, 2009 and 2008, respectively. Guangdong Xinbao Electrical Appliances Holding Co., Ltd. accounted for 16% and 12% of its total purchases for the years ended June 30, 2009 and 2008, respectively. In order for Russell Hobbs to realize sales and operating profits at anticipated levels, these suppliers must deliver high quality products in a timely manner. In addition, Russell Hobbs does not have long term contracts with two of these suppliers.

Although these suppliers are expected to remain significant suppliers for Russell Hobbs, there can be no assurance that such suppliers will be able to continue to so deliver good quality products at a commercially reasonable price. Any inability of such suppliers to do so may have a material adverse effect on Russell Hobbs' business, financial condition and results of operations.

In addition, Tsann Kuen (China) Enterprises Co., Ltd. owns certain patent rights with respect to a portion of the products currently sold under the *George Foreman* brand. If Tsann Kuen prohibits Russell Hobbs from using such intellectual property rights, Russell Hobbs would have to change certain features of the affected products. This could result in increased costs and an interruption of product supply, which could have a material adverse effect on its business, financial condition and results of operations.

Any reduction in trade credit from Russell Hobbs' suppliers could seriously harm its operations and financial condition.

Russell Hobbs depends on the continuing willingness of its suppliers to extend credit to it to finance its inventory purchases. If suppliers experience financial constraints or if they become concerned about Russell Hobbs' ability to generate liquidity and pay suppliers, they may delay shipments to Russell Hobbs or require payment in advance. Any such actions by its suppliers could materially harm Russell Hobbs' ability to continue its business.

Russell Hobbs' ability to obtain products may be adversely impacted by changes in worldwide supply of or demand for raw materials.

Russell Hobbs' products are predominantly made from petroleum-based plastic materials, steel, aluminum, copper and corrugated paper (for packaging). Russell Hobbs' suppliers contract separately for the purchase of such raw materials. Russell Hobbs can provide no assurance that its sources of supply will not be interrupted should its suppliers not be able to obtain these materials due to changes in worldwide supply of or demand for raw materials or other events that interrupt material flow.

Russell Hobbs' margins may be adversely impacted by increases in raw material prices.

The cost of Russell Hobbs' products may be impacted by global increases in the price of petroleum-based plastic materials, steel, aluminum, copper and corrugated materials. Although Russell Hobbs may increase the prices of certain of its goods to its customers, it cannot provide any assurance that it will be able to pass all of these cost increases on to its customers. As a result, its margins may be adversely impacted by such cost increases.

Significant fluctuations in the exchange rate between the U.S. dollar and the currencies in which Russell Hobbs' costs are denominated may reduce its sales or profits.

While Russell Hobbs reports financial results in U.S. dollars, a portion of its costs, such as payroll, rent and indirect operational costs, are denominated in other currencies, such as Australian dollars, British pounds,

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Canadian dollars and Mexican pesos. In addition, while a portion of its revenues are collected in foreign currencies, a significant portion of the related cost of goods sold is denominated in U.S. dollars. Changes in the relation of these and other currencies to the U.S. dollar will affect Russell Hobbs' cost of goods sold and operating margins and could result in exchange losses. The impact of future exchange rate fluctuations on its results of operations cannot be accurately predicted.

The costs of the products purchased by Russell Hobbs could increase as a result of fluctuations in the Chinese currency.

In 1994, China pegged the RMB at an exchange rate of 8.28 to the U.S. dollar. However, certain U.S. groups argued that the peg made China's exports to the U.S. cheaper, and U.S. exports to China more expensive, thus greatly contributing to China's trade surplus with the U.S. Since 2005, the RMB has no longer been pegged to the U.S. dollar at a constant exchange rate and instead fluctuates versus a basket of currencies. Immediately, the new RMB rate revalued the currency by 2.1% to 8.11 to the dollar. As of March 25, 2010, the RMB exchange rate was 6.83 to the U.S. dollar. Because a substantial number of its products are imported from China, the floating currency could result in significant fluctuations in Russell Hobbs' product costs. If the RMB increases in value against the U.S. dollar, Chinese exports to Russell Hobbs will become more expensive, and its costs will increase. If Russell Hobbs is unable to pass on the cost increases to customers, its gross profit would decline. An increase in product prices might lead to a decrease in demand for its products.

A deterioration in trade relations with China could lead to a substantial increase in tariffs imposed on goods of Chinese origin, which potentially could reduce demand for and sales of Russell Hobbs' products.

A substantial number of Russell Hobbs' products are imported from China. China gained Permanent Normal Trade Relations (PNTR) with the United States when it acceded to the World Trade Organization (WTO), effective January 2002. The United States imposes the lowest applicable tariffs on exports from PNTR countries to the United States. In order to maintain its WTO membership, China has agreed to several requirements, including the elimination of caps on foreign ownership of Chinese companies, lowering tariffs and publicizing its laws. China may not meet these requirements, it may not remain a member of the WTO, and its PNTR trading status may not be maintained. If China's WTO membership is withdrawn or if PNTR status for goods produced in China were removed, there could be a substantial increase in tariffs imposed on goods of Chinese origin entering the United States which could hurt Russell Hobbs' sales and gross margin.

Compliance with governmental regulations could significantly increase Russell Hobbs' operating costs or prevent it from selling its products.

Most federal, state and local authorities require certification by Underwriters Laboratory, Inc. (UL), an independent, not-for-profit corporation engaged in the testing of products for compliance with certain public safety standards, or other safety regulation certification prior to marketing electrical appliances. Foreign jurisdictions also have regulatory authorities overseeing the safety of consumer products. Russell Hobbs' products may not meet the specifications required by these authorities. A determination that Russell Hobbs is not in compliance with these rules and regulations could result in the imposition of fines or an award of damages to private litigants.

Product recalls or lawsuits relating to defective products could adversely impact Russell Hobbs' results of operations.

As a distributor of consumer products in the United States, Russell Hobbs is subject to the Consumer Products Safety Act, which empowers the U.S. Consumer Products Safety Commission to exclude from the market products that are found to be unsafe or hazardous. Under certain circumstances, the U.S. Consumer Products Safety Commission could require Russell Hobbs to repair, replace or refund the purchase price of one or more of its products, or it may voluntarily do so. For example, in August 2009, Russell Hobbs, in cooperation with the Consumer Products Safety Commission, voluntarily recalled approximately 9,800 units of a thermal coffeemaker sold under the *Black & Decker* brand.

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Any additional repurchases or recalls of its products could be costly to Russell Hobbs and could damage its reputation or the value of its brands. If Russell Hobbs were required to remove, or it voluntarily removes, its products from the market, its reputation or brands could be tarnished and it might have large quantities of finished products that could not be sold. Furthermore, failure to timely notify the U.S. Consumer Product Safety Commission of a potential safety hazard can result in significant fines being assessed against Russell Hobbs. Additionally, laws regulating certain consumer products exist in some states, as well as in other countries in which Russell Hobbs sells its products, and more restrictive laws and regulations may be adopted in the future.

