

Spectrum Brands, Inc.  
Form 424B3  
December 23, 2013  
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**Filed pursuant to Rule 424(b)(3)**  
**File No. 333-192634**

## PROSPECTUS

### **Spectrum Brands, Inc.**

#### **Exchange Offer for**

**\$520,000,000 6.375% Senior Notes due 2020 and Related Guarantees and**

**\$570,000,000 6.625% Senior Notes due 2022 and Related Guarantees**

#### **The Notes and the Guarantees**

We are offering to exchange \$520,000,000 of our outstanding 6.375% Senior Notes due 2020 and certain related guarantees, which were issued on November 16, 2012 in a private offering and which we collectively refer to as the 2020 initial notes, for a like aggregate amount of our registered 6.375% Senior Notes due 2020 and certain related guarantees, which we collectively refer to as the 2020 exchange notes. The 2020 exchange notes will be issued under the indenture dated as of November 16, 2012, as supplemented by the supplemental indenture dated as of December 17, 2012, which we refer to as the indenture. We refer to the 2020 initial notes and the 2020 exchange notes collectively as the 2020 notes.

We are offering to exchange \$570,000,000 of our outstanding 6.625% Senior Notes due 2022 and certain related guarantees, which were issued on November 16, 2012 in a private offering and which we collectively refer to as the 2022 initial notes, for a like aggregate amount of our registered 6.625% Senior Notes due 2022 and certain related guarantees, which we collectively refer to as the 2022 exchange notes. The 2022 exchange notes will be issued under the indenture. We refer to the 2022 initial notes and the 2022 exchange notes collectively as the 2022 notes.

We refer to the 2020 initial notes and the 2022 initial notes collectively or individually, as the context requires, as the initial notes. We refer to the 2020 exchange notes and the 2022 exchange notes collectively or individually, as the context requires, as the exchange notes. We refer to the initial notes and the exchange notes collectively as the notes.

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The 2020 exchange notes will mature on November 15, 2020. We will pay interest on the 2020 exchange notes semi-annually on May 15 and November 15 of each year, commencing on May 15, 2014, at a rate of 6.375% per annum, to holders of record on the May 1 or November 1 immediately preceding the interest payment date.

The 2022 exchange notes will mature on November 15, 2022. We will pay interest on the 2022 exchange notes semi-annually on May 15 and November 15 of each year, commencing on May 15, 2014, at a rate of 6.625% per annum, to holders of record on the May 1 or November 1 immediately preceding the interest payment date.

The exchange notes will be guaranteed on a senior unsecured basis by our direct parent, SB/RH Holdings, LLC, and each of our existing and future Domestic Subsidiaries (as defined in the indenture, see Description of Notes ), which we refer to collectively as the guarantors.

The exchange notes and the related guarantees will be the general unsecured obligations of us and the guarantors and will rank equally in right of payment with all of our and the guarantors existing and future senior indebtedness, including the initial notes (but effectively subordinated to our secured debt, including the Senior Credit Facilities (as defined herein) to the extent of the value of the assets securing such secured debt), and senior in right of payment to all of our and the guarantors future indebtedness that expressly provide for its subordination to the exchange notes and the related guarantees. See Description of Notes.

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**Terms of the Exchange Offer**

The exchange offer will expire at 5:00 p.m., New York City time, on January 24, 2014, unless we extend it.

If all the conditions to this exchange offer are satisfied, we will exchange all of our initial notes that are validly tendered and not withdrawn for the applicable exchange notes.

You may withdraw your tender of initial notes at any time before the expiration of this exchange offer.

The exchange notes that we will issue you in exchange for your initial notes will be substantially identical to your initial notes except that, unlike your initial notes, the exchange notes will have no transfer restrictions or registration rights.

The exchange notes that we will issue you in exchange for your initial notes are new securities with no established market for trading.

**Before participating in this exchange offer, please refer to the section in this prospectus entitled Risk Factors commencing on page 14.**

**Neither the Securities and Exchange Commission (the SEC) nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

We have not applied, and do not intend to apply, for listing or quotation of the notes on any national securities exchange or automated quotation system.

Each broker-dealer that receives exchange notes for its own account pursuant to this exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933, as amended (the Securities Act). This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for initial notes where such initial notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 180 days after the expiration date (as defined herein), we will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

The date of this prospectus is December 23, 2013.



