Spectrum Brands, Inc. Form SC 13D/A October 19, 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. 1)

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) 339-5888

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

SEPTEMBER 15, 2008

(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).

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1	NAME OF REPORTING PERSON				
2	Harbinger Capital Partners Master Fund CHECK THE APPROPRIATE BOX IF A M		ER OF A GROUP	(-)	0
3	SEC USE ONLY			(a) (b)	x
4	SOURCE OF FUNDS				
5	OO CHECK BOX IF DISCLOSURE OF LEGA ITEMS 2(d) OR 2(e)	L PRO	CEEDINGS IS REQUIRED PURSUANT TO		
6	CITIZENSHIP OR PLACE OF ORGANIZA	ATION			O
	Cayman Islands	7	SOLE VOTING POWER		
NUM	IBER OF		-0-		
OWN	EFICIALLY NED BY	8	SHARED VOTING POWER 8,708,252		
REPO PERS	ORTING	9	SOLE DISPOSITIVE POWER -0-		
WITI	Н	10	SHARED DISPOSITIVE POWER 8,708,252		
11	AGGREGATE AMOUNT BENEFICIALLY	Y OWN			
12	8,708,252 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:				
13	PERCENT OF CLASS REPRESENTED BY	Y AMO	UNT IN ROW (11)		O
14	29.03% TYPE OF REPORTING PERSON				

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CUSIP 84762L204

29.03%

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TYPE OF REPORTING PERSON

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1	WAR OF DEPOPERING DEPOS						
1	NAME OF REPORTING PERSON						
2	Harbinger Capital Partners LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
3	SEC USE ONLY			(a) (b)			
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 ORGANIZA	ATION			0		
	Delaware						
NHM	BER OF	7	SOLE VOTING POWER -0-				
SHAI BENI		8	SHARED VOTING POWER 8,708,252				
EACH REPORTING PERSON		9	SOLE DISPOSITIVE POWER -0-				
WITI	1	10	SHARED DISPOSITIVE POWER 8,708,252				
11	AGGREGATE AMOUNT BENEFICIALLY	Y OWN					
12	8,708,252 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:						
13					O		

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	SIP 84762L204 IEDULE 13D		Page 4 of 17 Pages		
1	NAME OF REPORTING PERSON				
2	Harbinger Capital Partners Special Sit CHECK THE APPROPRIATE BOX IF	tuations F A MEMB	'und, L.P. ER OF A GROUP	(a)	C
3	SEC USE ONLY			(b)	
4	SOURCE OF FUNDS				
5	OO CHECK BOX IF DISCLOSURE OF LEG ITEMS 2(d) OR 2(e)	GAL PRO	CEEDINGS IS REQUIRED PURSUANT TO		0
6	CITIZENSHIP OR PLACE OF ORGAN	IZATION			O
	Delaware				
		7	SOLE VOTING POWER -0-		
SHA BEN	MBER OF ARES IEFICIALLY NED BY	8	SHARED VOTING POWER 1,891,717		
EACH REPORTING PERSON		9	SOLE DISPOSITIVE POWER -0-		
WIT	Ή	10	SHARED DISPOSITIVE POWER		
			1,891,717		

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

11

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14

1,891,717

6.31%

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TYPE OF REPORTING PERSON

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SCHEDULE 13D

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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)	0 x
4	SOURCE OF FUNDS				
5	AF				
6	CITIZENSHIP OR PLACE OF ORGANIZ	ATION			0
	Delaware	7	SOLE VOTING POWER		
NUMBER OF SHARES BENEFICIALLY OWNED BY		8	-0- SHARED VOTING POWER 1,891,717		
EAC REP PER	ORTING	9	SOLE DISPOSITIVE POWER -0-		
WIT	Н	10	SHARED DISPOSITIVE POWER 1,891,717		
11	AGGREGATE AMOUNT BENEFICIALL	Y OWN	IED BY EACH REPORTING PERSON		
12	1,891,717 CHECK BOX IF THE AGGREGATE AM	OUNT I	N ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED B	Y AMO	OUNT IN ROW (11)		O
14	6.31% TYPE OF REPORTING PERSON				
	СО				

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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)	0 x
4	SOURCE OF FUNDS				
5	OO CHECK BOX IF DISCLOSURE OF LEGA ITEMS 2(d) OR 2(e)	AL PRO	CEEDINGS IS REQUIRED PURSUANT TO		
6	CITIZENSHIP OR PLACE OF ORGANIZ	ZATION			0
	Cayman Islands	7	SOLE VOTING POWER		
NUMBER OF SHARES BENEFICIALLY OWNED BY		8	-0- SHARED VOTING POWER 1,453,850		
	CH ORTING SON	9	SOLE DISPOSITIVE POWER		
WIT	Н	10	SHARED DISPOSITIVE POWER 1,453,850		
11	AGGREGATE AMOUNT BENEFICIALL	Y OWN	NED BY EACH REPORTING PERSON		
12	1,453,850 CHECK BOX IF THE AGGREGATE AM	OUNT I	IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				o
14	4.85% TYPE OF REPORTING PERSON				
	СО				

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1	NAME OF REPORTING PERSO	N			
2	Harbinger Capital Partners II LP CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				(
3	SEC USE ONLY			(b)	y
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 O	RGANIZATION			C
NUM SHA	Delaware MBER OF	7	SOLE VOTING POWER -0-		
BEN	EFICIALLY NED BY	8	SHARED VOTING POWER 1,453,850		
PER	ORTING SON	9	SOLE DISPOSITIVE POWER -0-		
WIT:		10	SHARED DISPOSITIVE POWER 1,453,850		
11	1.453.850	FICIALLY UWN	IED BY EACH REPORTING PERSON		

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12

13

14

4.85%

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TYPE OF REPORTING PERSON

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CUSIP 84762L204	
SCHEDULE 13D	

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1	NAME OF REPORTING PERSON				
2	Harbinger Capital Partners II GP LLC CHECK THE APPROPRIATE BOX IF A	МЕМВІ	ER OF A GROUP		
3	SEC USE ONLY			(a) (b)	O X
4	SOURCE OF FUNDS				
5	AF CHECK BOX IF DISCLOSURE OF LEGA ITEMS 2(d) OR 2(e)	AL PRO	CEEDINGS IS REQUIRED PURSUANT TO		
6	CITIZENSHIP OR PLACE OF ORGANIZ	ATION			0
	Delaware	7	SOLE VOTING POWER		
NUN	MBER OF		-0-		
BEN	RES IEFICIALLY NED BY	8	SHARED VOTING POWER 1,453,850		
EAC REP PER	ORTING	9	SOLE DISPOSITIVE POWER -0-		
WIT	Н	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)		0
14	4.85% TYPE OF REPORTING PERSON				
	СО				

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**