

FALCONE PHILIP
Form 4/A
June 25, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(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
SERVICES LIMITED, THIRD FL,
BISHOP'S SQUARE REDMOND'S
HILL

(Street)

DUBLIN, L2 00000

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/16/2010

4. If Amendment, Date Original Filed(Month/Day/Year)
06/16/2010

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
Common Stock (par value \$0.01 per share)				(A) or (D)	25,697,936	D	(1) (2) (3) (4) (5) (6) (7) (8)
Common Stock (par value \$0.01 per share)				(A) or (D)	5,288,907	I	See Footnotes (1) (2) (3) (4) (5) (9) (10) (11)
				(A) or (D)	2,110,642	I	

Common
Stock (par
value \$0.01
per share)

See
Footnotes
(12) (13) (14)

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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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 SERVICES LIMITED THIRD FL, BISHOP'S SQUARE REDMOND'S HILL DUBLIN, L2 00000		X		*See Remarks
HARBINGER CAPITAL PARTNERS LLC 450 PARK AVENUE, 30TH FLOOR NEW YORK, NY 10022		X		*See Remarks
HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. 450 PARK AVENUE, 30TH FLOOR NEW YORK, NY 10022		X		*See Remarks
HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP, LLC 450 PARK AVENUE, 30TH FLOOR		X		*See Remarks

NEW YORK, NY 10022

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

06/25/2010

__Signature of Reporting Person

Date

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

06/25/2010

__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

06/25/2010

__Signature of Reporting Person

Date

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

06/25/2010

__Signature of Reporting Person

Date

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

06/25/2010

__Signature of Reporting Person

Date

/s/ Philip Falcone

06/25/2010

__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) As further described in footnotes 2, 3, 4 and 5 herein, the purpose of this amendment is to describe the reporting of the ownership of certain shares of the Issuer's common stock, par value \$0.01 per share (the "Shares"), indirectly held at Lehman Brothers International (Europe) ("LBIE") and to correct a typographical error with respect thereto reported in the Form 3 and Form 4 filed by the Reporting Persons on June 17, 2010 and June 23, 2010, respectively (the "Prior Filings").

(2) As described further in the Prior Filings, on June 16, 2010, in connection with the consummation of the transactions contemplated by the Agreement and Plan of Merger, dated February 9, 2010, as amended, by and among the Issuer, Spectrum Brands, Inc. ("Old Spectrum"), Russell Hobbs, Inc., Battery Merger Corp. and Grill Merger Corp., each share of common stock of Old Spectrum, par value \$0.01 per share (the "Old Spectrum Shares"), was canceled and converted into the right to receive a Share.

(3) Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund") and Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund") held certain of their Old Spectrum Shares, each of which was converted into the right to receive a Share, in an account at LBIE. On September 15, 2008, LBIE was placed into administration under United Kingdom law and four partners of PriceWaterhouseCoopers LLP were appointed as its joint administrators (the "Joint Administrators"). The Joint Administrators have advised that certain of the Old Spectrum Shares held by the Master Fund and the Special Situations Fund have been rehypothecated (such shares, the "Rehypothecated Shares").

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- (4) The Master Fund and the Special Situations Fund believe that the Rehypothecated Shares will not be recoverable. As a result, in the Prior Filings the Master Fund and the Special Fund excluded from their ownership the Rehypothecated Shares. In the Prior Filings, the Master Fund correctly excluded from its ownership of Shares 449,309 Rehypothecated Shares; however, the Special Situations Fund incorrectly excluded from its ownership of Shares 101,088 Rehypothecated Shares. The correct number of Shares held by the Special Situations Fund that are Rehypothecated Shares is 15,493. Accordingly, in this report the numbers Shares reported as beneficially owned by the Special Situations Fund have been increased by 85,595 Shares.
- (5) By making this filing, the Master Fund and the Special Situations Fund do not waive any arguments that they are entitled to recover the Rehypothecated Shares and expressly reserve such arguments. Certain non-rehypothecated shares of Old Spectrum were also held at LBIE and the timing and likelihood of the return of such shares is uncertain at this time. Subsequent filings may be necessary to address a final determination regarding the disposition of such shares.
- (6) These Shares are owned by the Master Fund, which is a Reporting Person.
- (7) These 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.
- (8) Each Reporting Person listed in footnote 7 disclaims beneficial ownership of the 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 Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (9) These Shares are owned by the Special Situations Fund, which is a Reporting Person.
- (10) These Shares may be deemed to be indirectly beneficially owned by the following: 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, the managing member of Harbinger Holdings and the portfolio manager of the Special Situations Fund.
- (11) Each person listed in footnote 10 disclaims beneficial ownership of the Shares 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 the Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (12) These Shares are owned by Global Opportunities Breakaway Ltd. (the "Breakaway Fund").
- (13) These Shares may be deemed to be indirectly beneficially owned by the following: 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.
- (14) Each person listed in footnote 13 disclaims beneficial ownership of the Shares 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 the Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

(+) The persons listed herein may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934 as amended. Each person listed herein 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 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. 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.