

Spectrum Brands Holdings, Inc.
Form 8-K
May 11, 2015

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): May 11, 2015

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.)

SB/RH HOLDINGS, LLC

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

333-192634-03
(Commission

File No.)
3001 Deming Way

27-2812840
(IRS Employer

Identification No.)

Middleton, Wisconsin 53562

(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 7.01 Regulation FD Disclosure.

As previously announced, on April 28, 2015, Spectrum Brands Holdings, Inc. (together with its consolidated subsidiaries, including SB/RH Holdings, Inc. and Spectrum Brands, Inc., Spectrum Brands) announced that it had entered into an Agreement and Plan of Merger (the AAG Merger Agreement) with Armored AutoGroup Parent Inc. (AAG), Ignite Merger Sub, Inc., a direct wholly owned subsidiary of Spectrum Brands, Inc., and Avista Capital Partners II GP, LLC, as representative for the shareholders and optionholders of AAG. Under the AAG Merger Agreement, Spectrum Brands will acquire AAG for a purchase price of approximately \$1.4 billion (subject to customary adjustments for cash, debt, net working capital and transaction-related expenses described in the AAG Merger Agreement), which will be paid entirely in cash (the AAG Acquisition).

In connection with the financing of the AAG Acquisition, Spectrum Brands is including in this Current Report on Form 8-K: (i) audited consolidated financial statements of AAG as of December 31, 2014 and 2013 and for each of the three years in the period ended December 31, 2014; (ii) audited consolidated financial statements of Armored AutoGroup Inc. as of December 31, 2014 and 2013 and for each of the three years in the period ended December 31, 2014; and (iii) audited consolidated financial statements of IDQ Holdings, Inc. and subsidiary as of December 31, 2014 and December 31, 2013 and for the period January 1, 2014 through March 16, 2014 (Predecessor), the period March 17, 2014 through December 31, 2014 (Successor), for the year ended December 31, 2013 (Predecessor), for the period December 27, 2012 through December 31, 2012 (Predecessor) and for the period January 1, 2012 through December 26, 2012 (Predecessor). The audited financial statements of AAG, Armored AutoGroup Inc. and IDQ Holdings, Inc. discussed above are attached hereto as Exhibits 99.1, 99.2 and 99.3, respectively.

As reported in Armored AutoGroup Inc. 's Annual Report on Form 10-K for the fiscal year ended December 31, 2014 (the Armored AutoGroup 10-K), in connection with the preparation of Armored AutoGroup Inc. 's financial statements for the year ended December 31, 2014, certain significant deficiencies in internal control became evident to its management that, in the aggregate, represent a material weakness. None of the deficiencies individually represented a material weakness, and all resulting adjustments, none of which were material, have been reflected in the Armored AutoGroup Inc. 's consolidated financial statements. The Armored AutoGroup 10-K is expressly not incorporated by reference into this Current Report on Form 8-K.

Spectrum Brands was aware of and reviewed these deficiencies as part of its due diligence process and determined that they were not material to Spectrum Brands. Spectrum will continue to evaluate and monitor these deficiencies as it integrates AAG into its control environment following the acquisition.

The information in this Current Report on Form 8-K and the exhibits hereto are hereby incorporated by reference into Spectrum Brands Holdings, Inc. 's Registration Statements on Form S-3 (File No. 333-203919) under the Securities Act of 1933, as amended. Except as previously described in the preceding sentence, or as expressly set forth by specific reference in another document, the information in this Current Report on Form 8-K and the exhibits hereto shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of our filings under the Securities Act of 1933 (the Securities Act) or the Exchange Act, whether made before or after the date hereof and regardless of any general incorporation language in such filings.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are being furnished with this Current Report on Form 8-K.

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Exhibit No.	Description
23.1	Consent of Ernst & Young LLP regarding Armored AutoGroup Parent Inc. s audited consolidated financial statements as of December 31, 2014 and 2013 and for each of the three years in the period ended December 31, 2014.
23.2	Consent of Ernst & Young LLP regarding Armored AutoGroup Inc. s audited consolidated financial statements as of December 31, 2014 and 2013 and for each of the three years in the period ended December 31, 2014.

- 23.3 Consent of Ernst & Young LLP regarding IDQ Holdings, Inc. and subsidiary s audited consolidated financial statements as of December 31, 2014, for the period January 1, 2014 through March 16, 2014 (Predecessor) and for the period March 17, 2014 through December 31, 2014 (Successor).
- 23.4 Consent of KPMG LLP regarding IDQ Holdings, Inc. s audited consolidated financial statements.
- 99.1 Audited consolidated financial statements of Armored AutoGroup Parent, Inc. as of December 31, 2014 and 2013 and for each of the three years in the period ended December 31, 2014.
- 99.2 Audited consolidated financial statements of Armored AutoGroup Inc. as of December 31, 2014 and 2013 and for each of the three years in the period ended December 31, 2014.
- 99.3 Audited consolidated financial statements of IDQ Holdings, Inc. and subsidiary as of December 31, 2014 and December 31, 2013 and for the period January 1, 2014 through March 16, 2014 (Predecessor), the period March 17, 2014 through December 31, 2014 (Successor), for the year ended December 31, 2013 (Predecessor), for the period December 27, 2012 through December 31, 2012 (Predecessor) and for the period January 1, 2012 through December 26, 2012 (Predecessor)

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

SB/RH HOLDINGS, INC.

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

Dated: May 11, 2015