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

FORM 10Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended December 27, 1997

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ________ to ________

Commission File Number 333-17895

Rayovac Corporation
(Exact name of registrant as specified in its charter)

Wisconsin	22-2423556
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

601 Rayovac Drive, Madison, Wisconsin 53711
(Address of principal executive offices) (Zip Code)

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

(Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes (X) No ( )

The number of shares outstanding of the Registrant's common stock, $.01 par value per share, as of January 28, 1998 was 27,432,238.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

RAYOVAC CORPORATION
Condensed Consolidated Balance Sheets
As of December 27, 1997 and September 30, 1997
(In thousands, except per share amounts)

-ASSETS-

	December 27, 1997 (Unaudited)	September 30, 1997
Current assets:		
Cash and cash equivalents	$16,906	$1,133
Receivables	102,249	79,669
Inventories	49,326	58,551
Prepaid expenses and other	14,873	15,027
Total current assets	183,354	154,380
Property, plant and equipment, net	65,050	65,511
Deferred charges and other	19,295	16,990

Total assets	$267,699	$236,881

-LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)-

Current liabilities:		
Current maturities of long-term debt	$2,906	$23,880
Accounts payable	60,028	57,259
Accrued liabilities:		
Wages and benefits and other	37,303	34,812
Recapitalization and other special charges	6,608	4,612
Total current liabilities	106,845	120,563
Long-term debt, net of current maturities	135,852	183,441
Employee benefit obligations, net of current portion	6,573	11,291
Other	4,127	2,181
Total liabilities	253,397	317,476
Shareholders' equity (deficit):		
Common stock, $.01 par value, authorized 150,000 and 90,000 shares respectively; issued 56,873 and 50,000 shares respectively; outstanding 27,432 and 20,581 shares, respectively	569	500
Additional paid-in capital	103,592	15,974
Foreign currency translation adjustments	2,876	2,270
Notes receivable from officers/shareholders	(1,261)	(1,658)
Retained earnings	37,880	31,321
	143,656	48,407
Less stock held in trust for deferred compensation plan, 160 shares	(962)	(962)
Less treasury stock, at cost, 29,440 and 29,419 shares, respectively	(128,392)	(128,040)
Total shareholders' equity (deficit)	14,302	(80,595)
Total liabilities and shareholders' equity (deficit)	$267,699	$236,881

See accompanying notes which are an integral part of these statements.

RAYOVAC CORPORATION
Condensed Consolidated Statements of Operations
For the three-month periods ended December 27, 1997 and December 28, 1996
(Unaudited)
(In thousands, except per share amounts)

	1997	1996
Net sales	$149,995	$141,922
Cost of goods sold	77,355	79,019
Gross profit	72,640	62,903
Selling	45,472	38,680
General and administrative	8,261	7,604
Research and development	1,525	1,910
Other special charges (income)	(1,219)	2,963
Total operating expenses	54,039	51,157
Income from operations	18,601	11,746
Other expense (income):		
Interest expense	5,024	7,974
Other expense (income)	(233)	14
	4,791	7,988
Income before income taxes and extraordinary item	13,810	3,758
Income tax expense	5,276	1,378
Income before extraordinary item	8,534	2,380
Extraordinary item, loss on early extinguishment of debt, net of income tax benefit of $1,263	1,975	-
Net income	$6,559	$2,380
Basic earnings per share		
Average shares outstanding	23,453	20,470
Income before extraordinary item	$0.36	$0.12
Extraordinary item	(0.08)	-
Net income	$0.28	$0.12
Diluted earnings per share		
Average shares and common stock equivalents	25,091	22,071
Income before extraordinary item	$0.34	$0.11
Extraordinary item	(0.08)	-
Net income	$0.26	$0.11

See accompanying notes which are an integral part of these statements.

