

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

OMB APPROVAL
OMB Number: 3235-0145
Expires: December 31, 2005
Estimated average burden hours per response. . 11

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Rayovac Corporation
(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

755081 10 6
(CUSIP Number)

December 31, 2002
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 755081 10 6

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Thomas H. Lee Investors Limited Partnership
(f/k/a THL-CCI Investors Limited Partnership) 04-3159375

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Massachusetts

**Number of
Shares
Beneficially
Owned by
Each** **5. Sole Voting Power**
-0- shares

6. Shared Voting Power
-0- shares

**Reporting
Person With**

7. **Sole Dispositive Power**
-0- shares

8. **Shared Dispositive Power**
-0- shares

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**
-0- shares

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)** []

11. **Percent of Class Represented by Amount in Row (9)**
0%

12. **Type of Reporting Person (See Instructions)**
PN

2

Item 1.

- (a) **Name of Issuer**
Rayovac Corporation
- (b) **Address of Issuer's Principal Executive Offices**
601 Rayovac Drive
Madison, WI 53711-2497

Item 2.

- (a) **Name of Person Filing**
Thomas H. Lee Investors Limited Partnership
(f/k/a THL-CCI Investors Limited Partnership)
- (b) **Address of Principal Business Office or, if none, Residence**
c/o Thomas H. Lee Partners, L.P.
75 State Street
Boston, MA 02109
- (c) **Citizenship**
Massachusetts
- (d) **Title of Class of Securities**
Common Stock, \$0.01 par value per share
- (e) **CUSIP Number**
755081 10 6

Item 3. If this Statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

– Not Applicable –

- (a) [] **Broker or dealer registered under Section 15 of the Act;**
- (b) [] **Bank as defined in Section 3(a)(6) of the Act;**
- (c) [] **Insurance company as defined in Section 3(a)(19) of the Act;**
- (d) [] **Investment company registered under Section 8 of the Investment Company Act of 1940;**
- (e) [] **An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);**
- (f) [] **An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);**
- (g) [] **A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);**
- (h) [] **A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;**
- (i) [] **A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;**
- (j) [] **Group, in accordance with Rule 13d-1(b)(1)(ii)(J).**

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7(b) for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)