Spectrum Brands, Inc. Form SC 13D September 08, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

RULE 13d-2(a)

(Amendment No.__)

SPECTRUM BRANDS, INC.

(Name of Issuer)

COMMON STOCK (PAR VALUE \$0.01 PER SHARE)

(Title of Class of Securities)

84762L204

(CUSIP Number)

PHILIP FALCONE 450 PARK AVENUE, 30TH FLOOR NEW YORK, NEW YORK 10022 (212) 521-6988

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

AUGUST 28, 2009

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box O

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

IMPORTANT NOTE: THE SECURITIES SET FORTH IN THIS REPORT ARE DIRECTLY BENEFICIALLY OWNED BY HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD., HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. AND/OR GLOBAL OPPORTUNITIES BREAKAWAY LTD. (COLLECTIVELY, THE "FUNDS"). ALL OTHER ENTITIES AND PERSONS ARE INCLUDED WITHIN THIS REPORT DUE TO THEIR AFFILIATION WITH ONE OR MORE OF THE FUNDS.

* 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 disclosures provided in a prior cover page.

The information required on 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 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).

| 1 | NAME OF REPORTING PERSON | | | | |
|------|--|-------|------------------------------------|------------|---|
| 2 | Harbinger Capital Partners Master Fund I, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | | | |
| 3 | SEC USE ONLY | | | (a) (b) | |
| | | | | | |
| 4 | SOURCE OF FUNDS | | | | |
| 5 | OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | | | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZA | ATION | | | o |
| | Cayman Islands | 7 | SOLE VOTING POWER | | |
| NUM | IBER OF | / | -0- | | |
| SHA | RES | | | | |
| | EFICIALLY | 8 | SHARED VOTING POWER | | |
| | NED BY | | 9,157,561 | | |
| | | | | | |
| EAC | | 9 | SOLE DISPOSITIVE POWER | | |
| | ORTING | | -0- | | |
| PERS | | | | | |
| WITI | Н | 10 | SHARED DISPOSITIVE POWER 9,157,561 | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY | Y OWN | ED BY EACH REPORTING PERSON | | |
| 12 | 9,157,561 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | | | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | | | o |
| 14 | 30.5% TYPE OF REPORTING PERSON | | | | |
| | СО | | | | |

Page 3 of 21 Pages

1 NAME OF REPORTING PERSON **Harbinger Capital Partners LLC** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2 (a) O (b) **x** SEC USE ONLY 3 4 SOURCE OF FUNDS 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) o 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER -0-NUMBER OF **SHARES** 8 SHARED VOTING POWER **BENEFICIALLY** 9,157,561 OWNED BY **EACH** 9 SOLE DISPOSITIVE POWER REPORTING -0-**PERSON** WITH 10 SHARED DISPOSITIVE POWER 9,157,561 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,157,561 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: o 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 30.5% 14 TYPE OF REPORTING PERSON

CUSIP 84762L204

SCHEDULE 13D

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| 1 NAME OF REPORTING PERSON Harbinger Capital Partners Special Situations Fund, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) O (b) x SEC USE ONLY (a) O (b) x SEC USE ONLY (b) A X (c) OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 1,992,805 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 19 SHARED DISPOSITIVE POWER 1,992,805 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1992,805 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | | IP 84762L204 EDULE 13D | | Page 4 of 21 Pages | | | | |
|--|------|--|-------|------------------------------|--|---|--|--|
| Harbinger Capital Partners Special Situations Fund, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) 0 (b) x SEC USE ONLY (b) x SOURCE OF FUNDS OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER -0- SHARES 8 SHARED VOTING POWER 1,992,805 10 SHARED DISPOSITIVE POWER REPORTING -0- WITH 10 SHARED DISPOSITIVE POWER 1,992,805 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,992,805 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | | | | | | | | |
| 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) O (b) X 3 SEC USE ONLY 4 SOURCE OF FUNDS OO 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER -0- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PORTING POR | 1 | NAME OF REPORTING PERSON | | | | | | |
| 3 SEC USE ONLY 4 SOURCE OF FUNDS OC 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER -0- SHARES BENEFICIALLY OWNED BY EACH 9 SOLE DISPOSITIVE POWER REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 1,992,805 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | 2 | | | | | | | |
| 4 SOURCE OF FUNDS OO 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 0 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER -0- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 1,992,805 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,992,805 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | | | | | | | | |
| OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) OCCUTIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER -0- NUMBER OF SHARES 8 SHARED VOTING POWER 1,992,805 EACH 9 SOLE DISPOSITIVE POWER PERSON WITH 10 SHARED DISPOSITIVE POWER 1,992,805 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,992,805 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | 3 | SEC USE ONLY | | | | | | |
| OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) OC CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER -0- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH 9 SOLE DISPOSITIVE POWER -0- REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 1,992,805 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,992,805 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | | | | | | | | |
| CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | 4 | SOURCE OF FUNDS | | | | | | |
| Delaware 7 SOLE VOTING POWER -0- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 1,992,805 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,992,805 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | 5 | 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO | | | | | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH AGGREGATE AMOUNT BENEFICIALLY 1,992,805 12 SOLE VOTING POWER -0- SHARED VOTING POWER 1,992,805 8 SHARED VOTING POWER 1,992,805 1,992,805 10 SHARED DISPOSITIVE POWER 1,992,805 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 | 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | | | O | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 1,992,805 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,992,805 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | | Delaware | | | | | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 1,992,805 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,992,805 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | | | 7 | | | | | |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 1,992,805 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,992,805 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | | | | -0- | | | | |
| OWNED BY EACH REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 1,992,805 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,992,805 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | | | 8 | SHARED VOTING POWER | | | | |
| REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 1,992,805 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,992,805 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | | | | 1,992,805 | | | | |
| REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 1,992,805 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,992,805 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | EAC | Н | 0 | SOLE DISDOSITIVE DOWED | | | | |
| WITH 10 SHARED DISPOSITIVE POWER 1,992,805 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,992,805 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | | | , | | | | | |
| 10 SHARED DISPOSITIVE POWER 1,992,805 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,992,805 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | | | | | | | | |
| 1,992,805 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: 0 | WIII | п | 10 | | | | | |
| 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: O | 11 | AGGREGATE AMOUNT BENEFICIALL | Y OWN | NED BY EACH REPORTING PERSON | | | | |
| | 12 | | | | | | | |
| | 13 | 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | | | o | | |

6.6%

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TYPE OF REPORTING PERSON

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CUSIP 84762L204

TYPE OF REPORTING PERSON

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| SCHI | EDULE 13D | | | | |
|---------------------|---|-------|------------------------------------|------------|---|
| 1 | NAME OF REPORTING PERSON | | | | |
| 2 | Harbinger Capital Partners Special Situations GP, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | | | |
| 3 | SEC USE ONLY | | | (a) (b) | |
| 4 | | | | | |
| 4 | SOURCE OF FUNDS | | | | |
| 5 | ${\bf AF}$ CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | | | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZ. | ATION | | | (|
| | Delaware | - | SOLE VOTEVG POVED | | |
| NII IN/ | IBER OF | 7 | SOLE VOTING POWER -0- | | |
| SHA | | 8 | SHARED VOTING POWER 1,992,805 | | |
| EAC REPO PERS | ORTING | 9 | SOLE DISPOSITIVE POWER -0- | | |
| WITI | H | 10 | SHARED DISPOSITIVE POWER 1,992,805 | | |
| 11 | AGGREGATE AMOUNT BENEFICIALL | Y OWN | | | |
| 12 | 1,992,805 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | | | | |
| 13 | PERCENT OF CLASS REPRESENTED B | Y AMC | OUNT IN ROW (11) | | (|
| | 6.6% | | | | |

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CUSIP 84762L204 SCHEDULE 13D