Russell Hobbs also faces exposure to product liability claims if one of its products is alleged to have caused property damage, bodily injury or other adverse effects. Russell Hobbs is self-insured to specified levels of those claims and maintains product liability insurance for claims above the self-insured levels. Russell Hobbs may not be able to maintain such insurance on acceptable terms, if at all, in the future. In addition, product liability claims may exceed the amount of insurance coverage. Additionally, Russell Hobbs does not maintain product recall insurance. Russell Hobbs' results of operations are also susceptible to adverse publicity regarding the quality and safety of its products. In particular, product recalls or product liability claims challenging the safety of its products may result in a decline in sales for a particular product. This could be true even if the claims themselves are determined to be invalid or ultimately settled for immaterial amounts.

Russell Hobbs is subject to environmental laws and regulations that could impose significant liabilities, costs and obligations.

Russell Hobbs is subject to various federal, state and local laws and regulations relating to the environment and human health and safety, including requirements governing the management and disposal of hazardous substances and the sale and use of pest control products. Any failure to comply with these laws or regulations, or the terms of applicable environmental permits, could result in Russell Hobbs incurring substantial costs, including fines, penalties and other civil and criminal sanctions or the prohibition of sales of its pest control products. Environmental requirements, and the enforcement thereof, change frequently, have tended to become more stringent over time and could require Russell Hobbs to incur significant expenses. Under certain environmental laws, Russell Hobbs could be responsible for the costs relating to contamination at its or its predecessors' current or former owned or operated properties or third-party waste disposal sites. Prior to 2003, subsidiaries of Russell Hobbs manufactured certain of their products at facilities in the United States and Europe. Russell Hobbs is investigating, monitoring or remediating contamination at certain of these manufacturing sites. Costs and liabilities relating to environmental matters could have a material adverse effect on Russell Hobbs' business, financial condition and results of operations.

The infringement or loss of Russell Hobbs' proprietary rights could harm its business.

Russell Hobbs regards its trademarks, patents and similar intellectual property as important to its success. Russell Hobbs relies on copyright and trademark laws in the United States and other jurisdictions to protect its proprietary rights. Russell Hobbs seeks to register its trademarks and patents in the United States and elsewhere. These registrations could be challenged by others or invalidated through administrative process or litigation. The costs associated with protecting intellectual property rights, including litigation costs, may be material. For example, Russell Hobbs has spent several million dollars on protecting its patented automatic litterbox business over the last few years. If any of these rights were infringed or invalidated, Russell Hobbs' business, financial condition and results of operations could be materially adversely affected.

Russell Hobbs licenses various trademarks, trade names and patents from third parties for use on its products. These licenses generally place marketing obligations on Russell Hobbs and require it to pay fees and royalties based on net sales or profits. Typically, each license may be terminated if Russell Hobbs fails to satisfy minimum sales obligations or if it breaches the license. The termination of these licensing arrangements could materially adversely affect its business, financial condition and results of operations.

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Russell Hobbs may be subject to litigation and infringement claims, which could cause it to incur significant expenses or prevent it from selling its products.

Russell Hobbs cannot assure that others will not claim its products are infringing their intellectual property rights or that it does not in fact infringe those intellectual property rights. If someone claimed that its products infringed their intellectual property rights, any resulting litigation could be costly and time consuming and would divert the attention of management and key personnel from other business issues. Russell Hobbs also may be subject to significant damages or an injunction against use of its products. A claim of patent or other intellectual property infringement against Russell Hobbs could harm its business, financial condition and results of operations.

In 2006, NACCO Industries, Inc. and HB-PS Holding Company, Inc. filed a civil complaint in the Delaware Court of Chancery against, among other parties, Applica and the Harbinger Parties. Although Russell Hobbs is not specifically named in the complaint, Applica is a predecessor to Russell Hobbs, and in addition, certain of the allegations in the complaint relate to, among other things, the acquisition of Salton by the Harbinger Parties. The Plaintiffs seek damages for alleged claims relating to the termination of plaintiffs' merger agreement with Applica and for alleged claims relating to the Harbinger Parties' acquisition of Applica. In 2009, the Court granted in part and denied in part the defendants' motion to dismiss, and the parties are currently engaged in discovery. Trial is scheduled for December 13 through December 17, 2010. Due to the uncertain nature of litigation, Russell Hobbs cannot predict the outcome of this matter. However, litigation is very costly and the costs associated with prosecuting and defending this matter could have a material adverse effect on Russell Hobbs' business, financial condition and results of operations.

If Russell Hobbs is unable to renew the Black & Decker trademark license agreement, its business could suffer.

Russell Hobbs licenses the *Black & Decker* brand for use in marketing certain small household appliances in North America, South America (excluding Brazil) and the Caribbean. Sales of *Black & Decker* branded products represent a significant portion of its total revenue. The sale of such products represented approximately 53% and 67% of its total consolidated revenue in the 2009 fiscal year and 2008 fiscal year, respectively. In December 2007, The Black & Decker Corporation extended the license agreement through December 2012, with an automatic extension through December 2014 if certain milestones are met regarding sales volume and product return. Russell Hobbs' failure to renew the license agreement with The Black & Decker Corporation or to enter into a new agreement on acceptable terms would have a material adverse effect on its business, financial condition, liquidity and results of operations.

Russell Hobbs' net operating loss carryforwards are limited as a result of prior mergers and are dependent upon it achieving profitable results.

As a consequence of the merger between Salton and Applica, as well as earlier business combinations and issuances of common stock consummated by both companies, use of the tax benefits of each company's loss carryforwards is subject to limitations imposed by Section 382 of the Internal Revenue Code. The determination of the limitations is complex and requires significant judgment and analysis of past transactions. Russell Hobbs has completed an analysis to determine what portion of these carryforwards are restricted or eliminated by that provision and, pursuant to such analysis, a significant portion of these carryforwards will not be available to offset future taxable income, if any. In addition, use of its net operating loss and credit carryforwards is dependent upon Russell Hobbs achieving profitable results in the future.

If Russell Hobbs' goodwill, indefinite-lived intangible assets or other long-term assets become impaired, it will be required to record additional impairment charges, which may be significant.

A significant portion of Russell Hobbs' long-term assets continues to consist of goodwill and other indefinite-lived intangible assets recorded as a result of past acquisitions. Russell Hobbs does not amortize

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goodwill and indefinite-lived intangible assets, but rather reviews them for impairment on a periodic basis or whenever events or changes in circumstances indicate that their carrying value may not be recoverable. Russell Hobbs considers whether circumstances or conditions exist which suggest that the carrying value of its goodwill and other long-lived assets might be impaired. If such circumstances or conditions exist, further steps are required in order to determine whether the carrying value of each of the individual assets exceeds its fair market value. If analysis indicates that an individual asset's carrying value does exceed its fair market value, the next step is to record a loss equal to the excess of the individual asset's carrying value over its fair value.

