

Spectrum Brands Holdings, Inc.

Form SC 13G

February 14, 2018

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

**SCHEDULE  
13G**

Under the  
Securities  
Exchange Act of  
1934

(Amendment No.  
)\*

Spectrum Brands  
Holdings, Inc.  
(Name of Issuer)

Common Stock,  
par value \$0.01  
(Title of Class of  
Securities)

84763R101  
(CUSIP Number)

December 31,  
2017  
(Date of event  
which requires  
filing of this  
statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule 13G is  
filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 8  
Pages)

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\*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 the disclosures provided in a prior cover page.

The information required in 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)

|   |  |
|---|--|
| <b>1</b>  | NAMES OF REPORTING PERSONS   |
|   | Tourbillon Capital Partners, L.P.  |
| <b>2</b>  | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP                   |
| <b>3</b>  | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                        |
| <b>4</b>  | State of Delaware  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SOLE VOTING POWER  |
| <b>5</b>  | 0  |
|   | SHARED VOTING POWER  |
| <b>6</b>  | 5,039,417 (including 2,234,900 shares issuable upon exercise of options) |
| <b>7</b>  | SOLE DISPOSITIVE POWER   |
| <b>8</b>  | 0 SHARED DISPOSITIVE POWER   |

5,039,417  
(including  
2,234,900  
shares issuable  
upon exercise  
of options)

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

5,039,417 (including  
2,234,900 shares  
issuable upon exercise  
of options)

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

10

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

11

REPRESENTED BY  
AMOUNT IN ROW  
(9)

8.7%  
TYPE OF  
REPORTING  
PERSON

12

PN, IA

|          |  |
|----------|--|
| <b>1</b> | NAMES OF REPORTING PERSONS   |
|          | Jason H. Karp  |
| <b>2</b> | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP                   |
| <b>3</b> | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                        |
|          | USA  |
| <b>5</b> | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH        |
|          | SOLE VOTING POWER  |
|          | 0  |
|          | SHARED VOTING POWER  |
| <b>6</b> | 5,039,417 (including 2,234,900 shares issuable upon exercise of options) |
| <b>7</b> | SOLE DISPOSITIVE POWER   |
|          | 0  |
| <b>8</b> | SHARED DISPOSITIVE POWER   |
|          | 5,039,417 (including   |

2,234,900  
shares issuable  
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of options)

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
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PERSON

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5,039,417 (including  
2,234,900 shares  
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CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

10

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

8.7%  
TYPE OF  
REPORTING  
PERSON

12

IN

**Item 1(a). NAME OF ISSUER:**

The name of the issuer is Spectrum Brands Holdings, Inc. (the "Issuer").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:**

The Issuer's principal executive offices are located at 3001 Deming Way, Middleton, WI 53562.

**Item 2(a). NAME OF PERSON FILING:**

**2(a).**

The names of the persons filing this statement on Schedule 13G are Tourbillon Capital Partners, L.P. ("Tourbillon Capital Partners") and Jason H. Karp (together, the "Reporting Persons"). Mr. Karp is the Chief Executive Officer of Tourbillon Capital Partners. Tourbillon Capital Partners serves as the investment manager to certain investment funds and/or accounts (the "Funds").

**Item 2(b).**

**ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:**

The address of the principal business office of each of the Reporting Persons is 888 Seventh Avenue, 32nd Floor, New York, NY 10019

**Item 2(c). CITIZENSHIP:**

**2(c).**

Tourbillon Capital Partners is a Delaware limited partnership. Mr. Karp is a citizen of the United States of America.

**Item 2(d). TITLE OF CLASS OF SECURITIES:**

Common stock, par value \$0.01 per share (the "Common Stock").

**Item 2(e). CUSIP NUMBER:**

84763R101

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

(a) Broker or dealer registered under Section 15 of the Act,

- (b)  Bank as defined in Section 3(a)(6) of the Act,
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act,
- (d)  Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F),



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- (g)  Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h)  Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: \_\_\_\_\_

**Item 4. OWNERSHIP.**

The information required by Items 4(a) - (c) is set forth in Rows 5-11 of the cover page for each Reporting Person and is incorporated herein by reference.

The aggregate percentage of Common Stock reported as beneficially owned by each person named herein is based upon 57,626,070 shares of Common Stock outstanding as of November 14, 2017, as reported in the Issuer's Annual Report on Form 10-K/A for the fiscal year ended September 30, 2017 filed with the Securities and Exchange Commission on January 23, 2018.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.**

As of December 31, 2017, the Funds had the right to receive or the power to direct the receipt of dividends or the proceeds from the sale of the Common Stock. One such fund, Tourbillon Global Master Fund, Ltd., had the right to receive or the power to direct the receipt of dividends or the proceeds from the sale of more than 5% of the Common Stock.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP.**

Not applicable.

**Item 10. CERTIFICATION.**

Each Reporting Person hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

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

DATED: February 14, 2018

TOURBILLION CAPITAL PARTNERS, L.P.

By: /s/ Brian A. Kessler

Name: Brian A. Kessler

Title: Chief Financial Officer

By: /s/ Jason H. Karp

Name: Jason H. Karp

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EXHIBIT 1

JOINT FILING AGREEMENT  
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATE: February 14, 2018

TOURBILLION CAPITAL PARTNERS, L.P.

By: /s/ Brian A. Kessler

Name: Brian A. Kessler

Title: Chief Financial Officer

By: /s/ Jason H. Karp

Name: Jason H. Karp