

Spectrum Brands, Inc.  
Form SC 13D/A  
August 20, 2008  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

## SCHEDULE 13D

(Rule 13d-101)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)<sup>1</sup>

SPECTRUM BRANDS, INC.  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

84762L105  
(CUSIP Number)

David P. Kreisler, Esq.  
Weil, Gotshal & Manges LLP  
100 Federal Street, 34th Floor  
Boston, Massachusetts 02110  
(617) 772-8300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

August 18, 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 which 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.

*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.

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<sup>1</sup> 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 ("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~~ *Notes*).

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**13D**

1. NAME OF REPORTING PERSONS

**THL EQUITY ADVISORS IV, LLC**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS

IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

**MASSACHUSETTS**

NUMBER OF SHARES  
BENEFICIALLY

OWNED BY EACH 7. SOLE VOTING POWER\* **33,946**

REPORTING PERSON WITH 8. SHARED VOTING POWER\* **-0-**

9. SOLE DISPOSITIVE POWER\* **33,946**

10. SHARED DISPOSITIVE POWER\* **-0-**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*

33,946

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) \* **LESS THAN 0.1%**

14. TYPE OF REPORTING PERSON **OO**

\*See Item 5.

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**13D**

1. NAME OF REPORTING PERSONS

**THOMAS H. LEE EQUITY FUND IV, L.P.**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS

IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

**DELAWARE**

NUMBER OF SHARES  
BENEFICIALLY

OWNED BY EACH

7. SOLE VOTING POWER\* **-0-**

REPORTING PERSON WITH

8. SHARED VOTING POWER\* **-0-**

9. SOLE DISPOSITIVE POWER\* **-0-**

10. SHARED DISPOSITIVE POWER\* **-0-**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*

**-0-**

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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES

o

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) \* **0.0%**

14. TYPE OF REPORTING PERSON **PN**

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**13D**

1. NAME OF REPORTING PERSONS

**THOMAS H. LEE FOREIGN FUND IV, L.P.**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS

IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

**DELAWARE**

NUMBER OF SHARES  
BENEFICIALLY

OWNED BY EACH

7. SOLE VOTING POWER\* **-0-**

REPORTING PERSON WITH

8. SHARED VOTING POWER\* **-0-**

9. SOLE DISPOSITIVE POWER\* **-0-**

10. SHARED DISPOSITIVE POWER\* **-0-**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*

**-0-**

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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES

o

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) \* **0.0%**

14. TYPE OF REPORTING PERSON **PN**

\*See Item 5.

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**13D**

1. NAME OF REPORTING PERSONS

**THOMAS H. LEE FOREIGN FUND IV-B, L.P.**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS **00**

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS

IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

**DELAWARE**

NUMBER OF SHARES  
BENEFICIALLY

OWNED BY EACH

7. SOLE VOTING POWER\* **-0-**

REPORTING PERSON WITH

8. SHARED VOTING POWER\* **-0-**

9. SOLE DISPOSITIVE POWER\* **-0-**

10. SHARED DISPOSITIVE POWER\* **-0-**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*

**-0-**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

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EXCLUDES CERTAIN SHARES

0

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) \* **0.0%**

14. TYPE OF REPORTING PERSON **PN**

\*See Item 5.

**13D**

1. NAME OF REPORTING PERSONS

**1997 THOMAS H. LEE NOMINEE TRUST**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS

IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

**MASSACHUSETTS**

NUMBER OF SHARES  
BENEFICIALLY

OWNED BY EACH

7. SOLE VOTING POWER\* **-0-**

REPORTING PERSON WITH

8. SHARED VOTING POWER\* **158,482**

9. SOLE DISPOSITIVE POWER\* **-0-**

10. SHARED DISPOSITIVE POWER\* **158,482**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*

**158,482**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES

0

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) \* **0.3%**

14. TYPE OF REPORTING PERSON **OO**

\*See Item 5.

**13D**

1. NAME OF REPORTING PERSONS

**DAVID V. HARKINS**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS

IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

**UNITED STATES**

NUMBER OF SHARES  
BENEFICIALLY

OWNED BY EACH

7. SOLE VOTING POWER\* **176,063**

REPORTING PERSON WITH

8. SHARED VOTING POWER\* **24,859**

9. SOLE DISPOSITIVE POWER\* **176,063**

10. SHARED DISPOSITIVE POWER\* **24,859**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*

**200,922**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES

0

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) \* **0.4%**

14. TYPE OF REPORTING PERSON **IN**

\*See Item 5.

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**13D**

1. NAME OF REPORTING PERSONS

**THE 1995 HARKINS GIFT TRUST**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS

IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

**MASSACHUSETTS**

NUMBER OF SHARES  
BENEFICIALLY

OWNED BY EACH

7. SOLE VOTING POWER\* **-0-**

REPORTING PERSON WITH

8. SHARED VOTING POWER\* **22,074**

9. SOLE DISPOSITIVE POWER\* **-0-**

10. SHARED DISPOSITIVE POWER\* **22,074**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*

**22,074**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) \* **LESS THAN 0.1%**

14. TYPE OF REPORTING PERSON **00**

\*See Item 5.