The steps required by GAAP entail significant amounts of judgment and subjectivity. Events and changes in circumstances that may indicate that there is impairment and which may indicate that interim impairment testing is necessary include, but are not limited to, strategic decisions to exit a business or dispose of an asset made in response to changes in economic, political and competitive conditions, the impact of the economic environment on the customer base and on broad market conditions that drive valuation considerations by market participants, Russell Hobbs internal expectations with regard to future revenue growth and the assumptions it makes when performing its impairment reviews, a significant decrease in the market price of its assets, a significant adverse change in the extent or manner in which its assets are used, a significant adverse change in legal factors or the business climate that could affect its assets, an accumulation of costs significantly in excess of the amount originally expected for the acquisition of an asset, and significant changes in the cash flows associated with an asset. As a result of such circumstances, Russell Hobbs may be required to record a significant charge to earnings in its financial statements during the period in which any impairment of its goodwill, indefinite-lived intangible assets or other long-term assets is determined. Any such impairment charges could have a material adverse effect on Russell Hobbs' business, financial condition and results of operations.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Spectrum and Russell Hobbs have made forward-looking statements in this document, and in documents that are incorporated by reference in this document, that are subject to risks and uncertainties. These statements are based on the beliefs and assumptions of each company's management. Generally, forward-looking statements include information concerning possible or assumed future actions, events or results of operations of Spectrum, Russell Hobbs and/or SB Holdings. Forward-looking statements specifically include, without limitation, the information in this document regarding: projections; efficiencies/cost avoidance; cost savings; income and margins; earnings per share; growth; economies of scale; combined operations; the economy; future economic performance; conditions to, and the timetable for, completing the transaction; future acquisitions and dispositions; litigation; potential and contingent liabilities; management's plans; business portfolios; taxes; and merger and integration-related expenses.

Forward-looking statements may be preceded by, followed by or include the words believes, expects, anticipates, intends, plans, estimates similar expressions. Spectrum, Russell Hobbs and SB Holdings claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 for all forward-looking statements.

Actual results may differ materially as a result of (i) Spectrum's and Russell Hobbs' ability to manage and otherwise comply with its covenants with respect to its significant outstanding indebtedness, (ii) Spectrum's and Russell Hobbs' ability to identify, develop and retain key employees, (iii) risks that changes and developments in external competitive market factors, such as introduction of new product features or technological developments, development of new competitors or competitive brands or competitive promotional activity or spending, (iv) changes in consumer demand for the various types of products Spectrum and Russell Hobbs offer, (v) unfavorable developments in the global credit markets, (vi) the impact of overall economic conditions on consumer spending, (vii) fluctuations in commodities prices, the costs or availability of raw materials or terms and conditions available from suppliers, (viii) changes in the general economic conditions in countries and regions where Spectrum and Russell Hobbs do business, such as stock market prices, interest rates, currency exchange rates, inflation and consumer spending, (ix) Spectrum's and Russell Hobbs' ability to successfully implement manufacturing, distribution and other cost efficiencies and to continue to benefit from its cost-cutting initiatives, and (x) unfavorable weather conditions and various other risks and uncertainties, including those discussed herein and those set forth in Spectrum's securities filings, including the most recently filed Annual Report on Form 10-K or Quarterly Reports on Form 10-Q. Spectrum and Russell Hobbs also caution the reader that their estimates of trends, market share, retail consumption of their products and reasons for changes in such consumption are based solely on limited data available to Spectrum and Russell Hobbs and their respective management's reasonable assumptions about market conditions, and consequently may be inaccurate, or may not reflect significant segments of the retail market.

Forward-looking statements are not guarantees of performance. You should understand that the following important factors, in addition to those discussed in Risk Factors above and elsewhere in this document, and in the documents which are incorporated by reference in this document, could affect the future results of Spectrum and Russell Hobbs, and of SB Holdings after the consummation of the mergers, and could cause those results or other outcomes to differ materially from those expressed or implied in the forward-looking statements:

the failure of Spectrum stockholders to adopt the merger agreement;

the risk that the businesses will not be integrated successfully;

the risk that synergies will not be realized;

the risk that SB Holdings following this transaction will not realize on its financing strategy;

litigation in respect of either company or the mergers; and

disruption from the mergers making it more difficult to maintain certain strategic relationships.

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Spectrum, Russell Hobbs and SB Holdings also caution the reader that undue reliance should not be placed on any forward-looking statements, which speak only as of the date of this document. None of Spectrum, Russell Hobbs or SB Holdings undertakes any duty or responsibility to update any of these forward-looking statements to reflect events or circumstances after the date of this document or to reflect actual outcomes.

Additional factors that may affect future results and conditions are described in Spectrum's filings with the SEC, which are available at the SEC's website at www.sec.gov or at Spectrum's website at www.spectrumbrands.com.

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THE COMPANIES

Information About SB Holdings

Spectrum Brands Holdings, Inc.

c/o Russell Hobbs, Inc.

3633 Flamingo Road

Miramar, FL 33027

Telephone: (954) 883-1000

SB Holdings is a Delaware corporation and a newly formed holding company. SB Holdings was formed solely to effect the mergers and has not conducted any business, other than in connection with the merger agreement and related ancillary agreements to which SB Holdings is a party. Pursuant to the merger agreement, Spectrum and Russell Hobbs will survive as wholly owned subsidiaries of SB Holdings. It is anticipated that SB Holdings will trade on the NYSE under the symbol **SPB**.

The combination of Spectrum and Russell Hobbs, if consummated, will create a new global consumer products company with an estimated \$3 billion in annual revenues, a strong balance sheet, and a diverse portfolio of market-leading brands, including *Remington, Rayovac, VARTA, Hot Shot, Cutter, Repel, Spectracide, Black & Decker, George Foreman, Russell Hobbs, LitterMaid, Toastmaster, Tetra, 8 in 1* and *Dingo*.

Commitments for \$1.8 billion in financing have been obtained from three financial institutions to be provided through a combination of new term loans, new senior notes and a new \$300 million ABL revolving facility. Proceeds from the financing will be used to refinance substantially all of existing Spectrum and Russell Hobbs debt and to pay transaction fees and expenses (other than the Spectrum PIK Notes which are expected to remain outstanding after the mergers).

The proposed transaction is expected to improve Spectrum's leverage ratio, calculated as total debt less cash divided by adjusted EBITDA. Spectrum's leverage ratio was 4.7x for the quarter ended January 3, 2010. The leverage ratio declines to 4.0x pro forma for the transaction. The leverage ratio is projected to decline to 3.8x for fiscal 2010. Compared to Spectrum's existing capital structure, the new capital structure will provide longer maturities and additional liquidity for the combined company.

