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JACUZZI BRANDS INC
Form SC 13D/A
January 10, 2007

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934

Amendment No. 2

Jacuzzi Brands, Inc.

(Name of Issuer)

Common Stock

(Title of Class and Securities)

469865109

(CUSIP Number of Class of Securities)

O. Mason Hawkins
Chairman of the Board and C.E.O.
and
Andrew R. McCarroll
VP and General Counsel

Southeastern Asset Management, Inc.
6410 Poplar Avenue; Suite 900
Memphis, TN 38119
(901) 761-2474

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

January 5, 2007

(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 Sections 240.13d-1(e), 240.13d-1(f), or 240.13d-1(g), check the following box: [X]

CUSIP No. 469865109

13D

(1) NAMES OF REPORTING PERSONS

Southeastern Asset Management, Inc.

I.D. No. 62-0951781

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

- (a)
(b) X

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

OO: Funds of investment advisory clients

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

[X]

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

| | | |
|---|----------------------------|-------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | : | (7) SOLE VOTING POWER |
| | : | (Discretionary Accounts) |
| | : | 2,532,500 shares |
| | : | (8) SHARED OR NO VOTING POWER |
| | : | 14,609,800 shares (Shared) |
| | : | 1,148,300 shares (None) |
| | : | (9) SOLE DISPOSITIVE POWER |
| | : | (Discretionary Accounts) |
| | : | 3,680,800 shares |
| | : | (10) SHARED OR NO DISPOSITIVE POWER |
| : | 14,609,800 shares (Shared) | |
| : | 0 shares (None) | |

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,290,600 shares

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES
CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
23.6%

(14) TYPE OF REPORTING PERSON
IA

CUSIP No. 469865109

13D

(1) NAMES OF REPORTING PERSONS

Longleaf Partners Small-Cap Fund

I.D. No. 62-1376170

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

- (a)
(b) X

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

OO: Funds of investment company shareholders

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(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [X]

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
Massachusetts

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

: (7) SOLE VOTING POWER
:
: None

: (8) SHARED VOTING POWER
:
: 14,609,800 shares

: (9) SOLE DISPOSITIVE POWER
:
: None

: (10) SHARED DISPOSITIVE POWER
: 14,609,800 shares

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
14,609,800 shares

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES
CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
18.8%

(14) TYPE OF REPORTING PERSON
IV

CUSIP No. 469865109

13D

(1) NAMES OF REPORTING PERSONS
O. Mason Hawkins I.D. No. XXX-XX-XXXX

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a)
(b) X

(3) SEC USE ONLY

(4) SOURCE OF FUNDS
OO: None

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
Citizen of United States

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| | |
|--|---------------------------------|
| | : (7) SOLE VOTING POWER |
| | : (Discretionary Accounts) |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | : None |
| | : (8) SHARED VOTING POWER |
| | : None |
| | : (9) SOLE DISPOSITIVE POWER |
| | : None |
| | : (10) SHARED DISPOSITIVE POWER |
| | : None |
| <hr/> | |
| (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| None (See Item 2) | |
| <hr/> | |
| (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES | |
| <hr/> | |
| (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 | |
| 0.0% | |
| <hr/> | |
| (14) TYPE OF REPORTING PERSON | |
| IN | |
| <hr/> | |

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D filed on August 14, 2006, and amended October 11, 2006, by Southeastern Asset Management (Southeastern) with respect to the securities of Jacuzzi Brands, Inc. (Jacuzzi) is hereby updated with the following additional information:

On January 5, 2007, Jacuzzi filed its definitive proxy statement (the "Proxy Statement") related to the proposed sale of the company to affiliates of Apollo Fund VI, LP. After reviewing the Proxy Statement, as well as the company's results for its fourth quarter ended September 30, 2006, it is abundantly clear to us that the \$12.50 proposed acquisition price is demonstrably inadequate and that the company's intrinsic value is much higher. Our view is supported by Bath's materially improved fourth quarter results, Zurn's unique position and continued success, and the opportunity to dramatically cut additional corporate overhead costs.

The "Background of the Merger" section of the Proxy Statement confirms our view that the Board began a process of exploring options at an inopportune time, when the results of the Bath division were far below what it is capable of producing. We believe that the troubles at Bath through mid 2005 were largely self-inflicted by past management, and as demonstrated by fourth quarter results, are being corrected under Al Marini's leadership. Furthermore, we believe the company's uniquely positioned crown jewel Zurn is worth far more than the investment banker's opinion of 8 X EBITDA.

Accordingly, while our actions are limited somewhat by the terms of the Standstill Agreement between Southeastern and Jacuzzi (see Exhibit 10.48 to Jacuzzi Brands 10K filed on December 24, 2002 and Jacuzzi Brands 8K filed on

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August 12, 2005), we still intend to vote against this transaction with the maximum percentage permitted under that Agreement.

This Schedule 13D amendment is a public communication of how Southeastern intends to vote on this transaction as contemplated by Rule 14a-1 under the Securities Exchange Act of 1934, as amended (the Exchange Act), and is not a solicitation of a proxy from any security holder of Jacuzzi Brands, as such terms are defined in Regulation 14A of the Exchange Act.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 10, 2007

SOUTHEASTERN ASSET MANAGEMENT, INC.

By /s/ Andrew R. McCarroll

Andrew R. McCarroll
VP & General Counsel

LONGLEAF PARTNERS SMALL-CAP FUND

By /s/ O. Mason Hawkins

O. Mason Hawkins
Trustee and Co-Portfolio Manager

O. MASON HAWKINS
(Individually)

/s/ O. Mason Hawkins

Joint Filing Agreement

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of this Schedule 13D with respect to the Securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Schedule 13D. In evidence thereof, the undersigned hereby execute this Agreement as of January 10, 2007.

Southeastern Asset Management, Inc.

By /s/ Andrew R. McCarroll

Andrew R. McCarroll
VP & General Counsel

Longleaf Partners Small-Cap Fund

By /s/ O. Mason Hawkins

O. Mason Hawkins

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Trustee and Co-Portfolio Manager

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins
