

Spectrum Brands Holdings, Inc.  
Form 8-K  
December 06, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (date of earliest event reported): December 5, 2011**

**SPECTRUM BRANDS HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-34757**  
**(Commission File No.)**

**27-2166630**  
**(IRS Employer**  
**Identification No.)**

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**601 Rayovac Drive**

**Madison, Wisconsin 53711**

**(Address of principal executive offices)**

**(608) 275-3340**

**(Registrant's telephone number, including area code)**

**N/A**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement**

On December 5, 2011, Spectrum Brands Holdings, Inc. (Spectrum) United Pet Group subsidiary entered into an Agreement and Plan of Merger (the Merger Agreement) to acquire FURminator, Inc., the leading worldwide provider of branded and patented deshedding products to the pet industry, for \$140 million. The shareholders of FURminator have approved the merger, which is subject to customary closing conditions and is expected to close by the end of 2011.

A copy of the Merger Agreement is attached hereto as Exhibit 2.1 and incorporated by reference herein. The foregoing description of the Merger Agreement is not complete and is qualified in its entirety by reference to the full text of the Merger Agreement. The exhibits to the Merger Agreement have been omitted from the attached Exhibit 2.1. The Company shall furnish a copy of any omitted exhibit to the Securities and Exchange Commission upon request.

**Item 9.01 Financial Statements and Exhibits.**

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits

Exhibit No.	Description
2.1	Agreement and Plan of Merger by and among United Pet Group, Inc., Fido Newco Corp., FURminator, Inc., and Hammond, Kennedy, Whitney & Company, Inc., dated December 5, 2011.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report on Form 8-K to be signed on its behalf by the undersigned, thereunto duly authorized.

**SPECTRUM BRANDS HOLDINGS, INC.**

By: /s/ Nathan E. Fagre  
Name: Nathan E. Fagre  
Title: Secretary and General Counsel

Dated: December 5, 2011