

Spectrum Brands, Inc.
Form 8-K
May 10, 2005

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:

May 4, 2005

(Date of earliest event reported)

SPECTRUM BRANDS, INC.

(formerly Rayovac Corporation)

(Exact Name of Registrant as Specified in Charter)

Wisconsin
(State or other Jurisdiction of Incorporation)

001-13615
(Commission File No.)

22-2423556
(IRS Employer Identification No.)

Six Concourse Parkway, Suite 3300, Atlanta, Georgia 30328

(Address of principal executive offices, including zip code)

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(770) 829-6200

(Registrant's telephone number, including area code)

(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:

- 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))
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Item 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

(a) The following information, including the Exhibits attached hereto, is being furnished pursuant to this Item 2.02 and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

On May 4, 2005, Spectrum Brands, Inc. (the Company) issued a press release discussing its estimated financial results for its second fiscal quarter ending April 3, 2005. A copy of the press release was furnished as Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 5, 2005 and is also furnished as Exhibit 99.1 to this report. The Company also held a conference call to discuss its estimated financial results for the second fiscal quarter on May 4, 2005. A transcript of this conference call is furnished as Exhibit 99.2 to this report.

Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

99.1 Press Release dated May 4, 2005 issued by Spectrum Brands, Inc.

99.2 Transcript of Spectrum Brands, Inc. conference call held on May 4, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 9, 2005

SPECTRUM BRANDS, INC.

By: /s/ Randall J. Steward
Name: Randall J. Steward
Title: Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

| <u>Exhibit</u> | <u>Description</u> |
|----------------|--|
| 99.1 | Press Release dated May 4, 2005 issued by Spectrum Brands, Inc. |
| 99.2 | Transcript of Spectrum Brands, Inc. conference call held on May 4, 2005. |