Consummation of the mergers, which is currently anticipated to occur by the end of the third or fourth quarter of Spectrum's fiscal year 2010, is subject to certain conditions, including, among others, closing of the new financing, adoption of the merger agreement by Spectrum's stockholders, required regulatory approvals, and other customary closing conditions.

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Set forth below is an organizational chart indicating the proposed corporate structure of the combined entities under SB Holdings.

If the proposed transaction is consummated, SB Holdings, operating under the Spectrum Brands name, will continue to be managed by Spectrum's senior management team, with the addition of Terry L. Polistina, current Chief Executive Officer of Russell Hobbs, to lead a fourth reporting segment made up of the existing Russell Hobbs portfolio of small household appliance brands. Spectrum's current reporting segments, Global Batteries and Personal Care, Global Pet Supplies and Home and Garden, will remain autonomous and will continue to operate under their current management structures. Including Russell Hobbs' \$800 million in annual revenues, SB Holdings is expected to be approximately \$3 billion in annual revenues with \$430 million to \$440 million of adjusted EBITDA in fiscal 2010. Anticipated synergies of \$25 million to \$30 million are expected to be realized within 36 months following the consummation of the mergers.

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Information About Spectrum

Spectrum Brands, Inc.

Six Concourse Parkway, Suite 3300

Atlanta, GA 30328

Telephone: (770) 829-6200

Spectrum, a Delaware corporation based in Atlanta, Georgia, is a global branded consumer products company with leading market positions in six major product categories: consumer batteries, pet supplies, electric shaving and grooming, electric personal care, portable lighting and home and garden control products. Spectrum is a leading worldwide manufacturer and marketer of alkaline, zinc carbon and hearing aid batteries, as well as aquariums and aquatic health supplies and a leading worldwide designer and marketer of rechargeable batteries, battery-powered lighting products, electric shavers and accessories, grooming products and hair care appliances. Spectrum's operations also include the manufacturing and marketing of specialty pet supplies. Spectrum is also a leading North American manufacturer and marketer of herbicides, insecticides and repellents.

Spectrum sells its products in approximately 120 countries through a variety of trade channels, including retailers, wholesalers and distributors, hearing aid professionals, industrial distributors and original equipment manufacturers. Spectrum enjoys strong name recognition in its markets under the *Rayovac*, *VARTA* and *Remington* brands, each of which has been in existence for more than 80 years, and under the *Spectracide*, *Cutter*, *Tetra*, *8-in-1* and various other brands. Spectrum has manufacturing and product development facilities located in the United States, Europe, China and Latin America. Substantially all of Spectrum's rechargeable batteries and chargers, shaving and grooming products, personal care products and portable lighting products are manufactured by third party suppliers, primarily located in Asia.

On February 3, 2009, the Debtors filed voluntary petitions for reorganization under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Western District of Texas. On August 28, 2009, the Debtors' Plan became effective and the Debtors emerged from Chapter 11 of the Bankruptcy Code. Pursuant to the Plan, Spectrum's capital structure was realigned. Spectrum's outstanding equity securities were cancelled with no distribution to holders of Spectrum's then existing equity. Spectrum issued new common stock and PIK Notes to holders of allowed claims in respect of Spectrum's then outstanding public senior subordinated notes. The supplemental and sub-supplemental participants in the Debtors' debtor-in-possession credit facility also received the new common stock. Spectrum common stock has been listed on the NYSE under the symbol *SPB* since March 18, 2010.

Spectrum may incorporate by reference certain information into this proxy statement/prospectus. This means that Spectrum can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this document, except for any information superseded by information in this document. This proxy statement/prospectus incorporates by reference the documents set forth below that Spectrum has previously filed with the SEC. These documents contain important information about Spectrum's companies and their financial performance. There have not been any material changes in Spectrum's affairs since the Form 10-Q for the fiscal quarter ended January 3, 2010 was filed with the SEC on February 10, 2010.

Annual Report on Form 10-K for the fiscal year ended September 30, 2009 filed with the SEC on December 29, 2009;

Amended Annual Report on Form 10-K/A for the fiscal year ended September 30, 2009 filed with the SEC on March 29, 2010;

Quarterly Report on Form 10-Q for the quarterly period ended January 3, 2010 filed with the SEC on February 10, 2010; and

Current Reports on Form 8-K filed with the SEC on October 5, 2009, October 13, 2009, October 28, 2009, December 30, 2009, January 6, 2010, January 7, 2010, February 9, 2010, February 10, 2010, February 12, 2010, February 26, 2010, March 1, 2010, March 2, 2010, March 15, 2010, March 16, 2010, March 18, 2010, March 29, 2010, April 12, 2010, April 15, 2010 and April 28, 2010.

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In addition, all reports and other documents that Spectrum subsequently files pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), after the date of this proxy statement/prospectus and prior to the termination of the offering of securities hereunder will be deemed to be incorporated by reference into this proxy statement/prospectus and to be part of this proxy statement/prospectus from the date of the filing of such reports and documents. Any statement contained herein or in a document incorporated or deemed to be incorporated herein by reference will be deemed to be modified or superseded for the purposes of this proxy statement/prospectus to the extent that a statement contained in any subsequently filed document which is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this proxy statement/prospectus.

Russell Hobbs has supplied all information contained in this proxy statement/prospectus relating to Russell Hobbs, SB Holdings has supplied all information contained in this proxy statement/prospectus relating to SB Holdings and Spectrum has supplied all information contained or incorporated by reference in this proxy statement/prospectus relating to Spectrum.

This proxy statement/prospectus incorporates important business and financial information about Spectrum from documents that are not included in or delivered with this document. You may have already been sent some of the documents incorporated by reference, but you can obtain any of them through the Securities and Exchange Commission website at <http://www.sec.gov> or from Spectrum, excluding all exhibits (unless an exhibit has been specifically incorporated herein by reference), by requesting them in writing or by telephone from Spectrum at the following address:

Spectrum Brands, Inc.

Six Concourse Parkway, Suite 3300

Atlanta, GA 30328

(770) 829-6200

You can also get more information by visiting Spectrum's website at www.spectrumbrands.com. Website materials are not part of this proxy statement/prospectus.

You will not be charged for any of these documents that you request. If you would like to request documents from Spectrum, please do so by [], 2010 to receive them before the special stockholders' meeting. If you request any incorporated documents, Spectrum will strive to mail them to you by first-class mail, or other equally prompt means, within one business day of receipt of your request.

See Where You Can Find More Information.

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Information About Russell Hobbs

Russell Hobbs, Inc.

3633 S. Flamingo Road

Miramar, FL 33027

Telephone: (954) 883-1000

Description of Business

Overview

In December 2007, two longstanding companies in the small household appliance business, Salton and Applica combined their businesses through a merger, as a result of which Applica became a wholly-owned subsidiary of Salton. In December 2009, the combined company (formerly known as Salton, Inc.) changed its name to Russell Hobbs, Inc.

