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)¹

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. 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.

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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, *sethe Notes*).

¹ 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.

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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) O

(b)X

- 3. SEC USE ONLY
- 4. SOURCE OF FUNDS **OO**
- 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS

IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	0

6. CITIZENSHIP OR PLACE OF ORGANIZATION

MASSACHUSETTS NUMBER OF SHARES BENEFICIALLY

- 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.

0

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13D

1.	NAME OF REPORTIN	IG PERSC	NS	
	THOMAS H. LEE EQ	QUITY FU	ND IV, L.P.	
2.	CHECK THE APPROF	PRIATE B	OX IF A MEMBER OF A GROUP	(a) O (b)X
				(-)
3.	SEC USE ONLY			
4.	SOURCE OF FUNDS	00		
5.	CHECK BOX IF DISC	LOSURE	OF LEGAL PROCEEDINGS	
	IS REQUIRED PURSU	JANT TO	ITEM 2(d) or 2(e)	0
6.	CITIZENSHIP OR PLA	ACE OF O	RGANIZATION	
	DELAWARE ER OF SHARES FICIALLY			
OWNE	D BY EACH	7.	SOLE VOTING POWER*-0-	
REPOR	RTING 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-

0

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

EXCLUDES CERTAIN SHARES

- 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 REPORTIN	IG PERSO	ONS	
	THOMAS H. LEE FO	DREIGN	FUND IV, L.P.	
2.	CHECK THE APPROF	PRIATE E	BOX IF A MEMBER OF A GROUP	(a) O (b)X
3.	SEC USE ONLY			
4.	SOURCE OF FUNDS	00		
5.	CHECK BOX IF DISC	LOSURE	OF LEGAL PROCEEDINGS	
	IS REQUIRED PURSU	JANT TO	ITEM 2(d) or 2(e)	0
6.	CITIZENSHIP OR PLA	ACE OF (DRGANIZATION	
	DELAWARE BER OF SHARES FICIALLY			
OWNE	ED BY EACH	7.	SOLE VOTING POWER*-0-	
REPO	RTING PERSON WITH	8.	SHARED VOTING POWER* -0-	
		9.	SOLE DISPOSITIVE POWER*-0-	
		10.	SHARED DISPOSITIVE POWER* -0-	
11.	AGGREGATE AMOU	INT BENI	EFICIALLY OWNED BY EACH REPORTING PERSON*	
	-0-			

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

EXCLUDES CERTAIN SHARES

0

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

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0

CUSIP No. 84762L105 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) O (b)X 3. SEC USE ONLY 4. SOURCE OF FUNDS OO 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION 6. DELAWARE

NUMBER OF SHARES BENEFICIALLY

7. SOLE VOTING POWER*-0-OWNED BY EACH

8.

REPORTING PERSON WITH

- SHARED VOTING POWER* -0-
- 9. SOLE DISPOSITIVE POWER*-0-
- 10. SHARED DISPOSITIVE POWER* -0-
- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON* 11.
 - -0-

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

EXCLUDES CERTAIN SHARES

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

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13D

1.	NAME OF REPORTIN	NG PERS	ONS	
	1997 THOMAS H. LE	EE NOM	INEE TRUST	
2.	CHECK THE APPROI	PRIATE I	BOX IF A MEMBER OF A GROUP	(a) O (b)X
3.	SEC USE ONLY			
4.	SOURCE OF FUNDS	00		
5.	CHECK BOX IF DISC	CLOSURE	E OF LEGAL PROCEEDINGS	
	IS REQUIRED PURSU	JANT TO	D ITEM 2(d) or 2(e)	0
6.	CITIZENSHIP OR PL	ACE OF	ORGANIZATION	
	MASSACHUSETTS BER OF SHARES FICIALLY			
OWNI	ED BY EACH	7.	SOLE VOTING POWER*-0-	
REPO	RTING PERSON WITH	8.	SHARED VOTING POWER* 158,482	
		9.	SOLE DISPOSITIVE POWER* -0-	
		10.	SHARED DISPOSITIVE POWER* 158,482	
11.	AGGREGATE AMOU	UNT BEN	EFICIALLY OWNED BY EACH REPORTING PERSON*	
	158,482			

