

FALCONE PHILIP
Form 4
January 11, 2011

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/07/2011

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____X____ Other (specify below)

*See Remarks

DUBLIN 2, L2 00000

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock (par value \$0.01 per share)	01/07/2011		J(1)(2)	21,312,372	D (1) (2) (3) (4) (5) (6)		
Common Stock (par value \$0.01 per share)	01/07/2011		J(1)(2)	4,333,891	D (1) (2) (3) (7) (8) (9)		

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Common Stock (par value \$0.01 per share)	01/07/2011	J ⁽¹⁾⁽²⁾	2,110,642	D	⁽¹⁾ <u>(2)</u>	0	D ⁽¹⁾ ⁽²⁾ <u>(10)</u> <u>(11)</u> <u>(12)</u>
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Common Stock (par value \$0.01 per share)						27,756,905	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(13)</u> <u>(14)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. C/O INTERNATIONAL FUND SVS. (IRELAND) LT 78 SIR JOHN ROGERSON'S QUAY DUBLIN 2, L2 00000		X		*See Remarks
HARBINGER CAPITAL PARTNERS LLC 450 PARK AVENUE, 30TH FLOOR NEW YORK, NY 10022		X		*See Remarks
		X		

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS
FUND, L.P.
450 PARK AVENUE, 30TH FLOOR
NEW YORK, NY 10022

*See
Remarks

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP,
LLC
450 PARK AVENUE, 30TH FLOOR
NEW YORK, NY 10022

X

*See
Remarks

GLOBAL OPPORTUNITIES BREAKAWAY LTD.
MAPLES CORPORATE SERVICES LIMITED
PO BOX 309, UGLAND HOUSE
GRAND CAYMAN, E9 KY1-1104

X

*See
Remarks

HARBINGER CAPITAL PARTNERS II LP
450 PARK AVENUE, 30TH FLOOR
NEW YORK, NY 10022

X

*See
Remarks

HARBINGER CAPITAL PARTNERS II GP LLC
450 PARK AVENUE, 30TH FLOOR
NEW YORK, NY 10022

X

*See
Remarks

HARBINGER HOLDINGS, LLC
450 PARK AVENUE, 30TH FLOOR
NEW YORK, NY 10022

X

*See
Remarks

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

X

*See
Remarks

Signatures

Harbinger Capital Partners Master Fund I, Ltd.(+) By: Harbinger Capital Partners LLC, By: Harbinger Holdings, LLC, Manager By: /s/ Philip Falcone

01/11/2011

**Signature of Reporting Person

Date _____

Harbinger Capital Partners LLC(+) By: Harbinger Holdings, LLC, Manager By: /s/ Philip Falcone

01/11/2011

 **Signature of Reporting Person

Date _____

Harbinger Capital Partners Special Situations Fund, L.P.(+) By: Harbinger Capital Partners
Special Situations GP, LLC By: Harbinger Holdings, LLC, Managing Member By: /s/ Philip
Falcone

01/11/2011

**Signature of Reporting Person

Date _____

Harbinger Capital Partners Special Situations GP, LLC(+) By: Harbinger Holdings, LLC,
Managing Member By: /s/ Philip Falcone

01/11/2011

****Signature of Reporting Person**

Date _____

Global Opportunities Breakaway Ltd. (+) By: Harbinger Capital Partners II LP By: Harbinger Capital Partners II GP LLC, General Partner By: /s/ Philip Falcone

01/11/2011

****Signature of Reporting Person**

Date _____

Harbinger Capital Partners II LP (+) By: Harbinger Capital Partners II GP LLC, General Partner By: /s/ Philip Falcone

01/11/2011

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__Signature of Reporting Person

Date

Harbinger Capital Partners II GP LLC (+) By: /s/ Philip Falcone

01/11/2011

__Signature of Reporting Person

Date

Harbinger Holdings, LLC(+) By: /s/ Philip Falcone

01/11/2011

__Signature of Reporting Person

Date

/s/ Philip Falcone(+)

01/11/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On January 7, 2011, pursuant to the terms of a Contribution and Exchange Agreement, by and among Harbinger Group Inc. ("HGI"), Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"), Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund") and Global Opportunities Breakaway Ltd. (the "Breakaway Fund"), the Master Fund contributed to HGI 21,312,372 shares of the Issuer's common stock, par value \$0.01 per share (the "SPB Shares"), the Special Fund contributed to HGI 4,333,891 SPB Shares and the Breakaway Fund contributed to HGI 2,110,642 SPB Shares.

