

Spectrum Brands Holdings, Inc.  
Form 8-K  
September 14, 2016

---

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): September 14, 2016

---

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

---

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

---

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

---

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

---

---

Item 8.01. Other Events.

On September 14, 2016, Spectrum Brands Holdings, Inc. (“Spectrum Brands”) issued a press release announcing that Spectrum Brands, Inc. (the “Company”), a wholly owned subsidiary of SB/RH Holdings, LLC, priced its previously announced offering of Senior Notes due 2026 (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<br>No. | Description |
|----------------|-------------|
|----------------|-------------|

|      |  |
|------|--|
| 99.1 | <u>Press Release dated September 14, 2016.</u> |
|------|--|

---

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: Senior Vice President, Secretary and General Counsel

SB/RH HOLDINGS, LLC

By: /s/ Nathan E. Fagre

Name: Nathan E. Fagre

Title: Senior Vice President, Secretary and General Counsel

Dated: September 14, 2016

---