

**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):
March 26, 2009 (March 20, 2009)

SPECTRUM BRANDS, INC.
(Exact name of registrant as specified in its charter)

Wisconsin
(State or Other Jurisdiction of Incorporation)

001-13615
(Commission File Number)

22-2423556
(IRS Employer Identification Number)

Six Concourse Parkway, Suite 3300
Atlanta, Georgia
(Address of Principal Executive Offices)

30328
(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 (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 8.01. Other Events.

On February 3, 2009, Spectrum Brands, Inc. (the "Company") announced that it and its United States subsidiaries (together with the Company, collectively, the "Debtors") filed voluntary petitions in the United States Bankruptcy Court for the Western District of Texas (the "Bankruptcy Court") seeking reorganization relief under the provisions of Chapter 11 of Title 11 of the United States Code. The Chapter 11 cases are being jointly administered by the court as Case No. 09-50456 (the "Bankruptcy Cases").

The provisions of the Bankruptcy Code require the Debtors to file monthly operating reports during the Bankruptcy Cases. On March 20, 2009, the Debtors filed their first such report, and filed a subsequent amendment on March 25, 2009, covering the period from February 1, 2009 through February 22, 2009 (the "February Monthly Report"). The February Monthly Report disclosed, among other things, net sales and disbursement figures for each of the Debtors for such period.

Attached as Exhibit 99.1 to this Current Report on Form 8-K is summary information for each of the Debtors that was included in the report (the "Summary Information"). A complete copy of the February Monthly Report may be obtained through the Bankruptcy Court.

The Company cautions readers not to place undue reliance upon the information contained in the February Monthly Report, including, without limitation, the Summary Information. Information in the February Monthly Report reflects only information related to the Debtors and does not include information for the entire consolidated Company group, which includes the Company's non-United States' subsidiaries. The February Monthly Report contains financial information that has not been audited or reviewed by independent accountants and may be subject to further review and potential adjustments. The February Monthly Report is in a format prescribed by applicable bankruptcy laws, was prepared solely for the purpose of complying with the monthly reporting requirements in the Bankruptcy Cases and contains information for a period that is shorter or different from those contained in periodic reports filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended. The information set forth in the February Monthly Report (including, without limitation, the Summary Information) should not be viewed as representative of the expected operating results of the Company and its subsidiaries for future periods.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Summary Information from Debtors' February 2009 Monthly Operating Report

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: March 26, 2009

SPECTRUM BRANDS, INC.

By: /s/ Anthony L. Genito

Name: Anthony L. Genito

Title: Executive Vice President,
Chief Financial Officer and
Chief Accounting Officer

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	Summary Information from Debtors' February 2009 Monthly Operating Report

Legal Name: Case No:	Spectrum Brands, Inc. 09-50456	ROVCAL, Inc. 09-50454	ROV Holding, Inc. 09-50457	Tetra Holding (US), Inc. 09-50459	United Industries Corp 09-50461	Aquarium Systems, Inc. 09-50470	DB Online, LLC 09-50467	Spectrum Neptune US Holdco Corporation 09-50464	United Pet Group, Inc. 09-50466	Spectrum Jungle Labs Corp 09-50455	Perfecto Manufacturing 09-50469	Aquaria, Inc. 09-50468	Total
Net sales	29,085,558	-	-	7,638,697	17,973,908	595,167	42,436	-	13,177,095	1,217,192	2,151,764	3,279,388	75,161,205
Cost of goods sold	18,941,674	-	-	5,026,415	17,106,616	585,984	30,487	-	9,031,621	1,221,579	1,944,344	2,327,912	56,216,632
Restructuring and related charges	1,904,706	-	-	-	829,151	-	-	-	-	-	-	-	2,733,857
Gross profit	8,239,178	-	-	2,612,282	38,141	9,183	11,949	-	4,145,474	(4,387)	207,420	951,476	16,210,716
Operating expenses:													
Selling	3,620,073	-	-	1,594,166	4,982,787	49,095	8,201	-	2,072,642	-	140,626	531,662	12,999,252
General and administrative	4,136,662	-	(86,201)	68,666	2,083,325	24,516	2,322	-	1,255,713	-	103,505	116,406	7,704,914
Research and development	1,010,403	-	-	167,777	98,972	-	-	-	86,145	-	-	22,315	1,385,612
Restructuring and related charges	(62,320)	-	-	-	316,570	-	-	-	(175,000)	-	-	-	79,250
Goodwill and intangibles impairment	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Operating expenses	8,704,818	-	(86,201)	1,830,609	7,481,654	73,611	10,523	-	3,239,500	-	244,131	670,383	22,169,028
Operating income	(465,641)	-	86,201	781,672	(7,443,512)	(64,428)	1,427	-	905,974	(4,387)	(36,711)	281,092	(5,958,313)
Interest expense	14,620,613	-	(978,830)	-	2,517,927	-	-	-	-	-	-	-	16,159,710
Other income, net	(8,080,307)	-	8,419,917	(8,128)	-	(15,058)	-	-	4,272	-	10,638	(1,277)	330,057
Income from continuing operations before income taxes	(7,005,947)	-	(7,354,886)	789,801	(9,961,440)	(49,370)	1,427	-	901,702	(4,387)	(47,349)	282,369	(22,448,080)
Income tax expense	20,651,968	-	(13,423,794)	308,022	(6,879,216)	(19,748)	571	-	350,711	(1,755)	(18,940)	112,948	1,080,767
Income from continuing operations	(27,657,914)	-	6,068,908	481,778	(3,082,224)	(29,622)	856	-	550,991	(2,632)	(28,410)	169,422	(23,528,847)
Loss from discontinued operations, net of tax	1,189,823	-	-	-	-	-	-	-	-	-	-	-	1,189,823
<A> Reorganization items	7,591,121	-	-	-	-	-	-	-	-	-	-	-	7,591,121
Net (Loss) / Income	(36,438,858)	-	6,068,908	481,778	(3,082,224)	(29,622)	856	-	550,991	(2,632)	(28,410)	169,422	(32,309,791)
Depreciation	(1,038,339)	-	-	(94,328)	(320,596)	(4,658)	(630)	-	(135,019)	(28,056)	(56,723)	(38,812)	(1,717,161)
Income before interest, depr/tax (MOR-1)	(5,967,608)	-	(7,354,886)	884,129	(9,640,844)	(44,712)	2,057	-	1,036,721	23,669	9,374	321,181	(20,730,919)

