

FALCONE PHILIP
Form 4
January 11, 2011

FORM 4

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

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).

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 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)
01/07/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

*See Remarks

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

Form filed by One Reporting Person
 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)	01/07/2011		J(1)(2)		21,312,372	D	(1) (2) (3) (4) (5) (6) 6,398,912
Common Stock (par value \$0.01 per share)	01/07/2011		J(1)(2)		4,333,891	D	(1) (2) (3) (7) (8) (9) 101,089

Common Stock (par value \$0.01 per share)	01/07/2011	J ⁽¹⁾⁽²⁾	2,110,642	D	<u>(1)</u> <u>(2)</u>	0	D	<u>(1)</u> <u>(2)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u>
Common Stock (par value \$0.01 per share)						27,756,905	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(13)</u> <u>(14)</u>

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... Own... Follo... Repo... Trans... (Instr...
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

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
		X		

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<u>Signature of Reporting Person</u>	Date
Harbinger Capital Partners II GP LLC (+) By: /s/ Philip Falcone	01/11/2011
<u>Signature of Reporting Person</u>	Date
Harbinger Holdings, LLC(+) By: /s/ Philip Falcone	01/11/2011
<u>Signature of Reporting Person</u>	Date
/s/ Philip Falcone(+)	01/11/2011
<u>Signature of Reporting Person</u>	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) On January 7, 2011, pursuant to the terms of a Contribution and Exchange Agreement, by and among Harbinger Group Inc. ("HGI"), Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"), Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund") and Global Opportunities Breakaway Ltd. (the "Breakaway Fund"), the Master Fund contributed to HGI 21,312,372 shares of the Issuer's common stock, par value \$0.01 per share (the "SPB Shares"), the Special Fund contributed to HGI 4,333,891 SPB Shares and the Breakaway Fund contributed to HGI 2,110,642 SPB Shares.

(2) Following the contribution, all of the 27,756,905 SPB Shares contributed will be indirectly beneficially owned through HGI. The Master Fund and the Special Situations Fund will maintain direct beneficial ownership of 6,398,912 SPB Shares and 101,089 SPB Shares, respectively, that are not included in the contribution. The Breakaway Fund has contributed all of the SPB Shares that they directly beneficially owned to HGI. In exchange for their contributed SPB Shares, the Master Fund received from HGI 92,069,447 shares of HGI common stock, par value \$0.01 per share ("HGI Shares"), the Special Fund received from HGI 18,722,409 HGI Shares and the Breakaway Fund received from HGI 9,117,974 HGI Shares. On such date, the market value of the HGI Shares was \$6.03 per share.

(3) Holdings reported in Column 5 reflect certain internal transfers of securities between the Master Fund and the Special Situations Fund that were not otherwise reportable.

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

(5) These SPB 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.

(6) Each Reporting Person listed in Footnote 5 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.

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

(8) These SPB Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: 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 (collectively, the Master Fund, Harbinger LLC, Harbinger Holdings, the Special Situations Fund, HCPSS and Mr. Falcone, the "HCP Persons"), the managing member of Harbinger Holdings and the portfolio manager of the Special Situations Fund.

(9) Each Reporting Person listed in Footnote 8 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 Exchange Act of 1934, as amended, or for any other purpose.

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

(11) These SPB Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: 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.

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- (12) Following the disposition of the SPB Shares by the Breakaway Fund described in Footnotes 1 and 2 above, the Breakaway Fund, HCP II and HCP GP II have each ceased to beneficially own any SPB Shares.
- (13) These SPB Shares are directly owned by HGI, which is not a Reporting Person. These SPB Shares owned by HGI may be deemed to be indirectly beneficially owned by the HCP Persons, each of whom is a Reporting Person.
- (14) 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.

Remarks:

(+) The HCP Persons and HGI may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. Each of the HCP Persons and HGI 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 on 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.

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