Spectrum Brands, Inc. Form SC 13D/A March 03, 2010

#### UNITED STATES

### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### **SCHEDULE 13D**

(Rule 13d-101)

### INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

RULE 13d-2(a)

(Amendment No. 3)

## SPECTRUM BRANDS, INC.

(Name of Issuer)

### **COMMON STOCK (PAR VALUE \$0.01 PER SHARE)**

(Title of Class of Securities)

### 84762L204

(CUSIP Number)

## PHILIP FALCONE

450 PARK AVENUE, 30TH FLOOR

## **NEW YORK, NEW YORK 10022**

(212) 339-5888

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

#### March 1, 2010

(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. O

# Edgar Filing: Spectrum Brands, Inc. - Form SC 13D/A

<b>Note:</b> Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 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.

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 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).

1	NAME OF REPORTING PERSON				
2	Harbinger Capital Partners Master Fund I CHECK THE APPROPRIATE BOX IF A M		R OF A GROUP		
3	SEC USE ONLY			(a) (b)	o x
4	SOURCE OF FUNDS				
5	OO CHECK BOX IF DISCLOSURE OF LEGAL ITEMS 2(d) OR 2(e)	. PROC	EEDINGS IS REQUIRED PURSUANT TO		
6	CITIZENSHIP OR PLACE OF ORGANIZA	TION			0
	Cayman Islands	7	SOLE VOTING POWER		
SHA BEN OWN	EFICIALLY NED BY	8	-0- SHARED VOTING POWER 8,708,253		
EAC REPO PERS	ORTING	9	SOLE DISPOSITIVE POWER -0-		
WIT	Н	10	SHARED DISPOSITIVE POWER 8,708,253		
11	AGGREGATE AMOUNT BENEFICIALLY	OWNI			
12	8,708,253 CHECK BOX IF THE AGGREGATE AMOU	UNT IN	N ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY	AMOU	JNT IN ROW (11)		O
14	28.43% TYPE OF REPORTING PERSON				

1	NAME OF REPORTING PERSON				
2	Harbinger Capital Partners LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)				0
3	SEC USE ONLY			(b)	X
4	SOURCE OF FUNDS				
5	AF CHECK BOX IF DISCLOSURE OF LEGAL ITEMS 2(d) OR 2(e)	L PROC	CEEDINGS IS REQUIRED PURSUANT TO		
6	CITIZENSHIP OR PLACE OF ORGANIZA	ATION			0
	Delaware	7	SOLE VOTING POWER		
SHA BEN	EFICIALLY NED BY	8	-0- SHARED VOTING POWER 8,708,253		
	ORTING	9	SOLE DISPOSITIVE POWER -0-		
WIT	H	10	SHARED DISPOSITIVE POWER 8,708,253		
11	AGGREGATE AMOUNT BENEFICIALLY	OWN			
12	8,708,253 CHECK BOX IF THE AGGREGATE AMO	OUNT II	N ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY	AMO	UNT IN ROW (11)		O
14	28.43% TYPE OF REPORTING PERSON				

PN

1	NAME OF REPORTING PERSON				
2	Harbinger Capital Partners Special Situations Fund, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)				0
3	SEC USE ONLY			(b)	X
4					
4	SOURCE OF FUNDS				
5	OO CHECK BOX IF DISCLOSURE OF LEGAL ITEMS 2(d) OR 2(e)	L PROC	CEEDINGS IS REQUIRED PURSUANT TO		
6	CITIZENSHIP OR PLACE OF ORGANIZA	ATION			О
	Delaware				
		7	SOLE VOTING POWER		
NUM	IBER OF		-0-		
SHA	RES	8	SHARED VOTING POWER		
	EFICIALLY	0	1,891,716		
	IED BY		,		
EAC:	n DRTING	9	SOLE DISPOSITIVE POWER		
PERS			-0-		
WITI	Ŧ	10	SHARED DISPOSITIVE POWER 1,891,716		
11	AGGREGATE AMOUNT BENEFICIALLY	OWN			
12	1,891,716 CHECK BOX IF THE AGGREGATE AMO	OUNT II	N ROW (11) EXCLUDES CERTAIN SHARES:		
13	DED CENIT OF CLASS DEDDESENTED DA	ZAMO	UNT IN DOW (11)		o
13	PERCENT OF CLASS REPRESENTED BY	AMO	UNI IN KOW (II)		
14	<b>6.18%</b> TYPE OF REPORTING PERSON				

