

Fortune Brands Home & Security, Inc.
Form SC 13G/A
February 14, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Fortune Brands Home & Security, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

34964C106

(CUSIP Number)

December 31, 2012

Edgar Filing: Fortune Brands Home & Security, Inc. - Form SC 13G/A

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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 ("Act") 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).

CUSIP No. **34964C106 13G** Page 2 of 10 Pages

NAMES OF REPORTING PERSONS

- 1) Mason Capital Management LLC, in its capacity as investment manager for certain investment funds and a separately managed account. I.R.S. I.D. No. 13-4121993.
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (*SEE INSTRUCTIONS*)
- (a)
- (b)
- 3) SEC USE ONLY
- 4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
- | | | |
|--|-----------------------------|-----------|
| NUMBER OF | 5) SOLE VOTING POWER | 2,704,494 |
| SHARES | 6) SHARED VOTING POWER | -0- |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7) SOLE DISPOSITIVE POWER | 2,704,494 |
| | 8) SHARED DISPOSITIVE POWER | -0- |
- 9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,704,494
- CHECK IF THE AGGREGATE AMOUNT IN ROW
- 10) (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
- PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
- 11) Approximately 1.7%¹
- 12) TYPE OF REPORTING PERSON (*SEE INSTRUCTIONS*) IA

1. The percentage of ownership described above is based on approximately 162,803,945 shares of Common Stock outstanding as of October 31, 2012, as reported in the issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 5, 2012.

* The Reporting Person may be deemed to have beneficial ownership over the shares of Common Stock reported in this Schedule 13G by virtue of the authority granted to it to vote and dispose of such shares. Pursuant to Rule 13d-4 under the Securities Exchange Act of 1934, as amended, the Reporting Person disclaims beneficial ownership of all shares of Common Stock reported in this Schedule 13G, except to the extent of any pecuniary interest therein.

CUSIP No. **34964C106 13G** Page 3 of 10 Pages

NAMES OF REPORTING PERSONS

- 1) Kenneth M. Garschina
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (*SEE* INSTRUCTIONS)
- (a)
(b)
- 3) SEC USE ONLY
- 4) CITIZENSHIP OR PLACE OF ORGANIZATION United States
- NUMBER OF 5) SOLE VOTING POWER -0-
SHARES 6) SHARED VOTING POWER 2,704,494
BENEFICIALLY 7) SOLE DISPOSITIVE POWER -0-
OWNED BY
EACH 8) SHARED DISPOSITIVE POWER 2,704,494
REPORTING PERSON WITH
- 9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,704,494
- CHECK IF THE AGGREGATE AMOUNT IN ROW
- 10) (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
- PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
- 11) Approximately 1.7%¹
- 12) TYPE OF REPORTING PERSON (*SEE* INSTRUCTIONS) IN

1. The percentage of ownership described above is based on approximately 162,803,945 shares of Common Stock outstanding as of October 31, 2012, as reported in the issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 5, 2012.

* The Reporting Person may be deemed to have beneficial ownership over the shares of Common Stock reported in this Schedule 13G by virtue of being a managing principal of Mason Capital Management LLC to which the authority to vote and dispose of such shares was granted. Pursuant to Rule 13d-4 under the Securities Exchange Act of 1934, as amended, the Reporting Person disclaims beneficial ownership of all shares of common stock reported in this Schedule 13G.

CUSIP No. **34964C106 13G** Page 4 of 10 Pages

NAMES OF REPORTING PERSONS

- 1) Michael E. Martino
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
- (a)
- (b)
- 3) SEC USE ONLY
- 4) CITIZENSHIP OR PLACE OF ORGANIZATION United States
- NUMBER OF 5) SOLE VOTING POWER -0-
- SHARES 6) SHARED VOTING POWER 2,704,494
- BENEFICIALLY 7) SOLE DISPOSITIVE POWER -0-
- OWNED BY
- EACH 8) SHARED DISPOSITIVE POWER 2,704,494
- REPORTING PERSON WITH
- 9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,704,494
- CHECK BOX IF THE AGGREGATE AMOUNT IN
- 10) ROW (9) EXCLUDES CERTAIN SHARES (SEE
- INSTRUCTIONS)
- PERCENT OF CLASS REPRESENTED BY AMOUNT
- 11) IN ROW (9)
- Approximately 1.7%¹
- 12) TYPE OF REPORTING PERSON (SEE
- INSTRUCTIONS) IN

1. The percentage of ownership described above is based on approximately 162,803,945 shares of Common Stock outstanding as of October 31, 2012, as reported in the issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 5, 2012.

* The Reporting Person may be deemed to have beneficial ownership over the shares of Common Stock reported in this Schedule 13G by virtue of being a managing principal of Mason Capital Management LLC to which the authority to vote and dispose of such shares was granted. Pursuant to Rule 13d-4 under the Securities Exchange Act of 1934, as amended, the Reporting Person disclaims beneficial ownership of all shares of common stock reported in this Schedule 13G.

CUSIP No. **34964C106 13G** Page 5 of 10 Pages

Item 1.

(a) Name of Issuer:

Fortune Brands Home & Security, Inc.

(b) Address of Issuer's Principal Executive Offices:

520 Lake Cook Road
Deerfield, IL 60015

Item 2.