Russell Hobbs, based in Miramar, Florida, markets and distributes a broad range of branded small household appliances, pet and pest products, water products and personal care products. Russell Hobbs has a broad portfolio of well recognized brand names, including *Black & Decker*, *George Foreman*, *Russell Hobbs*, *Farberware*, *Toastmaster*, *Juiceman*, *Breadman* and *LitterMaid*. Russell Hobbs' customers include mass merchandisers, specialty retailers and appliance distributors primarily in North America, South America, Europe and Australia.

Russell Hobbs manages its operations through two business segments: Household Products and Water Products. For information regarding the Water Products segment, see Water Products Segment below.

Information Regarding Financial Data

SFAS No. 141 *Business Combinations* requires the use of the purchase method of accounting for business combinations. In applying the purchase method, it is necessary to identify both the accounting acquiree and the accounting acquirer. In a business combination effected through an exchange of equity interests, such as the merger of Salton and Applica, the entity that issues the interests (Salton in this case) is normally the acquiring entity. However, in identifying the acquiring entity in a combination effected through an exchange of equity interests, all pertinent facts and circumstances must be considered, including the relative voting interests in the combined entity after the combination and the composition of the governing body of the combined entity. While Salton was the legal acquirer and surviving registrant in the merger, Applica was deemed to be the accounting acquirer. Accordingly, the information presented in this section for the year ended June 30, 2008 represents Applica's operations for the periods presented and only includes Salton's operations from the consummation of the merger, which was December 28, 2007.

Competitive Strengths

Russell Hobbs believes that its business model provides an attractive value proposition to its customers and that it is distinguished by the following strengths:

Strong Portfolio of Highly Recognizable, Market Leading Brands. Russell Hobbs' brands are some of the most recognized in the small appliances industry. It has a strong portfolio of flagship brands including *Black & Decker*, *George Foreman*, *Russell Hobbs*, *Toastmaster*, *Farberware* and *LitterMaid*. Russell Hobbs has a significant market presence with a diverse product offering spanning several key categories. Its products have significant market share across their respective U.S. small kitchen and household appliance product categories. *George Foreman* is the U.S. market leader in indoor grills and *Black & Decker* has the top U.S. market share in more categories than any other brand in the household appliance business.

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Long-term Established Relationships with Key Retailers and Suppliers. Russell Hobbs has deep and long standing relationships with its customers. For example, it has been a supplier to Wal-Mart Stores, Inc. and Target Corporation, its top two customers, for over 15 years. It continues to strengthen its relationships with these customers by integrating its supply chain processes with their inventory management systems and by having dedicated offices and personnel near their headquarters. Internationally, Russell Hobbs has relationships of over 15 years with customers such as Canadian Tire Corporation, one of Canada's most-shopped general merchandise retailers, and Argos Limited, a large multi-channel retailer located in the UK.

Additionally, Russell Hobbs has long standing relationships with its key suppliers around the world. Due to the strength of its relationships with its suppliers, Russell Hobbs has been able to optimize its supply chain in partnership with its core suppliers.

Significant Global Reach. Russell Hobbs is an international business with a global footprint throughout North America, Europe, Latin America and Australia. Its customer base includes both large multi-national retailers as well as retailers focused in a specific country or region. For the fiscal years ended June 30, 2009 and 2008, approximately 47.7% and 47.3% of its sales were outside the United States, respectively.

Proven and Experienced Management Team. Russell Hobbs' senior management team has substantial experience in the consumer products industry, with specific expertise in the small appliance sector. Russell Hobbs' senior management team is led by:

Terry L. Polistina, its Chief Executive Officer and President,

Ivan R. Habibe, its Vice President and Chief Financial Officer,

Evanghela Hidalgo, its President and General Manager of the Americas Division,

Martin Burns, its President and General Manager of the European Division, and

Chris Dickins, its President and General Manager of the Australia/New Zealand Division.

Russell Hobbs' management team has delivered strong operating results through disciplined execution and cost control. This team has successfully managed the integration of large companies, along with associated substantial cost reduction initiatives.

Business Strategy

Russell Hobbs has combined top brand names such as *Black & Decker*, *George Foreman*, *Russell Hobbs*, *Toastmaster* and *LitterMaid* with a reputation for durability and innovation. It is striving to become the preeminent provider of quality portable household appliances on a global basis across all price points and all distribution channels. Russell Hobbs' business strategy includes the following:

Maximize Utility of Its Brand Assets. Russell Hobbs has a stable of world-class brands positioned in distinctive consumer segments. It plans to continue to strengthen its best performing brands, such as *Black & Decker*, *George Foreman*, *Russell Hobbs*, *Toastmaster* and *LitterMaid*, while also investing to improve under-utilized brands such as *Juiceman* and *Breadman*. Russell Hobbs' product strategies and marketing plans are tailored to the unique needs of its consumers. Russell Hobbs is building a fully integrated communication strategy that allows for consistent communication of its brand equity across all consumer touch points including: industrial design, package graphics, in-store advertising, web design and national advertising.

Leverage Innovation and Strategic Marketing to Drive Profitability. Russell Hobbs drives revenues through innovation within its product categories using new marketing platforms to enhance its existing products. Russell Hobbs intends to develop new categories and grow its existing categories through distinctive product innovation, new product introductions and continued brand development. Its continued focus on product quality,

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design, performance characteristics and speed-to-market is designed to maximize product success. Russell Hobbs' development teams work closely with retailers and suppliers to identify consumer needs and preferences to generate new product ideas in and outside of its current product categories. New products allow Russell Hobbs to generate higher margins based on their uniqueness and desirability in the marketplace.

Create Long-Term Cost and Quality Advantages for Its Customers. Russell Hobbs maintains a value chain for its customers that strives to meet their cost and quality objectives. It is accomplishing this by strengthening its relationships with suppliers in Asia who can deliver quality products on a timely basis at a reasonable cost. These relationships allow Russell Hobbs to fully capitalize on its strengths of providing a foundation for new product development, delivering quality products consistent with the reputation of its brands and delivering products at costs that are competitive in its industry.

Continue to Optimize Its Supply Chain. Russell Hobbs continues to improve its global supply chain, reducing the need for large working capital investment. This effort continues to improve the definition of product velocities, as well as Russell Hobbs' ability to estimate procurement, manufacturing and logistical lead times and to plan order placement accordingly. Russell Hobbs continues to improve its integration with its preferred suppliers through software connections and more effective collaborative communication.

