

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

FORM 8-K

CURRENT REPORT

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

Date of report (Date of earliest event reported): **July 28, 2015**

SPECTRUM BRANDS HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-34757
(Commission File Number)

27-2166630
(IRS Employer
Identification No.)

3001 Deming Way
Middleton, Wisconsin 53562
(Address of principal executive offices)

(608) 275-3340
(Registrant's telephone number, including area code)

N/A
(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 (see General Instruction A.2. below):

- 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 Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On July 28, 2015, the Board of Directors of Spectrum Brands Holdings, Inc., a Delaware corporation (the "Company"), amended the Company's Second Amended and Restated By-Laws (the "By-Laws") by adding a new Section 6.8 to the By-Laws to designate the Delaware Court of Chancery as the sole and exclusive forum for any derivative action or proceeding brought on behalf of the Company, any action asserting a claim of breach of fiduciary duty owed by any director, officer, employee, or agent of the Company to the Company or the Company's stockholders, any action asserting a claim pursuant to any provision of the Delaware General Corporation Law or the Company's certificate of incorporation or By-Laws, or any action asserting a claim governed by the internal affairs doctrine.

The foregoing By-Laws amendment became effective on the date of its adoption by the Board of Directors. The above description of the By-Laws amendment is a summary and is qualified in its entirety by reference to the full text of the By-Laws amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 8.01 Other Events.

On July 28, 2015, the Company issued a press release announcing that the Board of Directors of the Company has authorized a new three-year stock repurchase program for up to \$300 million of the Company's common stock, par value \$0.01 per share. The new repurchase program became effective immediately and replaces the Company's prior repurchase program which was scheduled to expire in August 2015. Purchases under the new program may be made in the open market or in privately negotiated transactions from time to time at management's discretion.

In the press release the Company also announced that the Board of Directors has declared a quarterly cash dividend of \$0.33 per share payable on September 15, 2015 to stockholders of record as of August 18, 2015.

A copy of the above-referenced press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K, and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

The following exhibits are being furnished with this Current Report on Form 8-K.

Exhibit No.	Description
3.1	First Amendment to the Second Amended and Restated By-Laws of Spectrum Brands Holdings, Inc.
99.1	Press Release dated July 28, 2015.

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.

SPECTRUM BRANDS HOLDINGS, INC.

Date: July 29, 2015

By: /s/ Nathan E. Fagre

Printed Name: Nathan E. Fagre

Title: Senior Vice President, General Counsel and Corporate Secretary

**FIRST AMENDMENT TO THE
SECOND AMENDED AND RESTATED BY-LAWS
OF
SPECTRUM BRANDS HOLDINGS, INC.**

Spectrum Brands Holdings, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby amend the Second Amended and Restated By-laws of the Corporation, as amended, effective July 28, 2015 (the "By-laws"), by:

1. Inserting the following as Section 6.8 of the By-laws:

"SECTION 6.8 *Exclusive Forum*. Unless the Corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for (A) any derivative action or proceeding brought on behalf of the Corporation, (B) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation's stockholders, (C) any action asserting a claim arising pursuant to any provision of the General Corporation Law of the State of Delaware, the Certificate of Incorporation, these Bylaw (in each case, as the same may be amended from time to time) or any other law applicable to the Corporation, or (D) any action asserting a claim governed by the internal affairs doctrine, shall be the Court of Chancery of the State of Delaware. If the Court of Chancery of the State of Delaware lacks jurisdiction over such action or proceeding, the sole and exclusive forum for such action or proceeding shall be another court of the State of Delaware or, if no court of the State of Delaware has jurisdiction, then the federal district court for the District of Delaware. Any person who, or entity that, holds, purchases or otherwise acquires an interest in stock of the Corporation (including any "beneficial owner", within the meaning of Section 13(d) of the Exchange Act) shall be deemed (A) to have notice of, and to have consented to and agreed to comply with, the provisions of this Bylaw, and (B) to have consented to the personal jurisdiction of the Court of Chancery of the State of Delaware (or if the Court of Chancery does not have jurisdiction, another court of the State of Delaware, or if no court of the State of Delaware has jurisdiction, the federal district court for the District of Delaware) in any proceeding brought to enjoin any action by that person or entity that is inconsistent with the exclusive jurisdiction provided for in this Bylaw. If any action the subject matter of which is within the scope of this Bylaw is filed in a court other than as specified above in the name of any stockholder, such stockholder shall be deemed to have consented to (A) the personal jurisdiction of the Court of Chancery of the State of Delaware, another court in the State of Delaware or the federal district court in the District of Delaware, as appropriate, in connection with any action brought in any such court to enforce this Bylaw and (B) having service of process made upon such stockholder in any such action by service upon such stockholder's counsel in the action as agent for such stockholder."

The First Amendment to the By-laws was duly approved by at least a majority of the board of directors of the Corporation in the manner required by the Act, the Corporation's Certificate of Incorporation and the By-laws.

FOR IMMEDIATE RELEASE

**Investor/Media Contact: Dave Prichard
608.278.6141**

**Spectrum Brands Holdings Board of Directors Authorizes New \$300 Million
Common Stock Repurchase Program and Declares Quarterly Common Stock Dividend**

Middleton, WI, July 28, 2015 -- Spectrum Brands Holdings, Inc. (NYSE: SPB), a global consumer products company offering an expanding portfolio of leading brands providing superior value to consumers and customers every day, announced that its Board of Directors today authorized a new three-year, \$300 million common stock repurchase program and declared a quarterly dividend of \$0.33 per share on the Company's common stock.

The common stock repurchase authorization is effective immediately and replaces an existing two-year, \$200 million common stock repurchase program scheduled to expire in August 2015. Purchases under the program may be made in the open market or in privately negotiated transactions from time to time at management's discretion. The repurchase program may be suspended or discontinued at any time.

"The Board's action demonstrates strong confidence in the future earnings and free cash flow generation power of our Company," said David Maura, Chairman of the Board of Spectrum Brands Holdings. "Authorization of a new repurchase program is a good way to return capital to our shareholders and an excellent use of future excess free cash flow."

The quarterly common stock dividend of \$0.33 per share is payable on September 15, 2015 to stockholders of record as of the close of business on August 18, 2015.

About Spectrum Brands Holdings, Inc.

Spectrum Brands Holdings, a member of the Russell 2000 Index, is a global and diversified consumer products company and a leading supplier of consumer batteries, residential locksets, residential builders' hardware, plumbing, shaving and grooming products, personal care products, small household appliances, specialty pet supplies, lawn and garden and home pest control products, personal insect repellents, and auto care products. Our market-leading, well-known and widely trusted brands include Rayovac®, VARTA®, Kwikset®, Weiser®, Baldwin®, National Hardware®, Pfister®, Remington®, George Foreman®, Russell Hobbs®, Black+ Decker®, Farberware®, Tetra®, Marineland®, Nature's Miracle®, Dingo®, 8-in-1®, FURminator®, IAMS®, Eukanuba®, Digest-eze™, Healthy-Hide®, Littermaid®, Spectracide®, Cutter®, Repel®, Hot Shot®, Black Flag®, Liquid Fence®, Armor All®, STP® and A/C/ PRO®. Spectrum Brands' products are sold by the world's top 25 retailers and are available in more than one million stores in approximately 160 countries. Based in Middleton, Wisconsin, Spectrum Brands Holdings generated net sales of approximately \$4.43 billion in fiscal 2014. For more information, visit www.spectrumbrands.com.

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