RAYOVAC CORPORATION
Condensed Consolidated Statements of Cash Flows
For the three-month periods ended December 27, 1997 and December 28, 1996
(Unaudited)
(In thousands)

	1997	1996
Cash flows from operating activities:		
Net income	$6,559	$2,380
Non-cash adjustments to net income:		
Amortization	483	2,373
Depreciation	2,834	3,060
Net changes in other assets and liabilities, net of effects from acquisition	(8,155)	12,717
Net cash provided by operating activities	1,721	20,530
Cash flows from investing activities:		
Purchases of property, plant and equipment	(1,832)	(1,142)
Payment for acquisition	(4,853)	-
Net cash used by investing activities	(6,685)	(1,142)
Cash flows from financing activities:		
Reduction of debt	(69,922)	(129,412)
Proceeds from debt financing	2,333	110,768
Proceeds from issuance of common stock	88,299	-
Other	45	(119)
Net cash provided (used) by financing activities	20,755	(18,763)
Effect of exchange rate changes on cash and cash equivalents	(18)	(5)
Net increase in cash and cash equivalents	15,773	620
Cash and cash equivalents, beginning of period	1,133	4,255
Cash and cash equivalents, end of period	$16,906	$4,875

See accompanying notes which are an integral part of these statements.

1 SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation: These financial statements have been prepared by Rayovac Corporation (the "Company"), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") and, in the opinion of the Company, include all adjustments (all of which are normal and recurring in nature) necessary to present fairly the financial position of the Company at December 27, 1997, results of operations for the three month periods ended December 27, 1997 and December 28, 1996, and cash flows for the three month periods ended December 27, 1997 and December 28, 1996. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such SEC rules and regulations.

These condensed consolidated financial statements should be read in conjunction with the audited financial statements and notes thereto as of September 30, 1997.

Derivative Financial Instruments: Derivative financial instruments are used by the Company principally in the management of its interest rate, foreign currency and raw material price exposures.

The Company uses interest rate swaps to manage its interest rate risk. The net amounts to be paid or received under interest rate swap agreements designated as hedges are accrued as interest rates change and are recognized over the life of the swap agreements, as an adjustment to interest expense from the underlying debt to which the swap is designated. The related amounts payable to, or receivable from, the counter-parties are included in accrued liabilities or accounts receivable. The Company has entered into an interest rate swap agreement which effectively fixes the interest rate on floating rate debt at a rate of 6.16% for a notional principal amount of $62,500 through October 1999. The fair value of this contract at December 27, 1997 is ($371).

The Company has entered into a cross currency interest rate swap agreement related to financing the Brisco acquisition. The agreement effectively fixes the interest and foreign exchange on floating rate debt denominated in U.S. Dollars at a rate of 5.34% denominated in German Marks. The notional principal amount is approximately $5,000. The fair value at December 27, 1997 approximated the contract value.

The Company enters into forward foreign exchange contracts relating to the anticipated settlement in local currencies of intercompany purchases and sales. These contracts generally require the Company to exchange foreign currencies for U.S. dollars. The contracts are marked to market and the related adjustment is recognized in other expense (income). The related amounts payable to, or receivable from, the counter-parties are included in accounts payable, or accounts receivable. The Company has approximately $5,300 of forward exchange contracts at December 27, 1997. The fair value at December 27, 1997, approximated the contract value.

The Company is exposed to risk from fluctuating prices for commodities used in the manufacturing process. The Company hedges some of this risk through the use of commodity swaps, calls and puts. The Company has entered into commodity swap agreements which effectively fix the floating price on a specified quantity of zinc through a specified date. The Company is buying calls, which allow the Company to purchase a specified quantity of zinc through a specified date for a fixed price, and writing puts, which allow the buyer to sell to the Company a specified quantity of zinc through a specified date at a fixed price. The maturity of, and the quantities covered by, the contracts highly correlate to the Company's anticipated purchases of the commodity. The cost of the calls, and the premiums received from the puts, are amortized over the life of the agreements and are recorded in cost of goods sold, along with the effect of the swap, put and call agreements. At December 27, 1997, the Company had entered into a series of swap agreements with a contract value of approximately $3,600 for the period from January through December of 1998. At December 27, 1997, the Company had purchased a series of calls with a contract value of approximately $4,300 and sold a series of puts with a contract value of approximately $3,900 for the period from January through September of 1998 designed to set a ceiling and floor price. While these transactions have no carrying value, the fair value of these contracts was approximately ($633) at December 27, 1997.

2 INVENTORIES

Inventories consist of the following (in thousands):

	December 27,1997	Sept. 30, 1997
Raw material	$19,809	$23,291
Work-in-process	11,602	15,286
Finished goods	17,915	19,974
	$49,326	$58,551

3 EARNINGS PER SHARE DISCLOSURE

Earnings per share is calculated based upon the following:

	Three Months Ended December 27, 1997			Three Months Ended December 28, 1996		
	Income (Numerator)	Shares (Denominator)	Per-Share Amount	Income (Numerator)	Shares (Denominator)	Per-Share Amount
Income before extraordinary item	$8,534			$2,380		
Basic EPS Income available to common shareholders	$8,534	23,453	$0.36	$2,380	20,470	$0.12
Effect of Dilutive Securities Stock Options		1,638			1,601	
Diluted EPS Income available to common shareholders plus assumed conversion	$8,534	25,091	$0.34	$2,380	22,071	$0.11

4 COMMITMENTS AND CONTINGENCIES

The Company has entered into agreements to purchase certain equipment and to pay annual royalties. In a December 1991 agreement, the Company committed to pay annual royalties of $1.5 million for the first five years, beginning in 1993, plus $0.5 million for each year thereafter, as long as the related equipment patents are enforceable (2012). In a March 1994 agreement, the Company committed to pay $0.5 million in 1994 and annual royalties of $0.5 million for five years beginning in 1995. Additionally, the Company has committed to purchase tooling of $0.8 million related to this equipment.

The Company has provided for the estimated costs associated with environmental remediation activities at some of its current and former manufacturing sites. In addition, the Company, together with other parties, has been designated a potentially responsible party of various third-party sites on the United States EPA National Priorities List (Superfund). The Company provides for the estimated costs of investigation and remediation of these sites when such losses are probable and the amounts can be reasonably estimated. The actual cost incurred may vary from these estimates due to the inherent uncertainties involved. The Company believes that any additional liability in excess of the amounts provided of $1.8 million, which may result from resolution of these matters, will not have a material adverse effect on the financial condition, liquidity, or cash flows of the Company.

5 OTHER

During the 1998 Fiscal First Quarter, the Company recorded a pre-tax credit of $1.2 million related to the buyout of deferred compensation agreements with certain former employees.

On November 28, 1997 the Company acquired Brisco G.M.B.H. in Germany and Brisco B.V. in Holland, a distributor of hearing aid batteries for $4.9 million. Brisco recorded calendar 1996 sales of $4.5 million.

6 GUARANTOR SUBSIDIARY

The following condensed consolidating financial data illustrates the composition of the consolidated financial statements. Investments in subsidiaries are accounted for by the Company and the Guarantor Subsidiary using the equity method for purposes of the consolidating presentation. Earnings of subsidiaries are therefore reflected in the Company's and Guarantor Subsidiary's investment accounts and earnings. The principal elimination entries eliminate investments in subsidiaries and inter-company balances and transactions. Separate financial statements of the Guarantor Subsidiary are not presented because management has determined that such financial statements would not be material to investors.

RAYOVAC CORPORATION AND SUBSIDIARIES
Condensed Consolidating Balance Sheets
As of December 27, 1997
(In thousands)

-ASSETS-

	Parent	Guarantor Subsidiary	Nonguarantor Subsidiaries	Eliminations	Consolidated Total
Current assets:					
Cash and cash equivalents	$15,748	$44	$1,114	$-	$16,906
Receivables	$88,643	($43)	23,190	(9,541)	102,249
Inventories	36,589	-	12,829	(92)	49,326
Prepaid expenses and other	12,977	342	1,554	-	14,873
Total current assets	153,957	343	38,687	(9,633)	183,354
Property, plant and equipment, net	59,669	-	5,381	-	65,050
Deferred charges and other	19,931	-	4,599	(5,235)	19,295
Investment in subsidiaries	16,899	16,372	-	(33,271)	-
Total assets	$250,456	$16,715	$48,667	$(48,139)	$267,699

-LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)-

	Parent	Guarantor Subsidiary	Nonguarantor Subsidiaries	Eliminations	Consolidated Total
Current liabilities:					
Current maturities of long-term debt	$500	$-	$3,385	$(979)	$2,906
Accounts payable	51,414	(390)	17,271	(8,267)	60,028
Accrued liabilities:					
Wages and benefits and other	30,415	(24)	6,912	-	37,303
Recapitalization and other special charges	6,305	-	303	-	6,608
Total current liabilities	88,634	(414)	27,871	(9,246)	106,845
Long-term debt, net of current maturities	135,500	-	4,266	(3,914)	135,852
Employee benefit obligations, net of current portion	6,573	-	-	-	6,573
Other	3,731	230	166	-	4,127
Total liabilities	234,438	(184)	32,303	(13,160)	253,397
Shareholders' equity (deficit):					
Common stock	569	-	12,072	(12,072)	569
Additional paid-in capital	103,592	3,525	750	(4,275)	103,592
Foreign currency translation adjustment	2,876	2,876	2,876	(5,752)	2,876
Notes receivable from officers/shareholders	(1,261)	-	-	-	(1,261)
Retained earnings	39,596	10,498	666	(12,880)	37,880
	145,372	16,899	16,364	(34,979)	143,656
Less stock held in trust for deferred compensation	(962)	-	-	-	(962)
Less treasury stock	(128,392)	-	-	-	(128,392)
Total shareholders' equity (deficit)	16,018	16,899	16,364	(34,979)	14,302
Total liabilities and shareholders' equity (deficit)	$250,456	$16,715	$48,667	$(48,139)	$267,699
	0	0	0	0	0

RAYOVAC CORPORATION
Condensed Consolidating Statements of Operations
For the three-month period ended December 27, 1997
(In thousands)

	Parent	Guarantor Subsidiary	Nonguarantor Subsidiaries	Eliminations	Consolidated Total
Net sales	$132,907	$ -	$24,799	$(7,711)	$149,995
Cost of goods sold	68,911	-	16,160	(7,716)	77,355
Gross profit	63,996	-	8,639	5	72,640
Selling	39,431	-	6,041	-	45,472
General and administrative	6,258	(231)	2,252	(18)	8,261
Research and development	1,525	-	-	-	1,525
Other special charges	(1,219)	-	-	-	(1,219)
Total operating expenses	45,995	(231)	8,293	(18)	54,039
Income from operations	18,001	231	346	23	18,601
Other expense (income):					
Interest expense	4,864	-	157	3	5,024
Equity in profit of subsidiary	(182)	(139)	-	321	0
Other expense (income)	(196)	(10)	(24)	(3)	(233)
	4,486	(149)	133	321	4,791
Income before income taxes and extraordinary item	13,515	380	213	(298)	13,810
Income taxes	5,004	198	74	-	5,276
Income (loss) before extraordinary item	8,511	182	139	(298)	8,534
Extraordinary item	1,975	-	-	-	1,975
Net income	$6,536	$182	$139	$(298)	$6,559

RAYOVAC CORPORATION AND SUBSIDIARIES
Condensed Consolidating Statements of Cash
Flows For the three-month period ended December 27, 1997
(In thousands)

	Parent	Guarantor Subsidiary	Nonguarantor Subsidiaries	Eliminations	Consolidated Total
Net cash provided (used) by operating activities	$(4,055)	$(2)	$886	$4,892	$1,721
Cash flows from investing activities:					
Purchases of property, plant and equipment	(1,320)	-	(512)	-	(1,832)
Payment for acquisition	-	-	(4,853)	-	(4,853)
Net cash used by investing activities	(1,320)	-	(5,365)	-	(6,685)
Cash flows from financing activities:					
Reduction of debt	(69,000)	-	(922)	-	(69,922)
Proceeds from debt financing	1,041	-	6,184	(4,892)	2,333
Proceeds from issuance of common stock	88,299	-	-	-	88,299
Other	150	-	(105)	-	45
Net cash provided (used) by financing activities	20,490	-	5,157	(4,892)	20,755
Effect of exchange rate changes on cash and cash equivalents	-	-	(18)	-	(18)
Net increase (decrease) in cash and cash equivalents	15,115	(2)	660	-	15,773
Cash and cash equivalents, beginning of period	633	46	454	-	1,133
Cash and cash equivalents, end of period	$15,748	$44	$1,114	$-	$16,906

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Three Months Ended December 27, 1997 Compared to
Three Months Ended December 28, 1996

Management's Discussion and Analysis of Financial Condition and Results of Operations, with the exception of historical matters, contains forward-looking statements (such as statements including the terms "believe," "expect," "anticipate," and similar concepts) which involve risks and uncertainties. Actual results may differ materially from these statements as a result of various factors, including those discussed herein.

