

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

|   |   |   |
|---|---|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>HARBINGER GROUP INC.</u><br><br>(Last) (First) (Middle)<br>450 PARK AVENUE<br>27TH FLOOR<br><br>(Street)<br>NEW YORK NY 10022<br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>Spectrum Brands Holdings, Inc. [ SPB ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><br>*See Remarks |
|   | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br>03/27/2012                               |   |
|   |   | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br><input type="checkbox"/> 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) | 03/27/2012                           |  | P                              |   | 48,500  | A          | \$34.44 <sup>(1)</sup> | 29,333,708  | D(2)(3)(4)   |   |
| Common Stock (par value \$0.01 per share) | 03/28/2012                           |  | P                              |   | 48,500  | A          | \$34.5 <sup>(5)</sup>  | 29,382,208  | D(2)(3)(4)   |   |
| Common Stock (par value \$0.01 per share) | 03/29/2012                           |  | P                              |   | 48,500  | A          | \$34.53 <sup>(6)</sup> | 29,430,708  | D(2)(3)(4)   |   |

**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) |   | 6. Date Exercisable and Expiration Date (Month/Day/Year) |     | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) |   |  |  |   |  |

**Explanation of Responses:**

- The price shown in Column 4 is the weighted average purchase price of these shares (the "Shares") of the Issuer's common stock, par value \$0.01 per Share on the transaction date. The price range for the purchases is \$33.93 to \$34.81 per Share. The Reporting Person undertakes 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.
- The Shares are owned by Harbinger Group Inc., which is the Reporting Person, or a wholly-owned subsidiary.
- The Shares may be deemed to be indirectly beneficially owned by the following: Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"); Harbinger Capital Partners LLC ("Harbinger LLC"), the investment manager of the Master Fund; Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund"); Harbinger Capital Partners Special Situations GP, LLC ("HCPSS"), the general partner of the Special Situations Fund; Harbinger Holdings, LLC ("Harbinger Holdings"), the managing member of HCPSS and Harbinger LLC; and Philip Falcone, the managing member of Harbinger Holdings and the portfolio manager of the Master Fund and the Special Situations Fund (collectively, the "Harbinger Persons").
- The Harbinger Persons are not reporting persons hereunder; they have filed a separate Statement of Changes in Beneficial Ownership on Form 4 with respect to their deemed indirect interests in the Shares.
- The price shown in Column 4 is the weighted average purchase price of these shares (the "Shares") of the Issuer's common stock, par value \$0.01 per Share on the transaction date. The price range for the purchases is \$34.20 to \$34.73 per Share. The Reporting Person undertakes 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.
- The price shown in Column 4 is the weighted average purchase price of these shares (the "Shares") of the Issuer's common stock, par value \$0.01 per Share on the transaction date. The price range for the purchases is \$34.29 to \$34.75 per Share. The Reporting Person undertakes 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.

**Remarks:**

(+) The Harbinger 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 Harbinger 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 Mr. Omar Asali serve on the board of directors of the Issuer. Mr. Maura is an Executive Vice President and a director of HGI. Mr. Asali is President and a director of HGI. As a result, the persons listed herein may be deemed directors of the Issuer by deputation.

Harbinger Group Inc. By: /s/ Thomas Williams, Executive Vice President and Chief Financial Officer(+) 03/29/2012

\*\* Signature of Reporting Person Date

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

\* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.