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TYPE OF REPORTING PERSON

| SCE | EDULE 13D | | | | |
|------------|--|---------|------------------------------------|------------|--------|
| 1 | NAME OF REPORTING PERSON | | | | |
| 2 | Global Opportunities Breakaway Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | | | |
| 3 | SEC USE ONLY | | | (a) (b) | O X |
| 4 | SOURCE OF FUNDS | | | | |
| 5 | OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | | | | |
| 6 | CITIZENSHIP OR PLACE OF ORGAN | IZATION | | | O |
| | Cayman Islands | 7 | SOLE VOTING POWER | | |
| NU | MBER OF | | -0- | | |
| SHA BEN | RES EFICIALLY NED BY | 8 | SHARED VOTING POWER 1,453,850 | | |
| | CH ORTING SON | 9 | SOLE DISPOSITIVE POWER -0- | | |
| WIT | | 10 | SHARED DISPOSITIVE POWER 1,453,850 | | |
| 11 | AGGREGATE AMOUNT BENEFICIAL | LLY OWN | | | |
| 12 | 1,453,850 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | | | : | |
| 13 | PERCENT OF CLASS REPRESENTED | BY AMO | OUNT IN ROW (11) | | O |
| 1.4 | 4.8% | | | | |

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CUSIP 84762L204

TYPE OF REPORTING PERSON

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| SCHI | EDULE 13D | | | | |
|---------------------|--|-------|------------------------------------|------------|---|
| 1 | NAME OF REPORTING PERSON | | | | |
| 2 | Global Opportunities Breakaway Management, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | | | |
| 3 | SEC USE ONLY | | | (a) (b) | |
| 4 | | | | | |
| 4 | SOURCE OF FUNDS | | | | |
| 5 | ${\bf AF}$ CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | | | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZ | ATION | | | (|
| | Delaware | | | | |
| | | 7 | SOLE VOTING POWER -0- | | |
| | IBER OF | | -0- | | |
| SHAI | RES EFICIALLY | 8 | SHARED VOTING POWER | | |
| | NED BY | | 1,453,850 | | |
| EAC | | 9 | SOLE DISPOSITIVE POWER | | |
| REPORTING PERSON | | | -0- | | |
| WITH | | | | | |
| | | 10 | SHARED DISPOSITIVE POWER 1,453,850 | | |
| 11 | AGGREGATE AMOUNT BENEFICIALL | Y OWN | | | |
| 12 | 1,453,850 2 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | | | | |
| 13 | PERCENT OF CLASS REPRESENTED B | Y AMC | OUNT IN ROW (11) | | (|
| | 4.8% | | | | |

| | IP 84762L204 EDULE 13D | | Page 8 of 21 Pages | | |
|----------------------|--|-------|------------------------------------|-----|---|
| | | | | | |
| 1 | NAME OF REPORTING PERSON | | | | |
| 2 | Global Opportunities Breakaway Management GP, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | | | | |
| 3 | SEC USE ONLY | | | (b) | 3 |
| 4 | SOURCE OF FUNDS | | | | |
| 5 | AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | | | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZ. | ATION | | | (|
| | Delaware | 7 | SOLE VOTING POWER | | |
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| OWN | EFICIALLY IED BY | 8 | SHARED VOTING POWER 1,453,850 | | |
| EACI REPO PERS | ORTING | 9 | SOLE DISPOSITIVE POWER -0- | | |
| WITI | H | 10 | SHARED DISPOSITIVE POWER 1,453,850 | | |
| 11 | AGGREGATE AMOUNT BENEFICIALL | Y OWN | | | |
| 12 | 1,453,850 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | | | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | | | (|

4.8%

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TYPE OF REPORTING PERSON

CUSIP 84762L204 SCHEDULE 13D

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1 NAME OF REPORTING PERSON

- **Harbinger Holdings, LLC** CHECK THE APPROPRIATE BOX IF A MEMBER OF A 2 **GROUP**
- (a) O
- (b) **x**