Net Sales. The net sales of Rayovac Corporation (the "Company") were $150.0 million in the three months ended December 27, 1997, (the "1998 Fiscal Quarter"), an increase of $8.1 million, or 5.7%, from approximately $141.9 million in the three months ended December 28, 1996 (the "1997 Fiscal Quarter"), primarily due to increased sales of general battery products somewhat offset by decreased sales of lighting products. During the 1998 Fiscal Quarter, the Company's net sales included $0.7 million of hearing aid battery sales related to the November, 1997, acquisition of Brisco, a distributor in Germany and Holland.

Within general batteries, alkaline battery dollar sales exceeded the 1997 Fiscal Quarter by approximately 19% due primarily to strong promotional programs during the Christmas season, a price increase implemented last summer, and sales to new customers. This was partially offset by decreased sales of heavy duty batteries attributed to reduced promotional activity and the continuing decline in the domestic market.

Sales of lighting products were unfavorably impacted as several seasonal promotions in the prior year were not repeated in 1997.

Gross Profit. Gross profit increased $9.7 million, or 15.4%, to approximately $72.6 million in the 1998 Fiscal Quarter, from approximately $62.9 million in the 1997 Fiscal Quarter, primarily as a result of increased sales of alkaline batteries. Gross profit increased as a percentage of net sales to 48.4% in the 1998 Fiscal Quarter from 44.3% in the 1997 Fiscal Quarter which is due primarily to a shift toward higher margin alkaline sales. Margins also benefited from the price increase implemented in mid-1997.

Selling Expense. Selling expense increased $6.8 million, or 17.6%, to approximately $45.5 million in the 1998 Fiscal Quarter from approximately $38.7 million in the 1997 Fiscal Quarter. Selling expense increased as a percentage of net sales to 30.3% in the 1998 Fiscal Quarter from 27.3% in the 1997 Fiscal Quarter primarily as a result of increased advertising and promotional spending.

General and Administrative Expense. General and administrative expense increased $0.7 million, or 9.2%, to approximately $8.3 million in the 1998 Fiscal Quarter from approximately $7.6 million in the 1997 Fiscal Quarter, primarily due to higher costs associated with information system improvements worldwide.

Research and Development Expense. Research and development expense decreased $0.4 million to approximately $1.5 million in the 1998 Fiscal Quarter from approximately $1.9 million in the 1997 Fiscal Quarter. This decrease was primarily a result of the increased resources assigned in the 1997 Fiscal Quarter to the development of an on-the-label battery tester which management decided not to implement in production.

Other Special Charges and Income. In the 1998 Fiscal Quarter, the Company recorded additional income of approximately $1.2 million in connection with the buyout of deferred compensation agreements with certain former employees. In the 1997 Fiscal Quarter, the Company recorded charges of approximately $3.0 million in connection with an organizational restructuring in the United States and the discontinuation of certain manufacturing operations in the United Kingdom.

Income from Operations. Income from operations increased $6.9 million or 59.0% to approximately $18.6 million in the 1998 Fiscal Quarter from approximately $11.7 million in the 1997 Fiscal Quarter due primarily to increased gross profit on the increased net sales discussed above which was partially offset by increased operating expenses in the areas of advertising and promotion expense.

Interest Expense. Interest expense in the 1998 Fiscal Quarter decreased $3.0 million, or 37.5%, to approximately $5.0 million from approximately $8.0 million in the 1997 Fiscal Quarter primarily as a result of decreased indebtedness due to the application of the proceeds of the Company's initial public offering of common stock completed in November 1997 (the "IPO"), and the write-off, in the 1997 Fiscal Quarter, of $2.0 million of unamortized debt issuance costs.

Extraordinary Item. In the 1998 Fiscal Quarter the Company recorded extraordinary expense of $2.0 million net of income taxes for the premium on the repurchase or redemption of the senior term notes in connection with the IPO.

Net Income. Net income for the 1998 Fiscal Quarter increased $4.2 million, or 175.0%, to approximately $6.6 million from approximately $2.4 million in the 1997 Fiscal Quarter as discussed above. Diluted earnings per share for the 1998 Fiscal Quarter increased 15 cents per share to 26 cents per share. The Company's effective tax rate for the 1998 Fiscal Quarter was 38.2% compared to 36.7% for the 1997 Fiscal Quarter due primarily to increased foreign taxes for the 1998 Fiscal Quarter that are subject to foreign tax credit limitations.

