

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

FORM 8-K/A
(Amendment No. 2)
CURRENT REPORT

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

Date of Report:

February 1, 2006

(Date of earliest event reported)

SPECTRUM BRANDS, INC.

(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)

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:

- 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))

EXPLANATORY NOTE

The Registrant's Current Report on Form 8-K/A (Amendment No. 1) is being
amended by this Amendment No. 2 solely to correct the unintentional omission of
the date and conformed signature of the Company's Executive Vice President and
Chief Financial Officer on the signature page. In the original Form 8-K/A
(Amendment No. 1) filed on August 31, 2006, the date was omitted and a
conformed signature was not included in the signature block. No other
information or amounts are amended hereby.

Item 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

As previously reported, in order to assist the Company's shareholders to better
understand the impact of the Company's recent acquisitions and dispositions on
its ongoing business, beginning on January 26, 2006 the Company made available
on the Investor Relations section of its website certain supplementary
information representing the Company's quarterly results for the fiscal year
ended September 30, 2005, as adjusted to include the results of acquired
businesses and to exclude the results of disposed businesses, along with a
reconciliation of these non-GAAP results to financial results presented in
accordance with U.S. generally accepted accounting principles. This
supplementary information is attached hereto in its entirety as Exhibit 99.1
and incorporated herein by reference.

Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

Exhibit Number	Description of Exhibit
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99.1	Supplemental financial information issued by Spectrum Brands, Inc. on February 1, 2006.
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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: August 31, 2006

SPECTRUM BRANDS, INC.

By: /s/ Randall J. Steward

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

EXHIBIT INDEX

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99.1	Supplemental financial information issued by Spectrum Brands, Inc. on February 1, 2006.

Spectrum Brands Inc.
 Financial Data Adjusted to Include Results of Acquisitions (Unaudited)
 Excluding Nu-Gro Discontinued Operations

The following unaudited adjusted financial data for the four quarters and year ended September 30, 2005 assume all acquisitions completed by Spectrum Brands during the year ended September 30, 2005 were completed on October 1, 2004. Specifically, this includes the acquisition of United Industries Inc. ("United"), completed by Spectrum Brands on February 7, 2005, the acquisition of Tetra Holding GmbH ("Tetra"), completed by Spectrum Brands on April 29, 2005, the acquisition of Jungle Laboratories ("Jungle"), completed by Spectrum Brands on September 1, 2005, and the acquisition of Firstrax, completed by the United Pet Group ("UPG") on February 1, 2005.

The data also excludes the results of operations for the Nu-Gro Pro and Tech business that Spectrum Brands classified as an asset held for sale as of September 30, 2005. This business was disposed of by sale in January 2006. Amounts excluded are based upon internal financial information prepared by management.

The information also gives effect to certain adjustments described in the accompanying notes.

In addition, interest expense has been adjusted to reflect interest expense we estimate would be incurred by the Company had all acquisitions occurred on October 1, 2004 and the sale of the Nu-Gro Pro and Tech business had occurred on October 1, 2004, with the proceeds from the sale applied to reduce approximately \$80 million in outstanding debt.

Our capital structure has also been adjusted as if the issuance of 13.75 million shares of our common stock, which actually occurred on February 7, 2005 in connection with the United acquisition, had occurred on October 1, 2004. Earnings per share calculations presented in the accompanying unaudited adjusted financial data reflect this adjusted capital structure.

The effective tax rate for the periods presented is adjusted to 35%.

The adjusted financial data makes no adjustments to estimate the impact of synergies we expect to achieve from the integration of the acquired companies.

This report includes certain non-GAAP (Generally Accepted Accounting Principles) financial measures, which are defined as numerical measures of a company's financial performance, financial position or cash flows that exclude (or include) amounts that are included in (or excluded from) the most directly comparable measures calculated and presented in accordance with GAAP in the Company's financial statements. This comparable information is provided solely for the purpose of additional analysis of the results of the Company. The data is presented for informational purposes only and is not intended to be in conformity with the rules governing the preparation of pro forma financial information, nor is it intended to be a forecast of future operating results.

The non-GAAP financial measure utilized by the Company herein includes a presentation of diluted earnings per share that includes or excludes the effect of acquisitions, discontinued operations, the closings of selected facilities, fixed asset write-downs, litigation settlements, non-recurring income tax adjustments and other similar events. Spectrum Brands management and some investors use adjusted diluted earnings per share as one means of analyzing the company's current and future financial performance and identifying trends in its financial condition and results of operations. Spectrum Brands provides adjusted diluted earnings per share to investors to assist in meaningful comparisons of past, present and future operating results and to assist in highlighting the results of on-going core operations. While management believes this adjusted financial data provides useful supplemental information, it is not intended to replace the company's GAAP financial results and should be read in conjunction with those GAAP results.

Spectrum Brands, Inc.
 Net Income and Earnings Per Share Adjusted to Include Results of Acquisitions
 (Unaudited)
 Excluding Nu-Gro Discontinued Operations
 For the Quarters Ended January 2, 2005, April 3, 2005, July 3, 2005 and September 30, 2005,
 and for the Full Year Ended September 30, 2005
 (in thousands)

	Quarter Ended January 2, 2005	Quarter Ended April 3, 2005	Quarter Ended July 3, 2005	Quarter Ended September 30, 2005	Full Year Ended September 30, 2005
Net Income (Loss), as Reported	\$ 27,929 (a)	\$ (1,931) (a)	\$ 23,711 (a)	\$ (2,877) (b)	\$ 46,832 (c)
Impact of Acquisitions (d)	(956)	(2,265)	5,171	594	2,544
Impact of Excluding Nu-Gro Pro & Tech (e)	(2,181)	(3,446)	(4,448)	(1,275)	(11,350)
Other Changes	(9,847) (f)	28,788 (g)	13,796 (h)	8,881 (i)	41,618