Household Products

The following table sets forth the approximate amounts and percentages of Russell Hobbs' consolidated net sales of household products by product category during the periods indicated:

	Fiscal Year ended June 30,			
	2009		2008 (1)	
	(Dollars in thousands)			
	Net Sales	%	Net Sales	%
Kitchen Products	\$ 627,648	78	\$ 499,796	75
Home Products	124,724	16	118,866	18
Pet Products	21,804	3	24,978	4
Personal Care Products	14,473	2	9,791	2
Pest Control Products	7,980	1	7,466	1
Total Household Products	\$ 796,629	100%	\$ 660,897	100%

(1) Pursuant to the requirements of SFAS No. 141, the information presented above for the year ended June 30, 2008 represents the sales of *Applica* for the periods presented and only includes the sales of *Salton* from the consummation of the merger of *Applica* and *Salton*, which was December 28, 2007.

The kitchen products group includes cooking, beverage and food preparation products and constitutes Russell Hobbs' largest product category. Russell Hobbs provides customers with a broad product line in the small kitchen appliances market, primarily at mid- to high-tier price points. Russell Hobbs' products in this category include grills, sandwich makers, kettles, toaster ovens, toasters, blenders, juicers, can openers, coffee grinders, coffee makers, electric knives, skillets, deep fryers, food choppers, food processors, hand mixers, rice cookers and steamers. Significant brands for this category include *Black & Decker*, *George Foreman*, *Russell Hobbs*, *Toastmaster*, *Farberware*, *Juiceman* and *Breadman*.

The home products group includes garment care products, such as hand-held irons, vacuum cleaners, air purifiers and heaters. Significant brands for this category include *Black & Decker* and *Russell Hobbs*. Vacuum cleaners are distributed under the *Black & Decker* brand in Latin America and under the *Russell Hobbs* brand in Europe and Australia.

The pet products group includes the *LitterMaid* Classic patented self-cleaning cat litter box and the *LitterMaid* Elite litter box, which contains innovative, consumer-driven features such as a sleep timer and a

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built-in ionic air cleaner. The *LitterMaid* product line also delivers a recurring revenue stream from consumable accessories, including privacy tents, litter carpets, crystal litter cartridges, charcoal filters, corn-based litter and replaceable waste receptacles.

The personal care products group offers a broad range of personal care products including hand-held dryers, curling irons, straightening irons, brush irons, airbrushes and hair setters. Significant brands for this category include *Russell Hobbs*, *Carmen*, *Andrew Collinge*, *Orva* and *Llongueras*.

The pest control products group includes pest control and repelling devices that use ultra-sonic or sub-sonic sound waves to control insects and rodents, primarily in homes. The core of the business is the ultrasonic direct plug-in pest repellents marketed under the *Black & Decker* brand name.

Product Development

Russell Hobbs' product development process is designed to better serve consumer needs and maximize its available resources. The process is focused on quality, design, appropriate performance characteristics and speed-to-market. Russell Hobbs has product development teams dedicated to creating innovative products in its core categories. The product development process also helps Russell Hobbs manage the improvement of quality, performance and cost of existing products.

Russell Hobbs also works closely with both retailers and suppliers to identify consumer needs and preferences and to generate new product ideas. Russell Hobbs evaluates new ideas and seeks to develop and acquire new products and improve existing products to satisfy marketplace requirements and changing consumer preferences. Russell Hobbs designs the style, features and functionality of its products to meet customer requirements for quality, performance, product mix and pricing.

Brands

Russell Hobbs' portfolio contains many time-honored traditional brands, as well as recently established names, within the world wide housewares industry. Russell Hobbs believes this brand portfolio contains many brands with strong consumer recognition throughout the world, including:

<i>Black & Decker</i>	<i>Farberware</i>	<i>Juiceman</i>	<i>Russell Hobbs</i>
<i>Breadman</i>	<i>George Foreman</i>	<i>LitterMaid</i>	<i>Toastmaster</i>

In addition, Russell Hobbs owns certain other brands, such as *Salton*, *Windmere*, *Orva*, *Haden* and *Tower*, and sub-brands, including *Gizmo*, *SmartBrew*, *Digital Advantage*, *Toast R Oven* and *Quick N Easy*. Russell Hobbs licenses the *Spacemaker* brand for under the cabinet kitchen appliances. Russell Hobbs continues to develop new brands and sub-brands for product differentiation at the retail level.

Russell Hobbs licenses the *Black & Decker* brand for use in marketing small household appliances in North America, Latin America (excluding Brazil) and the Caribbean. The major portion of its revenue is generated through the sale of *Black & Decker* branded products, which represented approximately 53% of its total consolidated revenue for the fiscal year ended June 30, 2009 and 67% for the fiscal year ended June 30, 2008.

As part of the merger of *Applica* and *Salton*, over the last two years, Russell Hobbs has eliminated approximately 80 underperforming brands and reduced its SKUs (stock keeping units) by more than 1,000.

Russell Hobbs continues to seek to enhance its brand portfolio through licensing agreements and strategic alliances.

Table of Contents***Suppliers***

All of Russell Hobbs finished products are acquired from third party suppliers, primarily in Asia. Russell Hobbs purchases a significant amount of its finished products from a limited number of suppliers. Its top two suppliers accounted for approximately 31% of total purchases for the fiscal year ended June 30, 2009 and 47% for the fiscal year ended June 30, 2008. Russell Hobbs maintains supply contracts with terms of one to three years with certain of its third party suppliers, which include standard terms for production, delivery, quality and indemnification for product liability claims. Specific production amounts are ordered by separate purchase orders.

Intellectual Property

Russell Hobbs markets and distributes products with features for which it has filed or obtained licenses for trademarks, patents and design registrations in the United States and in several foreign countries. Its right to these patents and trademarks is a significant part of its business and Russell Hobbs ability to create demand for its products is dependent to a large extent on its ability to capitalize on them. Russell Hobbs owns the following significant brand names:

*George Foreman
Breadman*

*Juiceman
LitterMaid*

*Russell Hobbs
ToasterMaster*

Russell Hobbs licenses the *Black & Decker* brand in North America, Latin America (excluding Brazil) and the Caribbean for four core categories of household appliances: beverage products, food preparation products, garment care products and cooking products. In December 2007, Russell Hobbs and The Black & Decker Corporation extended the trademark license agreement for a third time through December 2012, with an automatic extension through December 2014 if certain milestones are met regarding sales volume and product return. Under the agreement as extended, Russell Hobbs agreed to pay The Black & Decker Corporation royalties based on a percentage of sales, with minimum annual royalty payments as follows:

Calendar year 2010: \$14,500,000

Calendar year 2011: \$15,000,000

Calendar year 2012: \$15,000,000

The agreement also requires Russell Hobbs to comply with maximum annual return rates for products.

If The Black & Decker Corporation does not agree to renew the license agreement, Russell Hobbs has 18 months to transition out of the brand name. No minimum royalty payments will be due during such transition period. The Black & Decker Corporation has agreed not to compete in the four core product categories for a period of five years after the termination of the license agreement. Upon request, The Black & Decker Corporation may elect to extend the license to use the *Black & Decker* brand to certain additional product categories. The Black & Decker Corporation has approved several extensions of the license to additional categories and geographies.