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**13D**

1. NAME OF REPORTING PERSONS

**SCOTT A. SCHOEN**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS

IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

**UNITED STATES**

NUMBER OF SHARES  
BENEFICIALLY

OWNED BY EACH

7. SOLE VOTING POWER\***30,764**

REPORTING PERSON WITH

8. SHARED VOTING POWER\***2,785**

9. SOLE DISPOSITIVE POWER\***30,764**

10. SHARED DISPOSITIVE POWER\* **2,785**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*

**33,549**

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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES

o

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) \* **LESS THAN 0.1%**

14. TYPE OF REPORTING PERSON **IN**

\*See Item 5.

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**13D**

1. NAME OF REPORTING PERSONS

**C. HUNTER BOLL**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS

IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

**UNITED STATES**

NUMBER OF SHARES  
BENEFICIALLY

OWNED BY EACH

7. SOLE VOTING POWER\***30,764**

REPORTING PERSON WITH

8. SHARED VOTING POWER\***-0-**

9. SOLE DISPOSITIVE POWER\***30,764**

10. SHARED DISPOSITIVE POWER\* **-0-**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*

**30,764**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)\* **LESS THAN 0.1%**

14. TYPE OF REPORTING PERSON **IN**

\*See Item 5.

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**13D**

1. NAME OF REPORTING PERSONS

**SCOTT M. SPERLING**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS

IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

**UNITED STATES**

NUMBER OF SHARES  
BENEFICIALLY

OWNED BY EACH

7. SOLE VOTING POWER\***30,764**

REPORTING PERSON WITH

8. SHARED VOTING POWER\* **2,785**

9. SOLE DISPOSITIVE POWER\***30,764**

10. SHARED DISPOSITIVE POWER\* **2,785**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**33,549**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)\* **LESS THAN 0.1%**

14. TYPE OF REPORTING PERSON **IN**

\*See Item 5.

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**13D**

1. NAME OF REPORTING PERSONS

**ANTHONY J. DINOVI**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS **00**

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS

IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

**UNITED STATES**

NUMBER OF SHARES  
BENEFICIALLY

OWNED BY EACH

7. SOLE VOTING POWER\***30,764**

REPORTING PERSON WITH

8. SHARED VOTING POWER\* **2,785**

9. SOLE DISPOSITIVE POWER\***30,764**

10. SHARED DISPOSITIVE POWER\* **2,785**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*

**33,549**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) \* **LESS THAN 0.1%**

14. TYPE OF REPORTING PERSON **IN**

\*See Item 5.

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**13D**

1. NAME OF REPORTING PERSONS

**THOMAS M. HAGERTY**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS

IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

**UNITED STATES**

NUMBER OF SHARES  
BENEFICIALLY

OWNED BY EACH

7. SOLE VOTING POWER\***46,959**

REPORTING PERSON WITH

8. SHARED VOTING POWER\* **2,785**

9. SOLE DISPOSITIVE POWER\***46,959**

10. SHARED DISPOSITIVE POWER\* **2,785**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*

**49,744**

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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES

o

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) \* **LESS THAN 0.1%**

14. TYPE OF REPORTING PERSON **IN**

\*See Item 5.

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**13D**

1. NAME OF REPORTING PERSONS

**WARREN C. SMITH, JR.**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS

IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

**UNITED STATES**

NUMBER OF SHARES  
BENEFICIALLY

OWNED BY EACH

7. SOLE VOTING POWER\***73,698**

REPORTING PERSON WITH

8. SHARED VOTING POWER\* **5,240**

9. SOLE DISPOSITIVE POWER\***73,698**

10. SHARED DISPOSITIVE POWER\* **5,240**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*

**78,938**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES

o

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) \* **0.1%**

14. TYPE OF REPORTING PERSON **IN**

\*See Item 5.

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**13D**

1. NAME OF REPORTING PERSONS

**SMITH FAMILY LIMITED PARTNERSHIP**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS

IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

**MASSACHUSETTS**

NUMBER OF SHARES  
BENEFICIALLY

OWNED BY EACH

7. SOLE VOTING POWER\* **-0-**

REPORTING PERSON WITH

8. SHARED VOTING POWER\* **2,455**

9. SOLE DISPOSITIVE POWER\* **-0-**

10. SHARED DISPOSITIVE POWER\* **2,455**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*

**2,455**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES

o

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) \* **LESS THAN 0.1%**

14. TYPE OF REPORTING PERSON **PN**

\*See Item 5.

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**13D**

1. NAME OF REPORTING PERSONS

**SETH W. LAWRY**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS

IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

**UNITED STATES**

NUMBER OF SHARES BENEFICIALLY

OWNED BY EACH

7. SOLE VOTING POWER\***12,818**

REPORTING PERSON WITH

8. SHARED VOTING POWER\*  
**2,785**

9. SOLE DISPOSITIVE  
POWER\***12,818**

10. SHARED DISPOSITIVE  
POWER\* **2,785**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON\*

**15,603**