Net Income (Loss), as Adjusted	\$ 14,945	\$ 21,146	\$ 38,230	\$ 5,323	\$ 79,644
Diluted Shares Outstanding, as Reported	35,540	43,222	51,086	51,207	45,631
Diluted Earnings (Loss) Per Share, as Reported	\$ 0.79	\$ (0.04)	\$ 0.46	\$ (0.06)	\$ 1.03
Diluted Shares Outstanding, as Reported	35,540	43,222	51,086	51,207	45,631
Adjustment to Shares Outstanding (j)	13,750	7,181	-	-	4,897
Diluted Shares Outstanding, as Adjusted	49,290	50,403	51,086	51,207	50,528
Diluted Earnings Per Share, as Adjusted	\$ 0.30	\$ 0.42	\$ 0.75	\$ 0.10	\$ 1.58

(a) - Net Income (Loss) as obtained from the Company's 10-Q report for the respective three month period.

(b) - Net Loss as obtained from the Company's 4th Quarter Press Release issued November 10, 2005.

(c) - Net Income as obtained from the Company's Form 10-K report for the year ended September 30, 2005.

(d) - Includes the net income for the respective period for the following:

- o United, from its Unaudited Consolidated Statement of Operations for the period prior to the February 7, 2005 acquisition date.
- o Tetra, from its Unaudited Consolidated Statement of Operations for the period prior to the April 29, 2005 acquisition date.
- o Firstrax, from its Unaudited Consolidated Statement of Operations for the period prior to the February 1, 2005 acquisition date.
- o Jungle, from its Unaudited Consolidated Statement of Operations for the period prior to the September 1, 2005 acquisition date.

(e) - Excludes the unaudited net income of the Nu-Gro Corporation's Pro and Tech business for the respective period. Nu-Gro's Pro and Tech business was disposed of by sale in January 2006. Excluded results of the Pro and Tech business were calculated by management.

(f) - Comprises a \$1.9 million charge for the fair value adjustment applied to UPG inventory, acquired in United's acquisition of UPG on July 30, 2004, a \$1.1 million charge related to the disposal of Spectrum Brands property in Wisconsin, \$0.4 million in transaction costs incurred by United in connection with its acquisition of UPG, \$0.5 million of executive recruiter fees incurred by United during the quarter and a \$1.8 million reduction in amortization expense as a result of Spectrum Brands' acquisitions of United, Tetra, Firstrax and Jungle. These amounts are offset by a \$1.6 million gain on the sale of Spectrum Brands property in Mexico. Also includes an increase to interest expense of \$22.3 million associated with the debt issued and refinanced in connection with the acquired companies. Such debt and resulting interest expense has been reduced as a result of applying the net proceeds from the sale of the Nu-Gro Pro and Tech businesses as if such sale occurred on October 1, 2004. Lastly, includes an adjustment to reduce income tax expense by \$8.3 million to arrive at an adjusted 2005 effective tax rate of 35 percent.

(g) - Comprises a \$27.7 million charge for the fair value adjustment applied to United's acquired inventory, \$12.3 million of non-recurring transaction related costs incurred by United in January 2005, Spectrum Brands restructuring and related charges of \$0.2 million incurred during the quarter, a \$0.3 million reduction in amortization expense as a result of Spectrum Brands' acquisitions of United, Tetra, Firstrax and Jungle and \$12.0 million of debt issuance costs related to the debt refinancing that occurred in connection with Spectrum Brands' acquisition of United. Also includes an increase to interest expense of \$11.1 million associated with the debt issued and refinanced in connection with the acquired companies. Such debt and resulting interest expense has been reduced as a result of applying the net proceeds from the sale of the Nu-Gro Pro and Tech businesses as if such sale occurred on October 1, 2004. Lastly, includes an adjustment to increase income tax expense by \$12.6 million to arrive at an adjusted 2005 effective tax rate of 35 percent.

(h) - Comprises a \$1.6 million charge for the fair value adjustment applied to United's acquired inventory, a \$5.7 million charge for the fair value adjustment applied to Tetra's acquired inventory, restructuring and related charges of \$7.8 million incurred by Spectrum Brands during the quarter in connection with the closure of a manufacturing facility in France and restructuring and related charges of \$7.3 million incurred during the quarter in connection with Spectrum Brands' integration of United's operations. Also includes an increase to interest expense of \$0.2 million associated with the debt issued and refinanced in connection with the acquired companies. Such debt and resulting interest expense has been reduced as a result of applying the net proceeds from the sale of the Nu-Gro Pro and Tech businesses as if such sale occurred on October 1, 2004. Lastly, includes an adjustment to increase income tax expense by \$8.4 million to arrive at an adjusted 2005 effective tax rate of 35 percent.

(i) - Comprises a \$2.3 million charge for the fair value adjustment applied to Tetra's acquired inventory, a \$0.3 million charge for the fair value adjustment applied to Jungle's acquired inventory, restructuring and related charges of \$2.7 million incurred by Spectrum Brands during the quarter primarily in connection with the closure of a manufacturing facility in France and restructuring and related charges of \$8.3 million incurred during the quarter primarily in connection with Spectrum Brands' integration of United's operations. Also includes an adjustment of \$1.1 million for decreased interest expense as a result of applying the proceeds from the sale of the Nu-Gro Pro and Tech businesses to reduce outstanding debt. Lastly, includes an adjustment to increase income tax expense by \$5.8 million to arrive at an adjusted 2005 effective tax rate of 35 percent.

(j) - Increase to weighted shares outstanding due to the assumed issuance of 13.75 million shares of Spectrum Brands common stock on October 1, 2004.