Spectrum Brands, Inc. Form SC 13D/A May 04, 2010

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. 5)

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)

April 30, 2010

(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.

* 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).

CUSIP No. 84762L20	4	SCHEDULE 13	Page 1 of 15 Pages D	
1 NA	NAME OF REPORTING PERSON			
	Harbinger Capital Partners Master Fund I, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o			
3 SEC	C USE ONLY		(b)	x
4 SOU	URCE OF FUNDS			
5 CHI	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6 CIT	O CITIZENSHIP OR PLACE OF ORGANIZATION			0
Cay	man Islands 7		SOLE VOTING POWER -0-	
NUMBI SHAI BENEFIC OWNE	RES 8 CIALLY		SHARED VOTING POWER 9,003,756	ł
EAC REPOR PERS	CH 9 RTING		SOLE DISPOSITIVE POWI -0-	ER
WIT			SHARED DISPOSITIVE PC 9,003,756	OWER
11 AG	GREGATE AMOUNT B	ENEFICIALLY O	WNED BY EACH REPORT	NG PERSON
12 CHI	9,003,756 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:			
13 PER	RCENT OF CLASS REP	RESENTED BY A	MOUNT IN ROW (11)	0
29.4 14 TYI	10% PE OF REPORTING PEI	RSON		
СО				

CUSIP No. 84762L204	SCHEDULI	Page 2 of 15 Pages E 13D		
1 NAME OF REPORT	NAME OF REPORTING PERSON			
	Harbinger Capital Partners LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o			
3 SEC USE ONLY		(b) x		
4 SOURCE OF FUND	S			
	SCLOSURE OF LEGA ANT TO ITEMS 2(d)	OR 2(e)		
6 CITIZENSHIP OR P	LACE OF ORGANIZA	o ATION		
Delaware	7	SOLE VOTING POWER -0-		
NUMBER OF SHARES BENEFICIALLY OWNED BY	8	SHARED VOTING POWER 9,003,756		
EACH REPORTING	9	SOLE DISPOSITIVE POWER -0-		
PERSON WITH	10	SHARED DISPOSITIVE POWER 9,003,756		
11 AGGREGATE AMC	OUNT BENEFICIALL	Y OWNED BY EACH REPORTING PERSON		
	9,003,756 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:			
13 PERCENT OF CLAS	o PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
29.40%14TYPE OF REPORTING	NG PERSON			
СО				

CUSIP No. 84762L204	Page 3 of 15 Pages SCHEDULE 13D			
1 NAME OF REPORTING PE	NAME OF REPORTING PERSON			
	Harbinger Capital Partners Special Situations Fund, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
3 SEC USE ONLY	(a) o (b) x			
4 SOURCE OF FUNDS				
	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6 CITIZENSHIP OR PLACE 0	OF ORGANIZATION			
Delaware 7	SOLE VOTING POWER -0-			
NUMBER OF SHARES 8 BENEFICIALLY OWNED BY	SHARED VOTING POWER 1,965,592			
EACH 9 REPORTING	SOLE DISPOSITIVE POWER -0-			
PERSON WITH 10	SHARED DISPOSITIVE POWER 1,965,592			
11 AGGREGATE AMOUNT B	ENEFICIALLY OWNED BY EACH REPORTING PERSON			
	1,965,592 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:			
13 PERCENT OF CLASS REPI	0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
6.42%14TYPE OF REPORTING PER	RSON			
PN				

