

SPEAR & JACKSON INC  
Form SC 13D/A  
May 05, 2006

OMB APPROVAL

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

**SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 3)\***

**SPEAR & JACKSON, INC. F/K/A/ MEGAPRO TOOLS, INC.**

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(Name of Issuer)

**Common Stock,  
par value \$.001 per share**

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(Title of Class of Securities)

58515X 10 3

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(CUSIP Number)

**Steven C. Barre  
Senior Vice President, General Counsel and Secretary  
Jacuzzi Brands, Inc.  
777 S. Flagler Drive, Suite 1108  
West Palm Beach, FL 33401**

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(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

**May 4, 2006**

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**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.**

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SEC 1746(3-06)

CUSIP No. 58515X 10 3

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Jacuzzi Brands, Inc. F/K/A U.S. Industries, Inc.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions)  Not applicable.
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  <input type="radio"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER  -0-
	8 SHARED VOTING POWER  3,543,281
	9 SOLE DISPOSITIVE POWER  -0-
	10 SHARED DISPOSITIVE POWER  3,543,281
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,543,281
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	61.8%*	
14	TYPE OF REPORTING PERSON	
	CO	

\* Based on the number of shares outstanding as of February 14, 2006 as set forth in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on February 14, 2006.

CUSIP No. 58515X 10 3

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  USI American Holdings, Inc. F/K/A USI Global Corp.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions)  Not applicable.
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  <input type="radio"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER  -0-
	8 SHARED VOTING POWER  3,543,281
	9 SOLE DISPOSITIVE POWER  -0-
	10 SHARED DISPOSITIVE POWER  3,543,281
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,543,281
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)  <input type="radio"/>

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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 61.8%*
14	TYPE OF REPORTING PERSON CO

\* Based on the number of shares outstanding as of February 14, 2006 as set forth in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on February 14, 2006.

**AMENDMENT NO. 3 TO SCHEDULE 13D**

This Amendment No. 3 amends the Report on Schedule 13D, originally filed on September 16, 2002, as amended by Amendment No. 1 thereto filed on April 26, 2005 and Amendment No. 2 (Amendment No. 2) thereto filed on March 27, 2006 (collectively, the Schedule 13D). *Unless indicated otherwise, all items left blank remain unchanged and any items which are reported are deemed to amend and supplement the existing items in the Schedule 13D.* Capitalized terms used without definitions in this Amendment No. 3 shall have the respective meanings ascribed to them in the Schedule 13D.

***Item 1. Security and Issuer.***

***Item 2. Identity and Background.***

***Item 3. Source and Amount of Funds or Other Consideration.***

***Item 4. Purpose of Transaction.***

***Item 5. Interest in Securities of the Issuer.***

***Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.***

The Stock Purchase Agreement that was filed as an Exhibit to Amendment No. 2 was amended effective as of May 4, 2006. The Amendment extends the date the Reporting Persons and UPI are required to lodge the clearance application with the UK Pensions Regulator.

***Item 7. Material to be Filed as Exhibits.***

Exhibit 1: Joint Filing Agreement among the Reporting Persons.

Exhibit 2: Amendment No. 1 to Stock Purchase Agreement dated as of May 4, 2006 among the Reporting Persons and UPI.

**SIGNATURES**

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: May 4, 2006

**JACUZZI BRANDS, INC.  
F/K/A U.S. INDUSTRIES, INC**

By: /s/ Steven C. Barre

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Name: Steven C. Barre  
Title: Senior Vice President, General  
Counsel and Secretary

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