Liquidity and Capital Resources

For the three months ended December 27, 1997, approximately $1.7 million of net cash was provided by income from operations partially offset by a seasonal increase in receivables. This compares to $20.5 million of net cash provided by operating activities in the 1997 Fiscal Quarter which was due primarily to inventory reductions.

Capital expenditures during the three months ended December 27, 1997, were approximately $1.8 million, an increase of $0.7 million from approximately $1.1 million in the 1997 Fiscal Quarter reflecting maintenance level spending.

The Company currently expects an increase in capital expenditures to approximately $18.0 million in fiscal 1998 due to alkaline capacity expansion, alkaline vertical integration programs, and continued spending on new computer information systems. The Company believes that cash flow from operating activities and periodic borrowings under its existing credit facilities will be adequate to meet the Company's short-term and long-term liquidity requirements prior to the maturity of those credit facilities, although no assurance can be given in this regard. The Company's credit facilities include a revolving credit facility of $65.0 million of which no amounts were borrowed at December 27, 1997, and approximately $0.6 million of which was utilized for outstanding letters of credit.

Subsequent Event - Amended Credit Agreement

On December 30, 1997, the Credit Agreement dated September 12, 1996, was amended. The Amended Credit Agreement provides for more favorable borrowing costs and covenants consistent with the Company's improved credit position resulting from the paydown of debt with the net proceeds of the IPO. The Amended Credit Agreement includes a five-year reducing Revolver Facility of $90.0 million and a five-year amortizing Acquisition Facility of $70.0 million. The Revolver Facility is reduced by $10.0, $15.0, and $15.0 million respectively on December 31, 1999, 2000 and 2001 and expires on December 31, 2002. The Acquisition Facility provides up to $70.0 million in loans for qualifying acquisitions during a one-year commitment period expiring December 31, 1998. Debt obtained under the Acquisition Facility is subject to quarterly amortization commencing March 31, 1999 through December 31, 2002. As of December 30, 1997, all of the Company's senior subordinated term debt was replaced by revolver debt under the Revolver Facility.

Part II. Other Information

Item 4. Submission of Matters to a Vote of Security Holders.

(a) The Company's 1997 Annual Meeting of Shareholders was held on October 22, 1997.

(b) The following directors were elected at the meeting, and no other directors' terms of office continued after the meeting; David A. Jones, Trygve Lonnebotn, Scott A. Schoen, Roger F. Warren, Thomas R. Shepherd, Kent J. Hussey and Warren C. Smith, Jr.

(c) The first matter voted upon at the meeting was a proposal to amend and restate the Restated Articles of Incorporation of the Company. Upon motion duly made and seconded, such proposal was approved. The votes were reported as follows:

Approval of Amended and Restated Articles of Incorporation:
For 19,432,419
Against: None
Abstain: None
Non-Votes: None

The second matter voted upon at the meeting was a proposal to approve the 1997 Rayovac Incentive Plan (the "Incentive Plan"). Upon motion duly made and seconded, such proposal was approved. The votes were reported as follows:

Approval of the Incentive Plan:
For: 19,432,419
Against: None
Abstain: None
Non-Votes: None

The third matter voted upon at the meeting was the election of Directors. Upon motion duly made and seconded, each of the nominees to Class I of the Board of Directors was elected as a director to serve until the Company's 1999 Annual Meeting and until his successor is duly elected and qualified, each of the nominees to Class II of the Board of Directors was elected as a director to serve until the Company's 2000 Annual Meeting and until his successor is duly elected and qualified and each of the nominees to Class III of the Board of Directors was elected as a director to serve until the Company's 2001 Annual Meeting and until his successor is duly elected and qualified. The votes for each of the nominees were reported as follows:

Class I Nominees
- ----------------

David A. Jones	For: 19,432,419
	Against: None
	Abstain: None
	Non-Votes: None

Trygve Lonnebotn	For: 19,432,419 Against: None Abstain: None Non-Votes: None
Scott A. Schoen	For: 19,432,419 Against: None Abstain: None Non-Votes: None

