

Spectrum Brands Holdings, Inc.  
Form 8-K  
May 15, 2015

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

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FORM 8-K

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CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
Date of Report (date of earliest event reported): May 14, 2015

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

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Delaware	001-34757	27-2166630
(State or other jurisdiction of incorporation)	(Commission File No.)	(IRS Employer Identification No.)

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SB/RH HOLDINGS, LLC  
(Exact name of registrant as specified in its charter)

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Delaware	333-192634-03	27-2812840
(State or other jurisdiction of incorporation)	(Commission File No.)	(IRS Employer Identification No.)

3001 Deming Way  
Middleton, Wisconsin 53562  
(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))

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Item 8.01. Other Events.

On May 14, 2015, Spectrum Brands, Inc., a wholly owned subsidiary of SB/RH Holdings, LLC, announced that it priced its previously announced offering of \$1,000 million aggregate principal amount of 5.750% Senior Notes due 2025 (the "Notes"). A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The Notes will not be registered under the Securities Act and may not be offered or sold in the United States absent such registration or an exemption from the registration requirements of the Securities Act. This report shall not constitute an offer to sell or a solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale of any securities in any jurisdiction where such an offering or sale would be unlawful. This report contains information about pending transactions, and there can be no assurance that these transactions will be completed.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are being filed with this Current Report on Form 8-K.

Exhibit No.	Description
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99.1	<u>Press Release dated May 14, 2015.</u>
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**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  
HOLDINGS, INC.**

By: /s/ Nathan E. Fagre  
Name: Nathan E. Fagre  
Title: Secretary and General Counsel

**SB/RH HOLDINGS, LLC**

By: /s/ Nathan E. Fagre  
Name: Nathan E. Fagre  
Title: Secretary and General Counsel

Dated: May 14, 2015