(2) Following the contribution, all of the 27,756,905 SPB Shares contributed will be indirectly beneficially owned through HGI. The Master Fund and the Special Situations Fund will maintain direct beneficial ownership of 6,398,912 SPB Shares and 101,089 SPB Shares, respectively, that are not included in the contribution. The Breakaway Fund has contributed all of the SPB Shares that they directly beneficially owned to HGI. In exchange for their contributed SPB Shares, the Master Fund received from HGI 92,069,447 shares of HGI common stock, par value \$0.01 per share ("HGI Shares"), the Special Fund received from HGI 18,722,409 HGI Shares and the Breakaway Fund received from HGI 9,117,974 HGI Shares. On such date, the market value of the HGI Shares was \$6.03 per share.

(3) Holdings reported in Column 5 reflect certain internal transfers of securities between the Master Fund and the Special Situations Fund that were not otherwise reportable.

(4) These SPB Shares are owned directly by the Master Fund, which is a Reporting Person.

(5) These SPB Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners LLC ("Harbinger LLC"), the investment manager of the Master Fund; Harbinger Holdings, LLC ("Harbinger Holdings"), the manager of Harbinger LLC; and Philip Falcone, the managing member of Harbinger Holdings and the portfolio manager of the Master Fund.

(6) Each Reporting Person listed in Footnote 5 disclaims beneficial ownership of the SPB Shares except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the SPB Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(7) These SPB Shares are owned directly by the Special Situations Fund, which is a Reporting Person.

(8) These SPB Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners Special Situations GP, LLC ("HCPSS"), the general partner of the Special Situations Fund; Harbinger Holdings, the managing member of HCPSS; and Philip Falcone (collectively, the Master Fund, Harbinger LLC, Harbinger Holdings, the Special Situations Fund, HCPSS and Mr. Falcone, the "HCP Persons"), the managing member of Harbinger Holdings and the portfolio manager of the Special Situations Fund.

(9) Each Reporting Person listed in Footnote 8 disclaims beneficial ownership of the SPB Shares except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the SPB Shares for purposes of Section 16 of the Exchange Act of 1934, as amended, or for any other purpose.

(10) These SPB Shares are owned directly by the Breakaway Fund, which is a Reporting Person.

(11) These SPB Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners II LP ("HCP II"), the investment manager of the Breakaway Fund; Harbinger Capital Partners II GP LLC ("HCP GP II"), the general partner of HCP II; and Philip Falcone, the managing member of HCP II GP and the portfolio manager of the Breakaway Fund.

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- (12) Following the disposition of the SPB Shares by the Breakaway Fund described in Footnotes 1 and 2 above, the Breakaway Fund, HCP II and HCP GP II have each ceased to beneficially own any SPB Shares.
- (13) These SPB Shares are directly owned by HGI, which is not a Reporting Person. These SPB Shares owned by HGI may be deemed to be indirectly beneficially owned by the HCP Persons, each of whom is a Reporting Person.
- (14) Each of the HCP Persons disclaims beneficial ownership of the SPB Shares owned by HGI except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of such SPB Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

(+) The HCP Persons and HGI may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. Each of the HCP Persons and HGI disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by such person. This report shall not be deemed an admission that such person is a member of a group or the beneficial owner of any securities not directly owned by such person.

(+) Mr. David M. Maura and Ms. Robin Roger serve on the board of directors of the Issuer. Mr. Maura is a Vice President and Director of Investments of Harbinger LLC and Ms. Roger is the General Counsel and Managing Director of Harbinger LLC. As a result, the persons listed herein may be deemed directors of the Issuer by deputization.

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

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