

Spectrum Brands Holdings, Inc.  
 Form 3  
 January 18, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement		3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â HARBINGER GROUP INC.			(Month/Day/Year)		Spectrum Brands Holdings, Inc. [SPB]	
(Last)	(First)	(Middle)	01/07/2011		4. Relationship of Reporting Person(s) to Issuer	
450 PARK AVENUE,Â 27TH FLOOR					5. If Amendment, Date Original Filed(Month/Day/Year)	
(Street)					(Check all applicable)	
NEW YORK,Â NYÂ 10022					<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below)    (specify below) See Remarks	
(City)	(State)	(Zip)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock (par value \$0.01 per share)	27,756,905	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	Â

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARBINGER GROUP INC. 450 PARK AVENUE 27TH FLOOR NEW YORK, NY 10022	^	^ X	^	See Remarks

## Signatures

Harbinger Group Inc. By: /s/ Francis T. McCarron, Executive Vice President and Chief Financial Officer

01/18/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) For text of Footnote 1, see Exhibit 99.1.
- (2) For text of Footnote 2, see Exhibit 99.1.
- (3) For text of Footnote 3, see Exhibit 99.1.
- (4) For text of Footnote 4, see Exhibit 99.1.
- (5) For text of Footnote 5, see Exhibit 99.1.

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### Remarks:

Mr. David M. Maura and Ms. Robin Roger serve on the board of directors of the Issuer. Mr. Investments of Harbinger Capital Partners LLC ("Harbinger LLC") and Ms. Roger is the General Counsel of Harbinger LLC. As a result, the Reporting Person may be deemed a director of the Issuer by fully discussed in Exhibit 99.1, the shares reported herein may be deemed to be indirectly beneficial (as defined in Exhibit 99.1).

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.