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

EXCLUDES CERTAIN SHARES

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

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13D

1.	NAME OF REPORTIN	IG PERSC	DNS	
	DAVID V. HARKINS			
2.	CHECK THE APPROF	PRIATE B	OX IF A MEMBER OF A GROUP	(a) O
				(b)X
3.	SEC USE ONLY			
4.	SOURCE OF FUNDS	00		
5.	CHECK BOX IF DISC	LOSURE	OF LEGAL PROCEEDINGS	
	IS REQUIRED PURSU	JANT TO	ITEM 2(d) or 2(e)	0
6.	CITIZENSHIP OR PLA	ACE OF O	RGANIZATION	
	UNITED STATES ER OF SHARES FICIALLY			
OWNE	D BY EACH	7.	SOLE VOTING POWER*176,063	
REPOR	TING PERSON WITH	8.	SHARED VOTING POWER* 24,859	
		9.	SOLE DISPOSITIVE POWER*176,063	
		10.	SHARED DISPOSITIVE POWER* 24,859	
11.	AGGREGATE AMOU	NT BENE	FICIALLY OWNED BY EACH REPORTING PERSON*	

200,922

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

EXCLUDES CERTAIN SHARES

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

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(a) 0

(b)X

0

0

13D

1.	NAME OF REPORTIN	IG PERSO	DNS
	THE 1995 HARKINS	GIFT TR	RUST
2.	CHECK THE APPROF	PRIATE B	SOX IF A MEMBER OF A GROUP
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS	00	
5.	CHECK BOX IF DISC	LOSURE	OF LEGAL PROCEEDINGS
	IS REQUIRED PURSU	JANT TO	ITEM 2(d) or 2(e)
6.	CITIZENSHIP OR PL	ACE OF C	DRGANIZATION
	MASSACHUSETTS BER OF SHARES FICIALLY		
	ED BY EACH	7.	SOLE VOTING POWER*-0-
REPO	RTING PERSON WITH	8.	SHARED VOTING POWER* 22,074
		9.	SOLE DISPOSITIVE POWER*-0-
		10.	SHARED DISPOSITIVE POWER* 22,074
11.	AGGREGATE AMOU	NT BENE	EFICIALLY 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%

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(a) O

(b)X

0

CUSIP No. 84762L105

13D

1. SCOTT A. SCHOEN 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 3. SEC USE ONLY 4. SOURCE OF FUNDS OO 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION 6.

NAME OF REPORTING PERSONS

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

0

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%

		Edga	ar Filing: Spectrum Brands, Inc Form SC 13D/A	
CUSIP	No. 84762L105			Page 10 of 44
13D				
1.	NAME OF REPORTIN	G PERSO	NS	
	C. HUNTER BOLL			
2.	CHECK THE APPROF	RIATE B	OX IF A MEMBER OF A GROUP	(a) O
				(b)X
3.	SEC USE ONLY			
4.	SOURCE OF FUNDS	00		
5.	CHECK BOX IF DISC	LOSURE	OF LEGAL PROCEEDINGS	
	IS REQUIRED PURSU	ANT TO	ITEM 2(d) or 2(e)	0
6.	CITIZENSHIP OR PLA	ACE OF O	RGANIZATION	
	UNITED STATES ER OF SHARES FICIALLY			
OWNE	D BY EACH	7.	SOLE VOTING POWER* 30,764	
REPOR	RTING PERSON WITH	8.	SHARED VOTING POWER*-0-	
		9.	SOLE DISPOSITIVE POWER*30,764	
		10.	SHARED DISPOSITIVE POWER* -0-	
11.	AGGREGATE AMOU	NT BENE	FICIALLY OWNED BY EACH REPORTING PERSON*	

30,764

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

EXCLUDES CERTAIN SHARES

0

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

		Edga	r Filing: Spectrum Brands, Inc Form SC 13D/A	
CUSIP	No. 84762L105			Page 11 of 44
13D				
1.	NAME OF REPORTIN		NS	
	SCOTT M. SPERLIN	ե		
2.	CHECK THE APPROP	RIATE BO	OX IF A MEMBER OF A GROUP	(a) O
				(b)X
3.	SEC USE ONLY			
4.	SOURCE OF FUNDS (00		
5.	CHECK BOX IF DISC	LOSURE	OF LEGAL PROCEEDINGS	
	IS REQUIRED PURSU	ANT TO I	ITEM 2(d) or 2(e)	0
6.	CITIZENSHIP OR PLA	CE OF O	RGANIZATION	
	UNITED STATES ER OF SHARES TICIALLY			
OWNE	D BY EACH	7.	SOLE VOTING POWER* 30,764	
REPOR	TING PERSON WITH	8.	SHARED VOTING POWER* 2,785	
		9.	SOLE DISPOSITIVE POWER*30,764	
		10.	SHARED DISPOSITIVE POWER* 2,785	
11	ACCDECATE AMOU		FICIALLY OWNED DV FACULDEDODTING DEDCOM	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

