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RAYOVAC CORP
Form 8-K/A
January 10, 2005

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

FORM 8-K/A
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report:

January 3, 2005

(Date of earliest event reported)

RAYOVAC CORPORATION

(Exact Name of Registrant as Specified in Charter)

Wisconsin

001-13615

22-2423556

(State or other Jurisdiction of
Incorporation)

(Commission File No.)

(IRS Employer
Identification No.)

Six Concourse Parkway, Suite 3300, Atlanta, Georgia 30328

(Address of principal executive offices, including zip code)

(770) 829-6200

(Registrant's telephone number, including area code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to
simultaneously satisfy the filing obligation of the Registrant under any of the
following provisions:

/_/_/ Written communications pursuant to Rule 425 under the Securities Act
(17 CFR 230.425)

/_/_/ Soliciting material pursuant to Rule 14a-12 under the Exchange Act
(17 CFR 240.14a-12)

/_/_/ Pre-commencement communications pursuant to Rule 14d-2(b) under the
Exchange Act (17 CFR 240.14d-2(b))

/_/_/ Pre-commencement communications pursuant to Rule 13e-4(c) under the

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Exchange Act (17 CFR 240.13e-4(c))

This Amendment to the Current Report on Form 8-K amends the Current Report on Form 8-K filed by Rayovac Corporation (the "Company") on January 4, 2005 solely to set forth certain information that was previously reported in such Form 8-K under the following Item 3.02.

Item 3.02. UNREGISTERED SALES OF EQUITY SECURITIES.

On January 3, 2005, the Company entered into an Agreement and Plan of Merger (the "Merger Agreement") by and among the Company, Lindbergh Corporation, a Delaware corporation and a wholly owned subsidiary of the Company, and United Industries Corporation, a Delaware corporation ("United"), pursuant to which the Company will acquire all of the outstanding equity interests of United. A portion of the total merger consideration to be paid by the Company for all of the outstanding equity interests of United will consist of 13.75 million shares of Company common stock.

The shares of Company stock to be delivered in connection with the Merger Agreement will be issued in a transaction exempt from registration under the Securities Act of 1933, as amended by reason of Section 4(2) thereof, Regulation D, or other private offering exemptions, and similar exemptions under applicable state securities laws.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 10, 2005

RAYOVAC CORPORATION

By: /s/ Randall J. Steward

Name: Randall J. Steward
Title: Executive Vice President and
Chief Financial Officer