Note: Southern California Foam, Inc. - Case No: 09-50471 & Schultz Company - Case No: 09-50463 are non-active.

<A> See Exhibit A.1 for further support

Intercompany Net Sales and Expenses to other subsidiaries have been eliminated in the above financial results.

	Legal Name: Case No:	Spectrum Brands, Inc. 09-50456	RovCal Inc. 09-50454	ROV Holding, Inc. 09-50457	Tetra Holding (US), Inc. 09-50459	United Industries Corp 09-50461	Spectrum Neptune US Holdco Corporation 09-50464	Aquarium Systems, Inc. 09-50470	DB Online, LLC 09-50467	United Pet Group, Inc. 09-50466	Spectrum Jungle Labs Corp 09-50455	Perfecto Manufacturing 09-50469	Aquaria, Inc. 09-50468	Deferred Tax Reclas	Total Domestic
Current Assets															
AC=CA00100	Cash & Cash Equivalents	4,930,464	1,000	3,292	360,221	336,029	-	18,412	14,973	1,797,111	2,000	58,078	284,708		7,806,288
AC=CA00500	Net Trade Receivables	55,896,717	-	-	14,546,915	39,004,208	-	(5,132)	(480)	16,717,270	-	4,099,571	5,088,831		135,347,898
AC=CA00700	Intercompany Receivables	(1)	-	(0)	0	-	0	0	-	0	0	(0)	(0)		(1)
AC=CA01000	Other Trade Receivables - calc	19,093,920	-	0	215,929	3,484,464	(0)	5,600	-	716,761	600	-	28,606		23,545,880
AC=CA01600 <A>	Net Inventories	418,515,181	142,427,567	263,396,858	44,176,167	(640,249,524)	58,495,744	8,689,738	78,637	97,477,507	1,832,953	(2,916,208)	(3,919,664)		388,004,957
AC=CA01740	Assets Held For Sale	-	-	-	-	316,225	-	-	-	-	-	-	-		316,225
AC=CA01700	Prepaid Expense & Other	13,162,051	-	-	810,917	6,166,193	-	6,707	13,500	1,637,450	75,028	46,482	133,131		22,051,459
AC=CA01800	Total Deferred Tax Assets - Current	(14,440,621)	-	-	979,838	19,854,083	-	-	-	3,604,220	-	-	-	(436,272)	9,561,249
AC=CA01900	Total Current Assets	497,157,710	142,428,567	263,400,150	61,089,987	(571,088,322)	58,495,744	8,715,324	106,630	121,950,319	1,910,581	1,287,923	1,615,612	(436,272)	586,633,955
AC=CA03200	Net Property, Plant & Equip	42,970,975	31,829	-	10,169,958	21,315,858	-	228,761	5,038	10,103,988	1,704,096	6,681,070	1,907,620		95,119,193
AC=CA03400	Long-Term Receivable	-	-	-	-	-	-	-	-	147,500	-	-	-		147,500
AC=CA03500	Long Term Receivables- Intercompany	(0)	-	(0)	-	-	-	-	-	-	-	-	-		(0)
AC=CA03600	Total Deferred Tax Assets - L/T	(120,769,140)	(6,383,104)	(11,269,729)	(5,151,553)	216,285,258	(11,851)	-	-	36,589	-	-	-	(72,736,470)	-
AC=CA03800	Deferred Charges-Other	6,889,524	-	-	-	49,580	-	-	-	-	-	-	-		6,939,104
AC=CA03900	Debt Issuance Costs	37,431,399	-	-	-	-	-	-	-	-	-	-	-		37,431,399
AC=CA03320	Investments- Partially Owned Co.	-	-	-	-	-	-	778,110	-	-	-	-	-		778,110
AC=CA04110	Miscellaneous- Other Assets	6,460,312	-	-	-	1,363,283	-	-	-	149,373	-	-	38,035		8,011,003
AC=CA04010	Deferred charges and other, net	(69,987,905)	(6,383,104)	(11,269,729)	(5,151,553)	217,698,121	(11,851)	778,110	-	333,462	-	-	38,035	(72,736,470)	53,307,117
AC=CA04020	Goodwill	(0)	-	-	2,324,000	-	-	-	-	58,652,962	-	-	-		60,976,962
AC=CA04020	Intangible Assets - Other	213,769,649	-	-	-	100,944,187	-	-	-	184,762,941	-	-	2,246,975		501,723,753
AC=CA03310	Investments- Consolidated Co.	(0)	-	-	-	(0)	(0)	-	-	-	-	-	-		(0)
