

LASRY MARC
Form 3/A
June 18, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Avenue Capital Management II, L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O AVENUE CAPITAL MANAGEMENT II, L.P., Â MADISON AVENUE, 15TH FLOOR</p> <p>(Street)</p> <p>NEW YORK, Â NY Â 10022</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/16/2010</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Spectrum Brands Holdings, Inc. [SPB]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>06/17/2010</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	328,767 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(3)</u>
Common Stock, par value \$0.01 per share	650,628 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(4)</u>
Common Stock, par value \$0.01 per share	257,333 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(5)</u>
Common Stock, par value \$0.01 per share	1,753,949 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(6)</u>
Common Stock, par value \$0.01 per share	3,772,168 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(7)</u>
Common Stock, par value \$0.01 per share	0 <u>(8)</u>	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Avenue Capital Management II, L.P. C/O AVENUE CAPITAL MANAGEMENT II, L.P. MADISON AVENUE, 15TH FLOOR NEW YORK, NY 10022	^	^ X	^	^
Avenue Capital Management II GenPar, LLC C/O AVENUE CAPITAL MANAGEMENT II, L.P. MADISON AVENUE, 15TH FLOOR NEW YORK, NY 10022	^	^ X	^	^
LASRY MARC C/O AVENUE CAPITAL MANAGEMENT II, L.P. MADISON AVENUE, 15TH FLOOR NEW YORK, NY 10022	^	^ X	^	^

Signatures

Avenue Capital Management II, L.P. By: Avenue Capital Management II GenPar, LLC, its General Partner, By: /s/ Eric Ross, attorney-in-fact for Marc Lasry, Managing Member	06/18/2010
__Signature of Reporting Person	Date
Avenue Capital Management II GenPar, LLC By: /s/ Eric Ross, attorney-in-fact for Marc Lasry, Managing Member	06/18/2010
__Signature of Reporting Person	Date
/s/ Eric Ross, attorney-in-fact for Marc Lasry	06/18/2010
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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The shares of Common Stock, par value \$0.01 per share (the "Common Stock"), of Spectrum Brands Holdings, Inc. (the "Issuer") held by the persons reporting on this Form 3/A were acquired in a single transaction in connection with a merger as described in that certain Agreement and Plan of Merger dated as of February 9, 2010 among Russell Hobbs, Inc., Spectrum Brands, Inc., Spectrum Brands Holdings, Inc., Grill Merger Corp. and Battery Merger Corp.

- (2) The filing of this Form 3/A shall not be construed as an admission that Avenue Capital Management II, L.P. ("Avenue Capital Management"), Avenue Capital Management II GenPar, LLC ("Avenue Capital Management GenPar") or Marc Lasry (together, the "Controlling Persons") is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the Common Stock of the Issuer directly held by Avenue Investments, L.P. ("Avenue Investments"), Avenue International Master, L.P. ("Avenue International Master"), Avenue-CDP Global Opportunities Fund, L.P. ("Avenue-CDP"), Avenue Special Situations Fund IV, L.P. ("Fund IV") and Avenue Special Situations Fund V, L.P. ("Fund V" and together, the "Funds"). Pursuant to Rule 16a-1, the Controlling Persons disclaim such beneficial ownership except to the extent of their pecuniary interest therein.

- (3) Marc Lasry has an indirect pecuniary interest in the 328,767 shares of Common Stock of the Issuer owned through the account of Avenue Investments. Marc Lasry reports the Common Stock of the Issuer held by Avenue Investments because, as the managing member of Avenue Capital Management GenPar, the general partner of Avenue Capital Management, which acts as the investment manager to Avenue Investments, he controls the disposition and voting of the securities held by Avenue Investments. Mr. Lasry also owns an interest in one or more entities that directly or indirectly control Avenue Investments and receives a portion of the profits allocation related to Avenue Investments.

- (4) Marc Lasry has an indirect pecuniary interest in the 650,628 shares of Common Stock of the Issuer owned through the account of Avenue International Master. Marc Lasry reports the Common Stock of the Issuer held by Avenue International Master because, as the managing member of Avenue Capital Management GenPar, the general partner of Avenue Capital Management, which acts as the investment manager to Avenue International Master, he controls the disposition and voting of the securities held by Avenue International Master. Mr. Lasry also owns an interest in one or more entities that directly or indirectly control Avenue International Master and receives a portion of the profits allocation related to Avenue International Master.

- (5) Marc Lasry has an indirect pecuniary interest in the 257,333 shares of Common Stock of the Issuer owned through the account of Avenue-CDP. Marc Lasry reports the Common Stock of the Issuer held by Avenue-CDP because, as the managing member of Avenue Capital Management GenPar, the general partner of Avenue Capital Management, which acts as the investment manager to Avenue-CDP, he controls the disposition and voting of the securities held by Avenue-CDP. Mr. Lasry also owns an interest in one or more entities that directly or indirectly control Avenue-CDP and receives a portion of the profits allocation related to Avenue-CDP.

- (6) Marc Lasry has an indirect pecuniary interest in the 1,753,949 shares of Common Stock of the Issuer owned through the account of Fund IV. Marc Lasry reports the Common Stock of the Issuer held by Fund IV because, as the managing member of Avenue Capital Management GenPar, the general partner of Avenue Capital Management, which acts as the investment manager to Fund IV, he controls the disposition and voting of the securities held by Fund IV. Mr. Lasry also owns an interest in one or more entities that directly or indirectly control Fund IV and receives a portion of the profits allocation related to Fund IV.

- (7) Marc Lasry has an indirect pecuniary interest in the 3,772,168 shares of Common Stock of the Issuer owned through the account of Fund V. Marc Lasry reports the Common Stock of the Issuer held by Fund V because, as the managing member of Avenue Capital Management GenPar, the general partner of Avenue Capital Management, which acts as the investment manager to Fund V, he controls the disposition and voting of the securities held by Fund V. Mr. Lasry also owns an interest in one or more entities that directly or indirectly control Fund V and receives a portion of the profits allocation related to Fund V.

- (8) Although Avenue Capital Management, as the investment manager of the Funds, and Avenue Capital Management GenPar, as the general partner of Avenue Capital Management, have investment discretion over the Funds, their only remuneration consists of an asset based fee.

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Remarks:

This Form 3/A is being filed to correct the signature lines on the original filing of Form 3/A by the Exchange Commission on June 17, 2010.

Exhibit List

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.