FALCONE PHILIP

Form 4 May 08, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * HARBINGER GROUP INC.

(First)

2. Issuer Name and Ticker or Trading

Symbol

Spectrum Brands Holdings, Inc.

[SPB]

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Middle)

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

05/06/2013

Director _X__ 10% Owner Officer (give title __X__ Other (specify

below) below) *See Remarks

450 PARK AVENUE, 30TH **FLOOR**

> (Street) 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

NEW YORK, NY 10022

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative (Securi	ties Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	(Instr. 3,	sposed 4 and 5 (A) or	of (D)	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)	05/06/2013		P P	Amount 15,000	(D)	\$ 56.45	30,440,086	D (1) (2) (3)	
Common Stock (par value \$0.01 per share)	05/07/2013		P	12,000	A	\$ 57.09	30,452,086	D (1) (2) (4)	
Common Stock (par value \$0.01	05/08/2013		P	15,600	A	\$ 57.16	30,467,686	D (1) (2) (5)	

per share)

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

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SEC 1474 (9-02)

9. Nu

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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. Transac Code (Instr. 8	8) I	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
.r. g	Director	10% Owner	Officer	Other		
HARBINGER GROUP INC. 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

Financial Officer(+)	mas Williams, Executive Vice President and Chief	05/08/2013
	**Signature of Reporting Person	Date
/s/ Philip Falcone		05/08/2013
	**Signature of Reporting Person	Date

Reporting Owners 2

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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) The Shares are owned by Harbinger Group Inc., which is the Reporting Person, or a wholly owned subsidiary (together "HGI").
- Mr. Philip Falcone is the Chief Executive Officer and Chairman of the Board of Directors of HGI and the portfolio manager of certain controlling persons of HGI. Mr. Falcone does not own any Shares directly; however, as a result of Mr. Falcone's position with HGI and his relationship with HGI's controlling persons, Mr. Falcone may be deemed to beneficially own Shares directly owned by HGI.
- (3) The price shown in Column 4 is the weighted average purchase price of these Shares on the transaction date. The price range for the purchases is \$55.90 to \$56.76 per Share. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer full information regarding the number of Shares purchased at each separate price.
- The price shown in Column 4 is the weighted average purchase price of these Shares on the transaction date. The price range for the purchases is \$56.61 to \$57.54 per Share. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer full information regarding the number of Shares purchased at each separate price.
- (5) The price shown in Column 4 is the weighted average purchase price of these Shares on the transaction date. The price range for the purchases is \$57.00 to \$57.46 per Share. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer full information regarding the number of Shares purchased at each separate price.

Remarks:

-The Reporting Persons may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as a Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.