AC=CA06600	Investments in Subsidiaries	(0)	-	-	-	(0)	(0)	-	-	-	-	-	-		(0)
AC=CA06600	Total Assets	683,910,430	136,077,292	252,130,421	68,432,393	(231,130,156)	58,483,893	9,722,196	111,667	375,803,672	3,614,677	7,968,994	5,808,243	(73,172,742)	1,297,760,980
AC=CA06600	Total Assets Proof	683,910,430	136,077,292	252,130,421	68,432,393	(231,130,156)	58,483,893	9,722,196	111,667	375,803,672	3,614,677	7,968,994	5,808,243	(73,172,742)	1,297,760,980
AC=CL00500	Current Liabilities														
AC=CL00500	Total Current Debt	27,653,870	-	-	-	12,673	-	-	-	-	-	-	-		27,666,544
AC=CL00800	Accounts Payable- Intercompany	(0)	-	-	(0)	(0)	-	0	-	0	-	(0)	0		(0)
AC=CL00900	Total Accounts Payable	80,974,253	-	-	5,363,041	40,319,330	-	470,429	-	14,111,061	1,207,681	3,284,292	1,544,641		147,274,728
AC=CL01000	Accrued Wages & Benefits	18,130,514	-	-	622,049	4,853,382	-	59,046	-	1,498,206	125,716	473,547	147,600		25,910,059
AC=CL01300	Accrued Taxes O/T	1,118,569	-	-	(9,543)	730,867	-	-	238	49,571	16,563	122,788	194,739		2,223,793
AC=CL01400	Accrued Interest Payable	65,234,074	-	-	-	-	-	-	-	-	-	-	-		65,234,074
AC=CL01550	Current Deferred Tax Liabilities	348,687	-	-	87,585	-	-	-	-	-	-	-	-	(436,272)	-
AC=CL01500	Income Taxes Payable	654,397	-	-	1,010,333	5,981	-	154,787	6,536	(229,985)	(325,259)	165,928	529,255		1,971,973
AC=CL01600	Other Accrued Expenses	8,289,311	-	-	161,749	7,666,474	-	71,941	12,928	4,816,242	36,199	928,323	749,746		22,732,912
AC=CL01100	Accrued Special Charges	13,626,339	-	-	-	15,093,458	-	-	-	1,990,554	-	-	-		30,710,351
AC=CL01800	Total Current Liabilities	216,030,013	-	-	7,235,214	68,682,165	-	756,202	19,703	22,235,649	1,060,901	4,974,877	3,165,981	(436,272)	323,724,433
AC=CL02000	Long Term Debt	-	-	-	0	0	-	0	(0)	(0)	(0)	(0)	0		(0)
AC=CL02100	Intercompany Total Long Term Debt	2,502,308,106	-	-	0	12,342	-	-	0	0	0	0	0		2,502,320,448
AC=CL02300	Total Employee Benefit Obligations	7,294,736	-	-	(1,364,572)	-	-	-	-	-	-	-	-		5,930,164
AC=CL02400	Total Deferred Tax Liabilities - L/T	82,682,981	-	239,559	4,277,097	37,317,803	-	-	-	80,987,904	-	-	-	(72,736,470)	132,768,873
AC=CL02200	Other Long-Term Liabilities	11,719,788	-	-	-	-	-	-	-	-	-	-	-		11,719,788
AC=CL02500	Minority Interest	-	-	-	-	-	-	-	-	-	-	-	-		-
AC=CL02600	Corporate Control	-	-	-	-	-	-	-	-	-	-	-	-		-
AC=CL02700	Total Liabilities	2,820,035,623	-	239,559	10,147,739	106,012,310	-	756,202	19,703	103,223,552	1,060,901	4,974,877	3,165,981	(73,172,742)	2,976,463,705
AC=CE01400	Total Equity	(2,136,125,193)	136,077,292	251,890,862	58,284,653	(337,142,466)	58,483,893	8,965,993	91,965	272,580,120	2,553,777	2,994,116	2,642,262		(1,678,702,725)
AC=CE01500	Total Liabilities & Equity	683,910,430	136,077,292	252,130,421	68,432,393	(231,130,156)	58,483,893	9,722,196	111,667	375,803,672	3,614,677	7,968,994	5,808,243	(73,172,742)	1,297,760,980
AC=CE01500	Total Liabilities & Equity	683,910,430	136,077,292	252,130,421	68,432,393	(231,130,156)	58,483,893	9,722,196	111,667	375,803,672	3,614,677	7,968,994	5,808,243	(73,172,742)	1,297,760,980
	Note: Southern California Foam, Inc. - Case No: 09-50471 & Schultz Company - Case No: 09-50463 are non-active.										0		0	- #	-