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We have not authorized anyone to give you any information or to make any representations about us or the transactions we discuss in this prospectus other than those contained in this prospectus. If you are given any information or representations about these matters that is not discussed in this prospectus, you must not rely on that information. This prospectus is not an offer to sell or a solicitation of an offer to buy securities anywhere or to anyone where or to whom we are not permitted to offer or sell securities under applicable law. The delivery of this prospectus does not, under any circumstances, mean that there has not been a change in our affairs since the date of this prospectus. Subject to our obligation to amend or supplement this prospectus as required by law and the rules and regulations of the SEC, the information contained in this prospectus is correct only as of the date of this prospectus, regardless of the time of delivery of this prospectus or any sale of these securities.

Until March 23, 2014 (90 days after the date of this prospectus), all dealers effecting transactions in the exchange notes, whether or not participating in the exchange offer, may be required to deliver a prospectus. This is in addition to the obligation of dealers to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

Each prospective purchaser of the exchange notes must comply with all applicable laws and regulations in force in any jurisdiction in which it purchases, offers or sells the notes or possesses or distributes this prospectus and must

obtain any consent, approval or permission required by it for the purchase, offer or sale by it of the exchange notes under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes such purchases, offers or sales, and we shall not have any responsibility therefor.

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**TRADEMARKS**

We have proprietary rights to or are exclusively licensed to use a number of registered and unregistered trademarks that we believe are important to our business, including, without limitation, Rayovac<sup>®</sup>, VARTA<sup>®</sup>, Remington<sup>®</sup>, Spectracide<sup>®</sup>, Cutter<sup>®</sup>, Tetra<sup>®</sup>, 8-in-1<sup>®</sup>, Hot Shot<sup>®</sup>, Repel<sup>®</sup>, Dingo<sup>®</sup>, Black & Decker<sup>®</sup>, George Foreman<sup>®</sup>, Russell Hobbs<sup>®</sup>, Toastmaster<sup>®</sup>, Farberware<sup>®</sup>, Juiceman<sup>®</sup>, Breadman<sup>®</sup>, LitterMaid<sup>®</sup>, Black Flag<sup>®</sup>, TAT<sup>®</sup>, FURminator<sup>®</sup>, Kwikset<sup>®</sup>, Weiser<sup>®</sup>, Baldwin<sup>®</sup>, Pfister<sup>®</sup>, SmartKey<sup>®</sup>, FANAL, Smart Code, Home Connect, National<sup>®</sup> and EZSet<sup>®</sup>. We attempt to obtain registration of our key trademarks whenever possible or practicable and pursue any infringement of those trademarks. Solely for convenience, the trademarks, service marks and tradenames referred to in this prospectus are without the <sup>®</sup> and <sup>™</sup> symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the rights of the applicable licensors to these trademarks, service marks and tradenames.

**MARKET AND INDUSTRY DATA**

We obtained the industry, market and competitive position data and information used throughout this prospectus from our own internal company surveys and management estimates, and the industry, market and competitive position data and information used throughout this prospectus with respect to the HHI Business (as defined herein) was obtained from HHI's (as defined herein) own internal company surveys and management estimates, as well as from industry and general publications and research, surveys or studies conducted by third parties. Industry and general publications and research, studies and surveys generally state that they have obtained information from sources believed to be reliable, but do not guarantee the accuracy and completeness of such data and information. While we believe that these publications and research, studies and surveys are reliable, neither we nor the initial purchasers have independently verified such data and information and neither we nor the initial purchasers make any representation or warranty as to the accuracy of such data and information.

There is only a limited amount of independent data available about our industry, market and competitive position, particularly outside of the United States. As a result, certain data and information are based on our good faith estimates, which are derived from our review of internal data and information, information that we obtain from customers, and other third party sources. We believe these internal surveys and management estimates are reliable; however, no independent sources have verified such surveys and estimates.

The industry data that we present in this prospectus includes estimates that involve risks and uncertainties and are subject to change based on various factors, including those discussed under Risk Factors and Cautionary Statement Regarding Forward-Looking Statements.

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**PROSPECTUS SUMMARY**

*The following summary highlights basic information about us, the exchange offer and the exchange notes. It may not contain all of the information that is important to you. For a more comprehensive understanding of our business and the offering, you should read this entire prospectus, including the section entitled Risk Factors. Certain statements in this summary are forward-looking statements. See Special Note Regarding Forward-Looking Statements.*

*Unless otherwise indicated in this prospectus or the context requires otherwise, Spectrum, we, or our refers to Spectrum Brands, Inc. and, where applicable, its consolidated subsidiaries, SB/RH Holdings and its subsidiaries or SB Holdings and its subsidiaries. Spectrum Brands refers only to Spectrum Brands, Inc. and not to any of its subsidiaries. SB/RH Holdings refers to our parent SB/RH Holdings, LLC. SB Holdings refers to SB/RH Holdings, LLC's parent Spectrum Brands Holdings, Inc.*

**Our Company**

We are a global branded consumer products company. Spectrum Brands is a wholly owned direct subsidiary of SB/RH Holdings, which is a direct subsidiary of SB Holdings. SB Holdings' common stock trades on the New York Stock Exchange (the NYSE) under the symbol SPB.