CUSIP No. 84762L2	204	SCHEDULE 1	Page 4 of 15 Pages 3D	
1 N4	AME OF REPORTIN	IG PERSON		
		ers Special Situations C PRIATE BOX IF A ME		0
3 SE	EC USE ONLY		(b)	
4 SC	OURCE OF FUNDS			
5 CI	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6 CI	O CITIZENSHIP OR PLACE OF ORGANIZATION			0
De	elaware	7	SOLE VOTING POWER -0-	
SHA BENEF	BER OF ARES FICIALLY	8	SHARED VOTING POWE 1,965,592	R
EA REPC	NED BY ACH DRTING RSON	9	SOLE DISPOSITIVE POW -0-	ER
	/ITH	10	SHARED DISPOSITIVE PO 1,965,592	OWER
11 A0	GGREGATE AMOU	NT BENEFICIALLY (OWNED BY EACH REPORT	ING PERSON
12 CI	1,965,592 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:			
13 PE	ERCENT OF CLASS	REPRESENTED BY A	AMOUNT IN ROW (11)	0
	42% YPE OF REPORTING	G PERSON		
CO	0			

CUSIP No. 84762L204		SCHI	Page 5 of 15 Pages EDULE 13D	
1	NAME OF REPO	RTING PERSON		
2		ies Breakaway Ltd. PROPRIATE BOX	IF A MEMBER OF A GROUP	
			(a) o	
3	SEC USE ONLY		(b) x	
4	SOURCE OF FUN	NDS		
5		DISCLOSURE OF SUANT TO ITEMS		
6	5 CITIZENSHIP OR PLACE OF ORGAN		o ANIZATION	
	Cayman Islands	7	SOLE VOTING POWER -0-	
:	NUMBER OF SHARES BENEFICIALLY	8	SHARED VOTING POWER 1,453,850	
	OWNED BY EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER -0-	
	WITH	10	SHARED DISPOSITIVE POWER 1,453,850	
11	AGGREGATE AN	MOUNT BENEFIC	IALLY OWNED BY EACH REPORTING PERSO	N
12	1,453,850 CHECK BOX IF EXCLUDES CER		E AMOUNT IN ROW (11)	
13	PERCENT OF CL	ASS REPRESENT	o YED BY AMOUNT IN ROW (11)	
14	4.75% TYPE OF REPOR	TING PERSON		
	СО			

CUSIP No. 84762L204	SCHEDULE	Page 6 of 15 Pages 13D		
1 NAME OF REPORTI	NG PERSON			
2 Harbinger Capital Part 2 CHECK THE APPRO		EMBER OF A GROUP (a) o		
3 SEC USE ONLY		(b) x		
4 SOURCE OF FUNDS AF				
5 CHECK BOX IF DISC	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6 CITIZENSHIP OR PL	ACE OF ORGANIZAT	ΓΙΟΝ		
Delaware	7	SOLE VOTING POWER -0-		
NUMBER OF SHARES BENEFICIALLY OWNED BY	8	-0- SHARED VOTING POWER 1,453,850		
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER -0-		
WITH	10	SHARED DISPOSITIVE POWER 1,453,850		
11 AGGREGATE AMOU	UNT BENEFICIALLY	OWNED BY EACH REPORTING PERSON		
1,453,85012CHECK BOX IF THE EXCLUDES CERTAL	E AGGREGATE AMOU IN SHARES:			
13 PERCENT OF CLASS	O PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
4.75%14TYPE OF REPORTIN	IG PERSON			
PN				

CUSIP No. 847	762L204	SCHEDULE	Page 7 of 15 Pages 13D	
1	NAME OF REPORTI	NG PERSON		
2	Harbinger Capital Partners II GP LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o			
3	SEC USE ONLY		(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 PL	ACE OF ORGANIZA	ΓΙΟΝ	0
	Delaware	7	SOLE VOTING POWER -0-	
BE	NUMBER OF SHARES ENEFICIALLY OWNED BY	8	SHARED VOTING POWE 1,453,850	R
	EACH REPORTING	9	SOLE DISPOSITIVE POW -0-	TER
	PERSON WITH	10	SHARED DISPOSITIVE P 1,453,850	OWER
11	AGGREGATE AMO	UNT BENEFICIALLY	OWNED BY EACH REPORT	TING PERSON
12	1,453,850 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:			
13	O PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	4.75% TYPE OF REPORTIN	IG PERSON		
	СО			