1	NAME OF REPORTING PERSON				
2	Harbinger Capital Partners Special Situations GP, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
3	SEC USE ONLY		(a) (b)	O X	
4	SOURCE OF FUNDS				
5	AF CHECK BOX IF DISCLOSURE OF LEGAL PR ITEMS 2(d) OR 2(e)	OCEEDINGS IS REQUIRED PURSUANT TO			
6	CITIZENSHIP OR PLACE OF ORGANIZATIO	N		0	
	Delaware 7	SOLE VOTING POWER			
SHAI BENI OWN EACI	EFICIALLY IED BY	-0- SHARED VOTING POWER 1,891,716 SOLE DISPOSITIVE POWER			
PERS WITH	SON	-0-			
11	AGGREGATE AMOUNT BENEFICIALLY OW	SHARED DISPOSITIVE POWER  1,891,716  VNED BY EACH REPORTING PERSON			
12	1,891,716 CHECK BOX IF THE AGGREGATE AMOUNT	IN ROW (11) EXCLUDES CERTAIN SHARES:			
13	PERCENT OF CLASS REPRESENTED BY AM	IOUNT IN ROW (11)		O	
14	<b>6.18%</b> TYPE OF REPORTING PERSON				

1	NAME OF REPORTING PERSON				
2	Global Opportunities Breakaway Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
3	SEC USE ONLY			(a) (b)	O X
4	SOURCE OF FUNDS				
5	OO CHECK BOX IF DISCLOSURE OF LEGAL F ITEMS 2(d) OR 2(e)	PROCI	EEDINGS IS REQUIRED PURSUANT TO		
6	CITIZENSHIP OR PLACE OF ORGANIZATI	ION			0
	Cayman Islands	7	SOLE VOTING POWER		
SHAI BENI	EFICIALLY IED BY		-0- SHARED VOTING POWER 1,453,850 SOLE DISPOSITIVE POWER		
PERS	ORTING SON		-0-		
WITH	<del>I</del> 1	10	SHARED DISPOSITIVE POWER 1,453,850		
11	AGGREGATE AMOUNT BENEFICIALLY O	OWNE			
12	1,453,850 CHECK BOX IF THE AGGREGATE AMOUN	NT IN	ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY A	AMOU	NT IN ROW (11)		O
14	<b>4.75%</b> TYPE OF REPORTING PERSON				

1	NAME OF REPORTING PERSON				
2	Harbinger Capital Partners II LP CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
3	SEC USE ONLY			(a) (b)	O X
4	SOURCE OF FUNDS				
5	AF CHECK BOX IF DISCLOSURE OF LEGAL ITEMS 2(d) OR 2(e)	L PROC	CEEDINGS IS REQUIRED PURSUANT TO		
6	CITIZENSHIP OR PLACE OF ORGANIZA	ATION			0
	Delaware				
		7	SOLE VOTING POWER -0-		
NUM	BER OF		-0-		
SHAI		8	SHARED VOTING POWER		
	EFICIALLY	O	1,453,850		
	IED BY		2,100,000		
EACI REPO PERS	ORTING	9	SOLE DISPOSITIVE POWER -0-		
WITH	H	10	SHARED DISPOSITIVE POWER 1,453,850		
11	AGGREGATE AMOUNT BENEFICIALLY	OWNI			
12	1,453,850 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:				
13					O
14	4.75%  14 TYPE OF REPORTING PERSON				
	PN				

1	NAME OF REPORTING PERSON				
2	Harbinger Capital Partners II GP LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
3	SEC USE ONLY			(a) (b)	O X
4	SOURCE OF FUNDS				
5	AF CHECK BOX IF DISCLOSURE OF LEGAL ITEMS 2(d) OR 2(e)	L PROC	EEDINGS IS REQUIRED PURSUANT TO		
6	6 CITIZENSHIP OR PLACE OF ORGANIZATION				0
	Delaware	7	SOLE VOTING POWER		
NUM	BER OF	,	-0-		
	RES EFICIALLY IED BY	8	SHARED VOTING POWER 1,453,850		
EACI REPO PERS	ORTING	9	SOLE DISPOSITIVE POWER -0-		
WITH	I	10	SHARED DISPOSITIVE POWER 1,453,850		
11	AGGREGATE AMOUNT BENEFICIALLY	OWNI			
12	1,453,850 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				O
14	4.75% TYPE OF REPORTING PERSON				
	СО				