On December 17, 2012, we acquired the residential hardware and home improvement business (the HHI Business) from Stanley Black & Decker, Inc. (Stanley Black & Decker), which includes (i) the equity interests of certain subsidiaries of Stanley Black & Decker engaged in the business and (ii) certain assets of Stanley Black & Decker used or held for use in connection with the business (together the Hardware Acquisition). On April 8, 2013, we completed the Hardware Acquisition by acquiring certain assets of Tong Lung Metal Industry Co. Ltd., a Taiwan Corporation (TLM Taiwan), which is involved in the production of residential locksets. For information pertaining to the Hardware Acquisition, see Note 15, Acquisitions of Notes to Consolidated Financial Statements, included elsewhere in this prospectus.

We manufacture and market alkaline, zinc carbon and hearing aid batteries, herbicides, insecticides and repellants and specialty pet supplies. We design and market rechargeable batteries, battery-powered lighting products, electric shavers and accessories, grooming products and hair care appliances. We also design, market and distribute a broad range of branded small household appliances and personal care products. Our manufacturing and product development facilities are located in the United States (U.S.), Europe, Latin America and Asia. Substantially all of our rechargeable batteries, chargers and portable lighting products, shaving and grooming products, small household appliances and personal care products are manufactured by third-party suppliers, primarily located in Asia.

With the addition of the HHI Business, we design, manufacture, market, distribute and sell certain hardware, home improvement and plumbing products, and are a leading U.S. provider of residential locksets and builders' hardware and a leading provider of faucets. The HHI Business has a broad portfolio of recognized brands names, including Kwikset, Weiser, Baldwin, National Hardware, Stanley, FANAL and Pfister, as well as patented technologies such as Smartkey, a rekeyable lockset technology, and Smart Code Home Connect. HHI Business customers include retailers, non-retailers and homebuilders. The HHI Business has sales offices, manufacturing facilities and distribution centers in the U.S., Canada, Mexico and Asia.

We sell our products in approximately 140 countries through a variety of trade channels, including retailers, wholesalers and distributors, hearing aid professionals, industrial distributors and original equipment manufacturers (OEMs) and enjoy strong name recognition in our markets under the Rayovac, VARTA and





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Remington brands, each of which has been in existence for more than 80 years, and under the Tetra, 8-in-1, Dingo, Nature's Miracle, Spectracide, Cutter, Hot Shot, Black & Decker, George Foreman, Russell Hobbs, Farberware, Black Flag, FURminator, the previously mentioned HHI Business brands and various other brands.

Our diversified global branded consumer products have positions in seven major product categories: consumer batteries; small appliances; pet supplies; electric shaving and grooming; electric personal care; home and garden controls; and hardware and home improvement, which consists of the recently acquired HHI Business. Our chief operating decision-maker manages the businesses in four vertically integrated, product-focused reporting segments: (i) Global Batteries & Appliances, which consists of our worldwide battery, electric shaving and grooming, electric personal care, and small appliances primarily in the kitchen and home product categories ( Global Batteries & Appliances ); (ii) Global Pet Supplies, which consists of our worldwide pet supplies business ( Global Pet Supplies ); (iii) Home and Garden Business, which consists of our home and garden and insect control business (the Home and Garden Business ); and (iv) Hardware & Home Improvement, which consists of the recently acquired HHI Business ( Hardware & Home Improvement ). Management reviews our performance based on these segments. For information pertaining to our business segments, see Note 11, Segment Information of Notes to Consolidated Financial Statements, included elsewhere in this prospectus for further information on our operating segments.

Global and geographic strategic initiatives and financial objectives are determined at the corporate level. Each business segment is responsible for implementing defined strategic initiatives and achieving certain financial objectives and has a general manager responsible for sales and marketing initiatives and the financial results for all product lines within that business segment.

Our operating performance is influenced by a number of factors including: general economic conditions; foreign exchange fluctuations; trends in consumer markets; consumer confidence and preferences; our overall product line mix, including pricing and gross margin, which vary by product line and geographic market; pricing of certain raw materials and commodities; energy and fuel prices; and our general competitive position, especially as impacted by our competitors' advertising and promotional activities and pricing strategies.