33,549

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

EXCLUDES CERTAIN SHARES

0

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

13D

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1.	NAME OF REPORTIN	G PERSC	NS	
	ANTHONY J. DINOV	Ί		
2.	CHECK THE APPROP	PRIATE B	OX IF A MEMBER OF A GROUP	(a) O (b)X
3.	SEC USE ONLY			
4.	SOURCE OF FUNDS	00		
5.	CHECK BOX IF DISC	LOSURE	OF LEGAL PROCEEDINGS	
	IS REQUIRED PURSU	ANT TO	ITEM 2(d) or 2(e)	0
6.	CITIZENSHIP OR PLA	ACE OF O	RGANIZATION	
	UNITED STATES ER OF SHARES FICIALLY			
OWNE	D BY EACH	7.	SOLE VOTING POWER*30,764	
REPOR	TING PERSON WITH	8.	SHARED VOTING POWER* 2,785	
		9.	SOLE DISPOSITIVE POWER*30,764	
		10.	SHARED DISPOSITIVE POWER* 2,785	
11.	AGGREGATE AMOU	NT BENE	FICIALLY OWNED BY EACH REPORTING PERSON*	
	33,549			

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

EXCLUDES CERTAIN SHARES

0

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

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13D

1.	NAME OF REPORTIN	IG PER	SONS	
	THOMAS M. HAGEI	RTY		
2.	CHECK THE APPROF	PRIATE	BOX IF A MEMBER OF A GROUP	(a) 0
				(b)X
3.	SEC USE ONLY			
4.	SOURCE OF FUNDS	00		
5.	CHECK BOX IF DISC	LOSUR	RE OF LEGAL PROCEEDINGS	
	IS REQUIRED PURSU	JANT T	O ITEM 2(d) or 2(e)	0
6.	CITIZENSHIP OR PLA	ACE OF	FORGANIZATION	
	UNITED STATES BER OF SHARES EFICIALLY			
OWN	ED BY EACH	7.	SOLE VOTING POWER*46,959	
REPC	ORTING PERSON WITH	8.	SHARED VOTING POWER* 2,785	
		9.	SOLE DISPOSITIVE POWER*46,959	
		10.	SHARED DISPOSITIVE POWER* 2,785	
11.	AGGREGATE AMOU	NT BEN	NEFICIALLY OWNED BY EACH REPORTING PERSON*	

49,744

0

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%

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13D

1.	NAME OF REPORTIN	IG PER	SONS	
	WARREN C. SMITH	, JR.		
2.	CHECK THE APPROI	PRIATE	BOX IF A MEMBER OF A GROUP	(a) O
				(b)X
3.	SEC USE ONLY			
4.	SOURCE OF FUNDS	00		
5.	CHECK BOX IF DISC	LOSUR	RE OF LEGAL PROCEEDINGS	
	IS REQUIRED PURSU	JANT T	O ITEM 2(d) or 2(e)	0
6.	CITIZENSHIP OR PLA	ACE OF	FORGANIZATION	
	UNITED STATES IBER OF SHARES EFICIALLY			
OWN	IED BY EACH	7.	SOLE VOTING POWER*73,698	
REPC	DRTING PERSON WITH	8.	SHARED VOTING POWER* 5,240	
		9.	SOLE DISPOSITIVE POWER*73,698	
		10.	SHARED DISPOSITIVE POWER* 5,240	
11.	AGGREGATE AMOU	NT BEI	NEFICIALLY OWNED BY EACH REPORTING PERSON*	

78,938

0

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

EXCLUDES CERTAIN SHARES

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

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1.	NAME OF REPORTING PERSONS			
	SMITH FAMILY LIMITED PARTNERSHIP			
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 ITEM 2(d) or 2(e)			0
6.	CITIZENSHIP OR PLACE OF ORGANIZATION			
	MASSACHUSETTS BER OF SHARES FICIALLY			
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*				

0

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%

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13D

1. NAME OF REPORTING PERSONS

SETH W. LAWRY

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

(b)X

0

- 3. SEC USE ONLY
- 4. SOURCE OF FUNDS **OO**
- 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 BER OF SHARES BENEFICIA

- 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