

Spectrum Brands, Inc.
Form 8-K
June 16, 2010

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): June 16, 2010

SPECTRUM BRANDS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction)

001-13615
(Commission)

22-2423556
(IRS Employer)

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of incorporation)

File No.)
601 Rayovac Drive

Identification No.)

Madison, Wisconsin 53711

(Address of principal executive offices)

(608) 275-3340

(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))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As previously described in the Current Report on Form 8-K of Spectrum Brands, Inc. (the Company) filed with the Securities and Exchange Commission on the date hereof, on June 16, 2010 the Company completed its previously announced business combination transaction (the Transaction) pursuant to the Agreement and Plan of Merger, dated as of February 9, 2010, as amended, by and among the Company, Russell Hobbs, Inc. (Russell Hobbs), Spectrum Brands Holdings, Inc. (SB Holdings), Battery Merger Corp., and Grill Merger Corp. (the Merger Agreement).

In connection with the closing of the Transaction, all of the Company's officers and directors were appointed to similar positions at SB Holdings, except for Kent J. Hussey, who resigned from his position as a director of the Company.

As a result, in connection with the closing of the Transaction, the following individuals were appointed to serve as the officers and directors (as designated below) of SB Holdings:

| Name | Position |
|---------------------|---|
| David R. Lumley | Chief Executive Officer, President, Global Batteries and Personal Care and Home and Garden and Director |
| Anthony L. Genito | Executive Vice President, Chief Financial Officer and Chief Accounting Officer |
| John A. Heil | President, Global Pet Supplies |
| Terry L. Polistina | President, Small Appliances and Director |
| John T. Wilson | Senior Vice President, Secretary and General Counsel |
| Kenneth C. Ambrecht | Director |
| Eugene I. Davis | Director |
| Marc S. Kirschner | Director |
| Norman S. Matthews | Director |
| Hugh R. Rovit | Director |
| David M. Maura | Director* |
| Robin Roger | Director |
| Virginia A. Kamsky | Director |

* Mr. Maura will serve as interim Chairman of the Board of Directors of SB Holdings.

Messrs. Davis, Kirschner and Rovit will serve as members of the Audit Committee of the Board of Directors of SB Holdings, with Mr. Davis acting as Chairman of the Audit Committee. Messrs. Ambrecht, Davis and Maura will serve as members of the Compensation Committee of the Board of Directors of SB Holdings, with Mr. Ambrecht acting as Chairman of the Compensation Committee. Messrs. Matthews, Ambrecht and Kirschner and Ms. Kamsky and Roger will serve as members of the Nominating and Corporate Governance Committee of the Board of Directors of SB Holdings, with Mr. Matthews acting as Chairman of the Nominating and Corporate Governance Committee. Messrs. Kirschner, Matthews and Rovit will serve as members of the Special Nominating Committee of the Board of Directors of SB Holdings.

The biographical information for each of the officers and directors listed above is provided in the definitive joint proxy statement/prospectus dated May 11, 2010, which was filed by the Company with the SEC on Form DEFM14A on May 12, 2010, and in the supplement thereto dated May 28, 2010, which was filed by the Company with the SEC on Form DEFA14A on May 28, 2010.

Item 9.01 Financial Statements and Exhibits.

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) None.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report on Form 8-K to be signed on its behalf by the undersigned, thereunto duly authorized.

SPECTRUM BRANDS, INC.

By: /s/ John T. Wilson
Name: John T. Wilson
Title: Senior Vice President, Secretary and General
Counsel

Dated: June 16, 2010