FALCONE PHILIP
Form 4
November 26, 2012

FORM 4

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

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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 SVS. (IRELAND) LT, 78 SIR JOHN ROGERSON'S QUAY

(Street)

DUBLIN 2, 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)
11/21/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ Officer (give title below)
__X__ 10% Owner
__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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (par value $0.01 per share)	11/21/2012		P		1,000	A	$ 45 (1)	29,559,408	I	See footnotes (2) (3) (4) (5)
Common Stock (par value $0.01 per share)								79,100	D (2) (3) (6) (7)	
Common Stock (par								101,089	D (2) (3) (8) (9)	

value $0.01
per share)

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

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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. 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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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 SVS. (IRELAND) LT 78 SIR JOHN ROGERSON'S QUAY DUBLIN 2, 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 NEW YORK, NY 10022		X		*See Remarks
		X		

HARBINGER HOLDINGS, LLC 450 PARK AVENUE, 30TH FLOOR NEW YORK, NY 10022		*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, Managing Member By: /s/ Philip Falcone	11/26/2012
**Signature of Reporting Person	Date
Harbinger Capital Partners LLC(+) By: Harbinger Holdings, LLC, Managing Member By: /s/ Philip Falcone	11/26/2012
**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	11/26/2012
**Signature of Reporting Person	Date
Harbinger Capital Partners Special Situations GP, LLC(+) By: Harbinger Holdings, LLC, Managing Member By: /s/ Philip Falcone	11/26/2012
**Signature of Reporting Person	Date
Harbinger Holdings, LLC(+) By: /s/ Philip Falcone	11/26/2012
**Signature of Reporting Person	Date
/s/ Philip Falcone(+)	11/26/2012
**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)	The price shown in Column 4 is the weighted average purchase price of the shares of common stock of Spectrum Brands Holdings, Inc. (the "Issuer"), par value $0.01 per share (the "SPB Shares") on the transaction date. The price range for the purchases is $44.99 to $45.00 per Share. The Reporting Persons undertake 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.
(2)	In this Form 4, "HGI" refers to Harbinger Group Inc.; "Special Situations Fund" refers to Harbinger Capital Partners Special Situations Fund, L.P.; "HCPSS" refers to Harbinger Capital Partners Special Situations GP, LLC, the general partner of the Special Situations Fund; the "Master Fund" refers to Harbinger Capital Partners Master Fund I, Ltd.; "Harbinger LLC" refers to Harbinger Capital Partners LLC, the investment manager of the Master Fund; "Harbinger Holdings" refers to Harbinger Holdings, LLC, the managing member of HCPSS and Harbinger LLC; and "Mr. Falcone" refers to Philip Falcone, the managing member of Harbinger Holdings and the portfolio manager of the Master Fund and Special Situations Fund. (cont'd in FN 3)
(3)	(cont'd from FN 2) "HCP Persons" refers collectively to the Master Fund, Harbinger LLC, Harbinger Holdings, the Special Situations Fund, HCPSS and Mr. Falcone, each of whom is a Reporting Person.
(4)	These SPB Shares are directly owned by HGI, or its wholly owned subsidiary, which are not Reporting Persons hereunder; HGI has filed a separate Statement of Changes in Beneficial Ownership on Form 4 with respect to its interest in the SPB Shares. These SPB Shares may be deemed to be indirectly beneficially owned by each of the HCP Persons, each of which is a Reporting Person.
(5)	

Each of the HCP Persons disclaims beneficial ownership of the SPB Shares owned by HGI 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 such SPB Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(6) These SPB Shares are owned directly by the Master Fund, which is a Reporting Person.

(7) These SPB Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger LLC, Harbinger Holdings and Mr. Falcone. Each of these Reporting Persons disclaims beneficial ownership of the SPB 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 SPB Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(8) These SPB Shares are owned directly by the Special Situations Fund, which is a Reporting Person.

(9) These SPB Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: HCPSS, Harbinger Holdings and Mr. Falcone. Each of these Reporting Persons disclaims beneficial ownership of the SPB 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 SPB Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

(+) The HCP Persons and HGI may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 193

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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