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**Corporate Structure**

The chart below is a summary of the organizational structure of the Issuer and its parents and subsidiaries.

- (1) Guarantor under our asset backed revolving credit facility (the ABL Facility ), the Term Loan Facility, the 6.75% Senior Notes due 2020 (the 6.75% Notes ) and the initial notes and will be a guarantor of the exchange notes offered hereby. As of September 30, 2013, there was no debt outstanding under the ABL Facility, \$37.2 million in letters of credit issued and \$288.9 million available for future borrowing.
- (2) Domestic Subsidiaries are guarantors under the Term Loan Facility and the 6.75% Notes and the initial notes and will be guarantors of the exchange notes offered hereby. Domestic Subsidiaries are borrowers under the ABL Facility.

**Additional Information**

We are a Delaware corporation and the address of our principal executive office is 3001 Deming Way, Middleton, Wisconsin 53562. Our telephone number is (608) 275-3340. Our website address is [www.spectrumbrands.com](http://www.spectrumbrands.com). Information on or accessible through our website is not part of, and is not incorporated by reference into, this prospectus.

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**Summary of the Exchange Offer**

In connection with the closing of the offering of the initial notes, we entered into a registration rights agreement (as more fully described below) with the initial purchasers of the initial notes. You are entitled to exchange in the exchange offer your initial notes for exchange notes.

Exchange Offer

We are offering to exchange \$520 million aggregate principal amount of our 2020 exchange notes and certain related guarantees and \$570 million aggregate principal amount of our 2022 exchange notes and certain related guarantees for a like aggregate principal amount of our 2020 initial notes and 2022 initial notes, respectively, and certain related guarantees.

In order to exchange your initial notes, you must properly tender them and we must accept your tender. We will exchange all outstanding initial notes that are validly tendered and not validly withdrawn. Initial notes may be exchanged only for a minimum principal denomination of \$2,000 and in integral multiples of \$1,000 in excess thereof.

Expiration Date

This exchange offer will expire at 5:00 p.m., New York City time, on January 24, 2014 (the expiration date ), unless we decide to extend it.

Exchange Notes

The exchange notes will be identical in all material respects to the initial notes except that:

the exchange notes have been registered under the Securities Act and will be freely tradable by persons who are not affiliates of ours or subject to restrictions due to being broker-dealers;

the exchange notes are not entitled to the registration rights applicable to the initial notes under the registration rights agreement dated November 16, 2012 (the Registration Rights Agreement ); and

our obligation to pay additional interest on the initial notes due to the failure to consummate the exchange offer by a prior date does not apply to the exchange notes.

Conditions to the Exchange Offer

We will complete this exchange offer only if:

there is no change in the laws and regulations which would impair our ability to proceed with this exchange offer,

there is no change in the current interpretation of the staff of the SEC which permits resales of the exchange notes,

there is no stop order issued by the SEC which would suspend the effectiveness of the registration statement which includes this prospectus or the qualification of the indenture governing the exchange notes under the Trust Indenture Act of 1939, as amended (the Trust Indenture Act ),

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there is no litigation or threatened litigation which would impair our ability to proceed with this exchange offer, and

we obtain all the governmental approvals we deem necessary to complete this exchange offer.

Please refer to the section in this prospectus entitled "The Exchange Offer - Conditions to the Exchange Offer."

**Procedures for Tendering Initial Notes**

To participate in this exchange offer, you must complete, sign and date the letter of transmittal or its facsimile and transmit it, together with your initial notes to be exchanged and all other documents required by the letter of transmittal, to U.S. Bank National Association, as exchange agent, at its address indicated under "The Exchange Offer - Exchange Agent." In the alternative, you can tender your initial notes by book-entry delivery following the procedures described in this prospectus. For more information on tendering your initial notes, please refer to the section in this prospectus entitled "The Exchange Offer - Procedures for Tendering Initial Notes."

**Special Procedures for Beneficial Owners**

If you are a beneficial owner of initial notes that are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender your initial notes in the exchange offer, you should contact the registered holder promptly and instruct that person to tender on your behalf.

**Guaranteed Delivery Procedures**

If you wish to tender your initial notes and you cannot get the required documents to the exchange agent on time, you may tender your initial notes by using the guaranteed delivery procedures described under the section of this prospectus entitled "The Exchange Offer - Procedures for Tendering Initial Notes - Guaranteed Delivery Procedure."

**Withdrawal Rights**

You may withdraw the tender of your initial notes at any time before 5:00 p.m., New York City time, on the expiration date of the exchange offer. To withdraw, you must send a written or facsimile transmission notice of withdrawal to the exchange agent at its address indicated under "The Exchange Offer - Exchange Agent" before 5:00 p.m., New York City time, on the expiration date of the exchange offer.