(a) Name of Person Filing:

This Schedule 13G is being filed jointly by the following reporting persons (hereinafter sometimes collectively referred to as the "Reporting Persons") pursuant to an Agreement of Joint Filing attached as Exhibit A to the Schedule 13G filed with the Securities and Exchange Commission on October 14, 2011:

- (i) Mason Capital Management LLC, a Delaware limited liability company ("Mason Capital Management");
- (ii) Kenneth M. Garschina; and
- (iii) Michael E. Martino.

Mason Capital Management, Mr. Garschina and Mr. Martino are filing this Schedule with respect to:

- (i) 1,903,835 shares of Common Stock directly owned by Mason Capital Master Fund, L.P., a Cayman Islands exempted limited partnership ("Mason Capital Master Fund"), the general partner of which is Mason Management LLC ("Mason Management"); and
- (ii) 800,659 shares of Common Stock directly owned by Mason Capital L.P., a Delaware limited partnership ("Mason Capital LP"), the general partner of which is Mason Management.

Mason Capital Management is the investment manager of each of Mason Capital Master Fund and Mason Capital LP, and Mason Capital Management may be deemed to have beneficial ownership over the shares of Common Stock reported in this Schedule by virtue of the authority granted to Mason Capital Management by Mason Capital Master Fund and Mason Capital LP to vote and exercise investment discretion over such shares.

Mr. Garschina and Mr. Martino are managing principals of Mason Capital Management and the sole members of Mason Management.

(b) Address of Principal Business Office or, if None, Residence:

The principal business office address of Mason Capital Management, Mr. Garschina and Mr. Martino is:

Mason Capital Management LLC
110 East 59th Street, 30th Floor
New York, New York 10022

CUSIP No. **34964C106 13G** Page 6 of 10 Pages

(c) Citizenship:

The place of organization or citizenship of each Reporting Person is as follows:

| <u>Name of Reporting Person</u> | <u>Place of Organization/Citizenship</u> |
|---------------------------------|--|
| Mason Capital Management LLC | Delaware |
| Kenneth M. Garschina | United States |
| Michael E. Martino | United States |

(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share

(e) CUSIP Number:

34964C106

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(i) Mason Capital Management

| | |
|--|--------------------|
| (a) Amount beneficially owned: | 2,704,494 |
| (b) Percent of class: | Approximately 1.7% |
| (c) Number of shares as to which the person has: | |
| (i) Sole power to vote or to direct the vote | 2,704,494 |
| (ii) Shared power to vote or to direct the vote | -0- |
| (iii) Sole power to dispose or to direct the disposition of | 2,704,494 |
| (iv) Shared power to dispose or to direct the disposition of | -0- |

(ii) Kenneth M. Garschina

| | |
|--|--------------------|
| (a) Amount beneficially owned: | 2,704,494 |
| (b) Percent of class: | Approximately 1.7% |
| (c) Number of shares as to which the person has: | |

CUSIP No. **34964C106 13G** Page 7 of 10 Pages

| | |
|--|-----------|
| (i) Sole power to vote or to direct the vote | -0- |
| (ii) Shared power to vote or to direct the vote | 2,704,494 |
| (iii) Sole power to dispose or to direct the disposition of | -0- |
| (iv) Shared power to dispose or to direct the disposition of | 2,704,494 |

(iii) Michael M. Martino

| | |
|--|--------------------|
| (a) Amount beneficially owned: | 2,704,494 |
| (b) Percent of class: | Approximately 1.7% |
| (c) Number of shares as to which the person has: | |
| (i) Sole power to vote or to direct the vote | -0- |
| (ii) Shared power to vote or to direct the vote | 2,704,494 |
| (iii) Sole power to dispose or to direct the disposition of | -0- |
| (iv) Shared power to dispose or to direct the disposition of | 2,704,494 |

The number of shares beneficially owned and the percentage of outstanding shares represented thereby have been computed in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended. The percentage of ownership described above is based on approximately 162,803,945 shares of Common Stock outstanding as of October 31, 2012, as reported in the issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 5, 2012.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following Q

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The right to receive dividends from, or the proceeds from the sale of, all shares of Common Stock reported in this Schedule as may be deemed to be beneficially owned by Mason Capital Management, Mr. Garschina and Mr. Martino is held by Mason Capital Master Fund and Mason Capital LP, as the case may be, all of which are the advisory clients of Mason Capital Management. Mason Capital Management, Mr. Garschina and Mr. Martino disclaim beneficial ownership of all shares of Common Stock reported in this Schedule pursuant to Rule 13d-4 under the Securities Exchange Act of 1934, as amended.

CUSIP No. **34964C106 13G** Page 8 of 10 Pages

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By 7. the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. **34964C106 13G** Page 9 of 10 Pages

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2012

Mason Capital Management
LLC

By: /s/ John Grizzetti
Name: John Grizzetti
Title: Chief Operating Officer

KENNETH M.
GARSCHINA

/s/ Kenneth M.
Garschina
Kenneth M.
Garschina

MICHAEL
E.
MARTINO

/s/ Michael
E. Martino
Michael E.
Martino

CUSIP No. **34964C106 13G** Page 10 of 10 Pages

EXHIBIT INDEX

Exhibit Description

99.1 Joint Filing Agreement**

** Previously Filed in a Statement on Schedule 13G with the Securities and Exchange Commission on October 14, 2011.