Russell Hobbs licenses the *Farberware* brand from the Farberware Licensing Company in the United States, Canada and Mexico for several types of household appliances, including beverage products, food preparation products, garment care products and cooking products. The term of the license is through June 2010 and can be renewed for additional periods upon the mutual agreement of both parties. *Farberware* represented approximately 1.0% of Russell Hobbs total consolidated revenue for the fiscal year ended June 30, 2009 and approximately 0.8% for the fiscal year ended June 30, 2008. Under the agreement, Russell Hobbs agreed to pay Farberware Licensing Company royalties based on a percentage of sales, with minimum annual royalty payments. The minimum annual royalty payment for fiscal year 2010 is \$1.5 million. Russell Hobbs is currently in discussions regarding an extension of the *Farberware* license.

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Russell Hobbs owns the *LitterMaid* trademark for self-cleaning litter boxes and has extended the trademark for accessories such as litter, a litterbox privacy tent and waste receptacles. Russell Hobbs owns two patents and has exclusive licenses to three other patents covering the *LitterMaid* litter box, which requires it to pay royalties based on a percentage of sales. Sales of *LitterMaid* branded products represented approximately 2.7% of Russell Hobbs' total consolidated revenue for the fiscal year ended June 30, 2009 and approximately 3.7% for the fiscal year ended June 30, 2008. The license agreements are for the life of the applicable patents and do not require minimum royalty payments. The patents have been issued in the United States and a number of foreign countries.

In 2007, pursuant to Russell Hobbs' request, the U.S. International Trade Commission (ITC) initiated a Section 337 investigation into the exclusion of certain products from entry into the United States that infringe a patent protecting some of its *LitterMaid* branded litter box products. Russell Hobbs is the exclusive licensee of the patent with the right to enforce the same. In December 2008, an ITC administrative law judge ruled in Russell Hobbs' favor, which ruling was affirmed by the ITC in April 2009. The ITC issued a limited exclusion order and a cease and desist order preventing importation and resale of infringing products (although such order is not currently being enforced by the U.S. Customs Department). The ruling is currently on appeal.

One ITC respondent has filed a reexamination request with the United States Patent & Trademark Office (USPTO) stating a substantial new question of patentability exists regarding the patent. Subsequently, the USPTO initiated a reexamination proceeding, which is currently pending.

Russell Hobbs also has related suits pending in the U.S. District Court for the Eastern District of Texas seeking monetary damages and other remedies. There, Russell Hobbs is pursuing infringement claims based on other patents in addition to the patent brought before the ITC. Such suits are currently stayed pending the outcome of the appeals of the ITC ruling.

Russell Hobbs maintains various other licensing and contractual relationships to market and distribute products under specific names and designs. These licensing arrangements generally require certain license fees and royalties and may contain minimum sales requirements.

Customers

Russell Hobbs markets its household appliances primarily through mass merchandisers, but also distributes to home improvement warehouses, specialty retailers, catalogers, warehouse clubs, drug and grocery stores, department stores, television shopping channels, pet supply retailers, and independent distributors, as well as through e-commerce websites. Its top two customers are Wal-Mart Stores, Inc. and Target Corporation. Wal-Mart Stores, Inc. accounted for approximately 24% of consolidated net sales for the fiscal year ended June 30, 2009 and 24% for the fiscal year ended June 30, 2008. Target Corporation accounted for approximately 10% of consolidated net sales for the fiscal year ended June 30, 2009 and 11% for the fiscal year ended June 30, 2008.

Sales, Marketing and Distribution

Russell Hobbs' products are sold principally by an internal sales staff located in North America, Latin America, Europe, Australia and New Zealand. Russell Hobbs also uses independent sales representatives, primarily in Central America and the Caribbean. In addition to directing its marketing efforts toward retailers, Russell Hobbs sells certain of its products directly to consumers through infomercials and its Internet websites. For information on revenues attributable to the countries in which Russell Hobbs does business, see Note 11 to Russell Hobbs Consolidated Financial Statements for the fiscal years ended June 30, 2009 and 2008.

Russell Hobbs uses media advertising, cooperative advertising and other promotional materials to promote its products and develop brand awareness. Russell Hobbs enhances the equity of key brands through design, promotion and product functionality based on consumer feedback. Russell Hobbs provides promotional support for its products with the aid of various media, including television and print advertising, cooperative advertising

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with retailers and in-store displays and product demonstrations. Russell Hobbs believes that these promotional activities are important to strengthening its brand name recognition. The level of promotional effort targeted toward sales velocity and brand building is determined by the profitability of the category, the strategic importance of the brand and retailer plans.

Russell Hobbs distributes most of its products to retailers, including mass merchandisers, department stores, home improvement stores, warehouse clubs, drug chains, catalog stores and discount and variety stores.

Russell Hobbs' policy is to maintain its inventory at levels reasonably necessary to service the rapid delivery requirements of its customers. Because of manufacturing lead times and seasonal sales, Russell Hobbs may increase inventories based on anticipated sales and forecasts provided by its customers and its sales personnel.

Backlog

Russell Hobbs' backlog consists of commitments to order and orders for its products, which are typically subject to change and cancellation until shipment. Customer order patterns vary from year to year, largely because of differences in consumer acceptances of product lines, product availability, marketing strategies, inventory levels of retailers and overall economic conditions. As a result, comparisons of backlog between periods are not necessarily indicative of sales for that period. Accordingly, Russell Hobbs does not believe that the amount of backlog orders is a significant predictor of its business.

Seasonality

Russell Hobbs' business is seasonal, with operating results varying from quarter to quarter. It historically has experienced higher revenues in the second half of the calendar year, primarily due to increased demand by customers in late summer for back-to-school sales and in the fall for the holiday season. The majority of Russell Hobbs' sales occur from July through December.

Competition

The sale of small household appliances is characterized by intense competition. Competition is based on price and quality, as well as access to retail shelf space, product design, brand names, new product introductions, marketing support and distribution strategies. Russell Hobbs competes with various domestic, foreign and international marketers and distributors, some of which have substantially greater financial and other resources than Russell Hobbs. Russell Hobbs believes that its future success will depend upon its ability to develop and distribute reliable products that incorporate developments in technology and to satisfy consumer preferences with respect to style and design. It will also depend on Russell Hobbs' ability to market a broad offering of products in each category at competitive prices.