**Acceptance of Initial Notes and Delivery of Exchange Notes**

If all the conditions to the completion of this exchange offer are satisfied, we will accept any and all initial notes that are properly tendered in this

exchange offer before 5:00 p.m., New York City time, on the expiration date. We will return any initial notes that we do not accept for exchange to you without expense promptly after the expiration date. We will deliver the exchange notes to you promptly after the expiration date and acceptance of your initial notes for exchange. Please refer to the section in this prospectus entitled "The Exchange Offer: Acceptance of Initial Notes for Exchange; Delivery of Exchange Notes."

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Federal Income Tax Considerations Relating to the Exchange Offer	Exchanging your initial notes for exchange notes will not be a taxable event to you for United States federal income tax purposes. Please refer to the section of this prospectus entitled "Certain U.S. Federal Income Tax Considerations."
Exchange Agent	U.S. Bank National Association is serving as exchange agent in the exchange offer.
Fees and Expenses	We will pay all expenses related to this exchange offer. Please refer to the section of this prospectus entitled "The Exchange Offer Fees and Expenses."
Use of Proceeds	We will not receive any proceeds from the issuance of the exchange notes. We are making this exchange offer solely to satisfy our obligations under the Registration Rights Agreement. See "Use of Proceeds."
Consequences to Holders Who Do Not Participate in the Exchange Offer	<p>If you do not participate in this exchange offer:</p> <p>except as set forth in the next paragraph, you will not necessarily be able to require us to register your initial notes under the Securities Act,</p> <p>you will not be able to resell, offer to resell or otherwise transfer your initial notes unless they are registered under the Securities Act or unless you resell, offer to resell or otherwise transfer them under an exemption from the registration requirements of, or in a transaction not subject to, the Securities Act, and</p> <p>the trading market for your initial notes will become more limited to the extent other holders of initial notes participate in the exchange offer.</p> <p>You will not be able to require us to register your initial notes under the Securities Act unless:</p> <p>because of any change in law or in applicable interpretations thereof by the SEC staff, we are not permitted to effect the exchange offer;</p>



the exchange offer is not consummated within 440 days of December 17, 2012;

you so request with respect to your initial notes that are not eligible to be exchanged for exchange notes in this exchange offer; or

you (so long as you are not an exchanging dealer) are not eligible to participate in this exchange offer or, if you (so long as you are not an exchanging dealer) participate in the exchange offer, and you may not resell the exchange notes without delivering a prospectus.

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In these cases, the Registration Rights Agreement requires us to file a registration statement for a continuous offering in accordance with Rule 415 under the Securities Act for the benefit of the holders of the initial notes described in this paragraph. We do not currently anticipate that we will register under the Securities Act, any initial notes that remain outstanding after completion of the exchange offer.

Please refer to the section of this prospectus entitled "The Exchange Offer - Your Failure to Participate in the Exchange Offer Will May Have Adverse Consequences."

Resales

It may be possible for you to resell the notes issued in the exchange offer without compliance with the registration and prospectus delivery provisions of the Securities Act, subject to the conditions described under "Obligations of Broker-Dealers" below.

To tender your initial notes in this exchange offer and resell the exchange notes without compliance with the registration and prospectus delivery requirements of the Securities Act, you must make the following representations:

you are authorized to tender the initial notes and to acquire exchange notes, and that we will acquire good and unencumbered title thereto,

the exchange notes acquired by you are being acquired in the ordinary course of business,

you have no arrangement or understanding with any person to participate in a distribution (within the meaning of the Securities Act) of the exchange notes and are not participating in, and do not intend to participate in, the distribution of such exchange notes,

you are not an affiliate (as defined in Rule 405 under the Securities Act) of ours, or if you are an affiliate, you will comply with the registration and prospectus delivery requirements of the Securities Act to the extent applicable,

if you are not a broker-dealer, you are not engaging in, and do not intend to engage in, a distribution of exchange notes, and

if you are a broker-dealer, and initial notes to be exchanged were acquired by you as a result of market-making or other trading activities, you will deliver a prospectus in connection with any resale of such exchange notes.

Please refer to the sections of this prospectus entitled The Exchange Offer Procedure for Tendering Initial Notes Proper Execution and Delivery of Letters of Transmittal, Risk Factors Risks Related to

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the Exchange Offer. Some persons who participate in the exchange offer must deliver a prospectus in connection with resales of the exchange notes and Plan of Distribution.