<A> Amount includes the impact of eliminating Intercompany Accounts Receivable and Accounts Payable as the Debtors' financial system is configured to process such eliminations through the Inventory account. Below is a reconciliation of Net Inventory:

AC=CA01600	Elimination of AR/AP	330,799,617	142,427,567	263,396,858	23,189,773	(717,004,933)	58,495,744	8,293,388	78,637	56,662,795	(1,426,222)	(12,048,935)	(12,886,746)	139,977,544
AC=CA01600	Net Inventories	87,715,563	-	-	20,986,394	76,755,410	-	396,350	-	40,814,712	3,259,175	9,132,727	8,967,082	248,027,413
AC=CA01600	Net Inventories incl AR/AP elim	418,515,181	142,427,567	263,396,858	44,176,167	(640,249,524)	58,495,744	8,689,738	78,637	97,477,507	1,832,953	(2,916,208)	(3,919,664)	388,004,957

<u>Net Disbursement Schedule</u>		<u>February 2009</u>			
		<u>Total Disbursements</u>	<u>Less Intercompany Disbursement <A></u>	<u>Less Loan Payments</u>	<u>Net Disbursements</u>
<u>Legal Entity Description</u>	<u>Case Number</u>				
Spectrum Jungle Labs Corporation	09-50455	\$ 769,021.65	\$ -	\$ -	\$ 769,021.65
Spectrum Brands, Inc.	09-50456	173,735,602.50	36,778,870.51	95,042,942.00	41,913,789.99
ROVCAL, Inc.	09-50454	-	-	-	-
ROV Holding, Inc.	09-50457	2,493.64	-	-	2,493.64
Tetra Holding (US), Inc.	09-50459	13,141,326.96	7,713,568.03	-	5,427,758.93
United Industries Corporation	09-50461	20,717,093.02	5,575,751.37	-	15,141,341.65
Schultz Company	09-50463	-	-	-	-
Spectrum Neptune US Holdco Corporation	09-50464	-	-	-	-
United Pet Group, Inc.	09-50466	29,760,152.98	18,927,156.96	-	10,832,996.02
DB Online, LLC	09-50467	34,789.53	34,789.53	-	-
Aquaria, Inc.	09-50468	2,764,976.88	2,137,706.88	-	627,270.00
Perfecto Manufacturing, Inc.	09-50469	4,348,189.44	2,440,273.96	-	1,907,915.48
Aquarium Systems, Inc.	09-50470	704,785.18	123,000.00	-	581,785.18
Southern California Foam, Inc.	09-50471	-	-	-	-
	Total	<u>\$ 245,978,431.78</u>	<u>\$ 73,731,117.24</u>	<u>\$ 95,042,942.00</u>	<u>\$ 77,204,372.54</u>

Included in the total Disbursements of \$245,978,431.78 are \$95,042,942 to reduce balances on ABL & DIP Revolving Loans (See MOR7 for Spectrum Brands, Inc. for additional detail) and Intercompany Disbursements of \$73,731,117.24.