Class II Nominees
- -----------------

Roger F. Warren	For: 19,432,419 Against: None Abstain: None Non-Votes: None
Thomas R. Shepherd	For: 19,432,419 Against: None Abstain: None Non-Votes: None

Class III Nominees
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Kent J. Hussey	For: 19,432,419 Against: None Abstain: None Non-Votes: None
Warren C. Smith, Jr.	For: 19,432,419 Against: None Abstain: None Non-Votes: None

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

Exhibit	Description
3.1*	Amended and Restated Articles of Incorporation of the Company.
3.2*	Amended and Restated By-Laws of the Company.
4.1**	Indenture, dated as of October 22, 1996, by and among the Company, ROV Holding, Inc. and Marine Midland Bank, as trustee, relating to the Company's 10-1/4% Senior Subordinated Notes due 2006.
4.2**	Specimen of the Notes (included as an exhibit to Exhibit 4.1).
4.3**	Credit Agreement, dated as of September 12, 1996 by and among the Company, the lenders party thereto, Bank of America National Trust and Savings Association ("BofA") and DLJ Capital Funding, Inc. (the "Credit Agreement").
4.4**	Amendment No. 1 to the Credit Agreement dated as of October 23, 1996.
4.5**	The Security Agreement dated as of September 12, 1996 by and among the Company, ROV Holding, Inc. and BofA.
4.6**	The Company Pledge Agreement dated as of September 12, 1996 by and between the Company and BofA.
4.7***	Shareholders Agreement dated as of September 12, 1996 by and among the Company and the shareholders of the Company referred to therein.
4.8***	Amendment to Rayovac Shareholders Agreement dated August 1, 1997 by and among the Company and the shareholders of the Company referred to therein.
4.9+	Specimen certificate representing the Common Stock.
10.1**	Management Agreement, dated as of September 12, 1996, by and between the Company and Thomas H. Lee Company.
10.2**	Confidentiality, Non-Competition and No-Hire Agreement dated as of September 12, 1996 by and between the Company and Thomas F. Pyle.
10.3**	Employment Agreement, dated as of September 12, 1996, by and between the Company and David A. Jones, including the Full Recourse Promissory Note, dated September 12, 1996 by David A. Jones in favor of the Company.
10.4**	Severance Agreement by and between the Company and Trygve Lonnebotn.
10.5**	Severance Agreement by and between the Company and Kent J. Hussey.
10.6**	Severance Agreement by and between the Company and Roger F. Warren.
10.7***	Severance Agreement by and between the Company and Stephen P. Shanesy.
10.8***	Severance Agreement by and between the Company and Merrell M. Tomlin.

10.9**	Technology, License and Service Agreement between Battery Technologies (International) Limited and the Company, dated June 1, 1991, as amended April 19, 1993 and December 31, 1995.
10.10**	Building Lease between the Company and SPG Partners, dated May 14, 1985, as amended June 24, 1986 and June 10, 1987.
10.11***	Rayovac Corporation 1996 Stock Option Plan.
10.12***	Rayovac Corporation 1997 Stock Option Plan.
10.13+	1997 Rayovac Incentive Plan.
10.14+	Rayovac Profit Sharing and Savings Plan.
27.	Financial Data Schedule.

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* Incorporated by reference to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 1997 filed with the Commission on December 23, 1997.

** Incorporated by reference to the Company's Registration Statement on Form S-1 (Registration No. 333-17895) filed with the Commission.

*** Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 29, 1997 filed with the Commission on August 13, 1997.

+ Incorporated by reference to the Company's Registration Statement on Form S-1 (Registration No. 333-35181) filed with the Commission.

(b) Reports on Form 8-K. The Company did not file any reports on Form 8-K during the 1998 Fiscal Quarter.

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 thereunto duly authorized.

DATE: January 30, 1998

RAYOVAC CORPORATION

By /s/ Kent J. Hussey

Kent J. Hussey
Executive Vice President of Finance and Administration,
Chief Financial Officer

By /s/ James A. Broderick

James A. Broderick
Vice President, General Counsel and Secretary

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3-MOS
Dec-27-1997
Dec-27-1997
$16,906
0
103,353
1,104
49,326
183,354
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79,976
267,699
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149,995
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77,355
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87
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13,810
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8,534
0
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0
$6,559
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0.26