Obligations of Broker-Dealers

If you are a broker-dealer that receives exchange notes, you must acknowledge that you will deliver a prospectus meeting the requirements of the Securities Act in connection with any resales of the exchange notes. If you are a broker-dealer who acquired the initial notes as a result of market-making or other trading activities, you may use the exchange offer prospectus as supplemented or amended, in connection with resales of the exchange notes. If you are a broker-dealer who acquired the initial notes directly from us in the initial offering and not as a result of market-making and trading activities, you must, in the absence of an exemption, comply with the registration and prospectus delivery requirements of the Securities Act in connection with resales of the exchange notes.

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**Summary of Terms of the Exchange Notes**

The following is a summary of the terms of this offering. For a more complete description of the notes as well as the definitions of certain capitalized terms used below, see "Description of Notes" in this prospectus.

**Exchange Notes**

Issuer	Spectrum Brands, Inc.
2020 Exchange Notes	\$520,000,000 aggregate principal amount of 6.375% Senior Notes due 2020. The form and terms of the 2020 exchange notes are the same as the form and terms of the 2020 initial notes except that the issuance of the 2020 exchange notes is registered under the Securities Act, the 2020 exchange notes will not bear legends restricting their transfer and the 2020 exchange notes will not be entitled to registration rights under our Registration Rights Agreement. The 2020 exchange notes will evidence the same debt as the 2020 initial notes, and both the 2020 initial notes and the 2020 exchange notes will be governed by the same indenture.
2022 Exchange Notes	\$570,000,000 aggregate principal amount of 6.625% Senior Notes due 2022. The form and terms of the 2022 exchange notes are the same as the form and terms of the 2022 initial notes except that the issuance of the 2022 exchange notes is registered under the Securities Act, the 2022 exchange notes will not bear legends restricting their transfer and the 2022 exchange notes will not be entitled to registration rights under our Registration Rights Agreement. The 2022 exchange notes will evidence the same debt as the 2022 initial notes, and both the 2022 initial notes and the 2022 exchange notes will be governed by the same indenture.
Maturity Date	For the 2020 exchange notes: November 15, 2020. For the 2022 exchange notes: November 15, 2022.
Interest	The 2020 exchange notes will bear interest at a rate of 6.375% per annum and the 2022 exchange notes will bear interest at a rate of 6.625% per annum. Interest on the 2020 exchange notes will be payable in cash on May 15 and November 15 of each year, commencing on May 15, 2014. Interest on the 2022 exchange notes will be payable in cash on May 15 and November 15 of each year, commencing on May 15, 2014.

Optional Redemption

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On or after November 15, 2016, we may redeem some or all of the 2020 notes and, on or after November 15, 2017, we may redeem some or all of the 2022 notes, in each case, at any time at the redemption prices set forth in Description of Notes Optional Redemption. In addition, prior to November 15, 2016, we may redeem the 2020 notes and, prior to November 15, 2017, we may redeem the 2022 notes, in each case, at a redemption price equal to 100% of the principal amount plus a make-whole premium.

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Change of Control	Upon a change of control, we will be required to make an offer to purchase the notes. The purchase price will equal 101% of the principal amount of the notes on the date of purchase plus accrued interest. We may not have sufficient funds available at the time of any change of control to make any required debt repayment (including repurchases of the notes). See Risk Factors We may not be able to make the change of control offer required by the indenture.
Guarantees	The exchange notes will be unconditionally, jointly and severally guaranteed, on a senior unsecured basis, by SB/RH Holdings and all of our Domestic Subsidiaries.
Ranking	<p>The exchange notes and the exchange guarantees will be the senior unsecured obligations of us and the guarantors and will:</p> <p>rank equally in right of payment with all of our and the guarantors existing and future senior indebtedness, including the initial notes; and</p> <p>rank senior in right of payment to all of our and the guarantors future indebtedness that expressly provide for its subordination to the notes and the guarantees.</p> <p>However, the exchange notes will be effectively subordinated to any of our secured indebtedness, including our ABL Facility, our Term Loan Facility (each as defined in Description of Other Indebtedness, and together, our Senior Credit Facilities ), to the extent of the value of the assets securing such indebtedness. In addition, the exchange notes will be structurally subordinated to all indebtedness and other liabilities of Spectrum Brands subsidiaries that do not guarantee the exchange notes.</p>
Certain Covenants	<p>The terms of the indenture governing the notes restrict our ability and the ability of certain of our subsidiaries (as described in Description of Notes ) to:</p> <p>incur additional indebtedness;</p> <p>create liens;</p>

engage in sale-leaseback transactions;

pay dividends or make distributions in respect of capital stock;

purchase or redeem capital stock;

make investments or certain other restricted payments;

sell assets;

issue or sell stock of restricted subsidiaries;

enter into transactions with affiliates; or

effect a consolidation or merger.