Primary competitive brands in the household appliance market include *Hamilton Beach*, *Procter Silex*, *Sunbeam*, *Mr. Coffee*, *Oster*, *General Electric*, *Rowenta*, *DeLonghi*, *Kitchen Aid*, *Cuisinart*, *Krups*, *Braun*, *Rival*, *Europro*, *Kenwood*, *Philips*, *Morphy Richards*, *Breville* and *Tefal*. The key competitors of Russell Hobbs in this market in the United States and Canada include Jarden Corporation, DeLonghi America, Euro-Pro Operating LLC, Metro Thebe, Inc., d/b/a HWI Breville, NACCO Industries, Inc. (Hamilton Beach) and SEB S.A. In addition, Russell Hobbs competes with retailers who use their own private label brands for household appliances (for example, Wal-Mart Stores, Inc.). Primary competitive brands in the pet and pest market include *Cat Genie*, *Petsafe*, *Sunbeam* and *Lentek*. The key competitors of Russell Hobbs in the pest market in the United States and Canada include Jarden Corporation, Lentek and Good Life LLC. The key competitors of Russell Hobbs in the pet market in the United States and Canada include Radio Systems Corporation and OurPet's Company.

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Regulation

As a marketer and distributor of consumer products in the United States, Russell Hobbs is subject to the Consumer Products Safety Act, which empowers the Consumer Products Safety Commission to exclude from the market products that are found to be unsafe or hazardous. Under certain circumstances, the Consumer Products Safety Commission could require Russell Hobbs to repurchase or recall one or more of its products. In August 2009, Russell Hobbs, in cooperation with the Consumer Products Safety Commission, voluntarily recalled approximately 9,800 units of a thermal coffee maker sold under the *Black & Decker* brand.

Throughout the world, most federal, state, provincial and local authorities require safety regulation certification prior to marketing electrical appliances in those jurisdictions. Within the United States, Underwriters Laboratory, Inc. (UL) is the most widely recognized certification body for electrical appliances. UL is an independent, not-for-profit corporation engaged in the testing of products for compliance with certain public safety standards. Russell Hobbs also uses the ETL SEMKO division of Intertek for certification and testing of compliance with UL standards, as well as other national and industry-specific standards. Russell Hobbs endeavors to have its products designed to meet the certification requirements of, and to be certified in, each of the jurisdictions in which they are sold.

Laws regulating certain consumer products also exist in some U.S. cities and states, as well as in other countries in which Russell Hobbs sells its products. Russell Hobbs believes that it is in substantial compliance with all of the laws and regulations applicable to it and its products.

Certain of the products sold by Russell Hobbs in the United States are also subject to the Fair Packaging and Labeling Act. Russell Hobbs believes that in addition to complying with the Fair Packaging and Labeling Act, it complies with the applicable rules and regulations of the Federal Trade Commission and other federal and state agencies with respect to the content of advertising and other trade practices.

Russell Hobbs' pest control products are subject to various regulations, including regulations promulgated by the U.S. Environmental Protection Agency, as well as laws and regulations of the states and applicable state agencies. Compliance with such environmental regulations is not expected to have a material effect upon capital expenditures, earnings or Russell Hobbs' competitive position in the pest product market.

Water Products Segment

In 2007, Russell Hobbs launched a new water products initiative, beginning with a water pitcher filtration system sold under the *Clear₂O* brand. In May 2009, Russell Hobbs introduced its *Clear₂Go* branded sports filtration bottle. The sales of *Clear₂O* and *Clear₂Go* branded products are made to mass merchandisers and specialty retailers primarily in North America.

In June 2008, Russell Hobbs entered into a license agreement with Island Sky Corporation for a patented air-to-water product. In August 2008, Russell Hobbs purchased 16,342,940 common shares of Island Sky Australia Limited, the parent company of Island Sky Corporation, for approximately \$3.5 million. In December 2009, Russell Hobbs purchased an additional 2,887,968 common shares of Island Sky Australia Limited, previously owned by Harbinger, for approximately \$274,000. At December 31, 2009, Russell Hobbs owed approximately 17% of Island Sky's outstanding common shares. Russell Hobbs' President and Chief Executive Officer currently serves as a non-executive director of Island Sky Australia Limited. The air-to-water business of the Water Products Segment is in its beginning stages and is focused on the commercial markets in India and certain other countries in the Far East.

In December 2009, Russell Hobbs determined to divest the operations of its water filtration business sold under the *Clear₂O* and *Clear₂Go* brands and put the assets and business up for sale. Russell Hobbs decided to sell this division primarily because it does not strategically complement its appliance business, has incurred

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significant operating losses since its launch in 2007 and has not been successful in gaining any significant market share.

Prior to the merger, Russell Hobbs intends to distribute its Water Products Segment to its sole stockholders, the Harbinger Parties, as a dividend.

Employees

As of March 1, 2010, Russell Hobbs had approximately 265 full-time employees in North America, approximately 190 full-time employees in Europe, approximately 75 full-time employees in South America and the Caribbean and approximately 45 full-time employees located in Australia and New Zealand. From time to time, Russell Hobbs also uses the services of seasonal employees.

None of Russell Hobbs' employees are covered by a collective bargaining agreement. Russell Hobbs believes that it has satisfactory working relations with its employees.

As part of the merger of Applica and Salton, over the last two years, Russell Hobbs has reduced its headcount from more than 1,400 employees to less than 600 employees.

Properties

The following table sets forth Russell Hobbs' principal operating facilities, all of which are used by the Household Products Segment:

Location	Description	Area (Square feet)
Redlands, California	Warehouse	983,986 Leased
Little Rock, Arkansas	Warehouse and distribution	562,000 Leased
Wolverhampton, England	Warehouse	312,000 Owned
Manchester, England	Sales and administrative office and warehouse	170,756 Owned
Wolverhampton, England	Warehouse	136,750 Leased
Miramar, Florida	Headquarters, general administration offices	110,000 Leased

Russell Hobbs leases additional warehouse and office space in the United States, Canada, Europe, Latin America, Australia and New Zealand pursuant to long and short-term contracts. Russell Hobbs also contracts with third party distribution providers that provide full service warehousing and shipping services. Russell Hobbs has such arrangements in North America, South America, Asia, Europe, Australia and New Zealand. Service contracts are typically short-term in nature, with fixed pricing, and provide for specific performance requirements related to customer service.

Russell Hobbs believes its current facilities are adequate to meet its needs in the foreseeable future. If necessary, Russell Hobbs may, from time to time, downsize current facilities or lease additional facilities for warehousing or other activities.

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THE SPECIAL MEETING AND PROXY SOLICITATION

The Spectrum Board is using this document to solicit proxies from the holders of Spectrum common stock for use at the special meeting of Spectrum's stockholders. Spectrum is first mailing this proxy statement/prospectus and accompanying form of proxy to Spectrum stockholders on or about May [], 2010.

Matters Relating to the Special Meeting

Time and Place: June [], 2010
2:00 p.m., Eastern Time

Paul, Weiss, Rifkind, Wharton & Garrison LLP

1285 Avenue of the Americas

New York, New York 10019-6064

Purpose of Special Meeting Is to Vote on the Following Items:

1. To adopt the merger agreement, as described in The Merger Agreement (Proposal No. 1).