However, these limitations will be subject to a number of important qualifications and exceptions. In addition, if the notes are rated



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investment grade at any time by both Moody's Investors Service and Standard & Poor's Ratings Services, most of the restrictive covenants and corresponding events of default contained in the indenture governing the notes will be suspended.

Absence of a Public Market for the Exchange Notes

The exchange notes are new securities for which there is no established market. We cannot assure you that a market for these exchange notes will develop or that this market will be liquid. Please refer to the section of this prospectus entitled "Risk Factors - Risks Related to the Exchange Offer." There is no active trading market for the exchange notes.

Form of the Exchange Notes

The exchange notes will be represented by one or more permanent global securities in registered form deposited on behalf of The Depository Trust Company ( "DTC" ) with U.S. Bank National Association, as custodian. You will not receive exchange notes in certificated form unless one of the events described in the section of this prospectus entitled "Book Entry; Delivery and Form - Exchange of Book Entry Notes for Certificated Notes" occurs. Instead, beneficial interests in the exchange notes will be shown on, and transfers of these exchange notes will be effected only through, records maintained in book-entry form by DTC with respect to its participants.

Trustee

U.S. Bank National Association is serving as trustee under the indenture.

Use of Proceeds

We will not receive any proceeds from the issuance of the exchange notes. We are making this exchange offer solely to satisfy our obligations under the Registration Rights Agreement. See "Use of Proceeds."

Risk Factors

You should consider all of the information contained in this prospectus before making an investment in the notes, including the exchange notes. In particular, you should consider the risks described under "Risk Factors."

**Table of Contents****Summary Historical Financial Data of SB/RH Holdings**

The following summary historical financial data is derived from our audited consolidated financial statements. Only our Consolidated Statements of Financial Position as of September 30, 2013 and 2012 and our Consolidated Statements of Operations, Consolidated Statements of Comprehensive Income (Loss), Consolidated Statements of Shareholders' Equity and Consolidated Statements of Cash Flows for the years ended September 30, 2013, 2012 and 2011 are included elsewhere in this prospectus. The information presented below as of and for the fiscal year ended September 30, 2013 also includes the results of the HHI Business operations since December 17, 2012, and the results of TLM Taiwan since April 8, 2013.

	<b>Year Ended September 30,</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
<b>Statement of Operations Data:</b>			
Net sales	\$ 4,085.6	\$ 3,252.4	\$ 3,186.9
Gross profit	1,390.3	1,115.7	1,128.9
Operating income(1)	352.9	306.1	228.7
Interest expense(8)	369.5	192.0	208.5
Other expense (income), net	3.5	0.9	2.5
Reorganization items expense (income), net			
Income (loss) from continuing operations before income taxes	(20.2)	113.2	17.7
Income tax expense	27.4	60.4	92.3
(Loss) income from discontinued operations, net of tax			
Net income (loss)(2)(3)(4)	(47.5)	52.8	(74.6)
Less: Net income (loss) attributable to noncontrolling interest	0.1		
Net income (loss) attributable to controlling interest	(47.4)	52.8	(74.6)
Restructuring and related charges - cost of goods sold(5)	10.0	9.8	7.8
Restructuring and related charges - operating expenses(5)	24.0	9.7	20.8
<b>Cash Flow and Related Data:</b>			
Net cash provided by operating activities	\$ 258.2	\$ 248.7	\$ 232.2
Capital expenditures(6)	82.0	46.8	36.2
Depreciation and amortization (excluding amortization of debt issuance costs)(6)	183.8	129.8	134.7
<b>Statement of Financial Position Data (at period end):</b>			
Cash and cash equivalents	\$ 198.2	\$ 157.9	\$ 142.4
Working capital(7)	524.4	454.4	412.0
Total assets	5,619.0	3,753.5	3,622.3
Total long-term debt, net of current maturities	3,115.9	1,652.9	1,535.5
Total debt	3,218.9	1,669.3	1,576.6
Total shareholders' equity	933.9	992.7	989.1

- (1) Pursuant to the guidance in Financial Accounting Standards Board Accounting Standards Codification Topic 350: *Intangibles-Goodwill and Other*, we conduct annual impairment testing of goodwill and indefinite-lived intangible assets. As a result of these analyses we recorded non-cash pretax impairment charges of approximately \$32 million in Fiscal 2011. No non-cash impairment charges were recorded during Fiscal 2013 and Fiscal 2012.

See the Management's Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies Valuation of Assets and Asset Impairment as well as Note 2(j), Significant Accounting Policies Intangible Assets, of Notes to Consolidated Financial Statements included elsewhere in this prospectus for further details on impairment charges.

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- (2) Fiscal 2013 income tax expense of \$27 million includes a non-cash charge of approximately \$63 million resulting from an increase in the valuation allowance against certain net deferred tax assets, net of a \$50 million benefit due to the reversal of \$50 million of the valuation allowance in conjunction with the acquisition of HHI Business.
- (3) Fiscal 2012 income tax expense of \$60 million includes a non-cash charge of approximately \$14 million resulting from an increase in the valuation allowance against certain net deferred tax assets, net of a \$15 million benefit due to the reversal of \$15 million of the valuation allowance in conjunction with the acquisition of FURminator.
- (4) Fiscal 2011 income tax expense of \$92 million includes a non-cash charge of approximately \$65 million resulting from an increase in the valuation allowance against certain net deferred tax assets.
- (5) See Note 14, Restructuring and Related Charges, of Notes to Consolidated Financial Statements included elsewhere in this prospectus for further discussion.
- (6) Amounts reflect the results of continuing operations only.
- (7) Working capital is defined as current assets less current liabilities.
- (8) Fiscal 2013 includes a non-cash charge of \$16 million related to the write-off of unamortized debt issuance costs and unamortized premiums in connection with the extinguishment and replacement of the Company's 9.5% Notes and Term Loan in conjunction with the acquisition of the HHI Business. Fiscal 2012 includes a non-cash charge of \$2 million related to the write-off of unamortized debt issuance costs and unamortized premiums in connection with the extinguishment and refinancing of the Company's 12% Notes. Fiscal 2011 includes a non-cash charge of \$24 million related to the write-off of unamortized debt issuance costs and unamortized discounts in conjunction with the refinancing of the Company's Term Debt facility.

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**RISK FACTORS**

*Before investing in the notes, you should carefully consider the risk factors discussed below. Any of these risk factors could materially and adversely affect our or our subsidiaries' business, financial condition and results of operations. These risk factors are not the only risks that we or our subsidiaries may face. Additional risks and uncertainties not presently known to us or our subsidiaries or that are not currently believed to be material also may adversely affect us or our subsidiaries.*

**Risks Related to the Notes**

*The notes will be our senior unsecured obligations and the guarantees will be unsecured obligations of the guarantors. As such, the notes and the guarantees will be effectively subordinated to any of our or our guarantors' secured debt, including our existing and any future debt under our Senior Credit Facilities.*

Our obligations under the notes and the guarantors' obligations under the guarantees will not be secured. The notes will be effectively subordinated to our and our guarantors' existing and any future secured indebtedness, including our Senior Credit Facilities, to the extent of the value of the assets securing such indebtedness, which assets include substantially all of our assets and the assets of our domestic restricted subsidiaries. As of September 30, 2013, we and our guarantors had \$3,086 million of secured indebtedness outstanding. If we are involved in any dissolution, liquidation or reorganization, or if we default under the indenture governing the notes, holders of our secured debt would be paid before holders of the notes receive any amounts due under the notes to the extent of the value of the collateral securing such indebtedness. In that event, holders of the notes may not be able to recover any or all of the principal or interest due under the notes.

*The notes will be effectively subordinated to all liabilities of and claims of creditors of all of our foreign subsidiaries.*

The notes will not be guaranteed by any of our non-U.S. subsidiaries. Any right that we or the guarantors have to receive any assets of any of the foreign subsidiaries upon the liquidation or reorganization of those subsidiaries, and the consequent rights of holders of notes to realize proceeds from the sale of any of those subsidiaries' assets, will be effectively subordinated to the claims of those subsidiaries' creditors, including trade creditors, and holders of preferred equity interests of those subsidiaries. The indenture permits these subsidiaries to incur additional debt, subject to certain limits, and will not limit their ability to incur liabilities other than debt. As of September 30, 2013, these non-guarantor subsidiaries had \$614 million of total liabilities and generated 41% of our revenue in the twelve months then ended.

*If we are unable to comply with the restrictions and covenants in the agreements governing the notes and our other debt, there could be a default under the terms of these agreements, which could result in an acceleration of payment of funds that we have borrowed and would impact our ability to make principal and interest payments on the notes.*

If we are unable to comply with the restrictions and covenants in our Senior Credit Facilities and in the indentures governing the notes and the 6.75% Notes or in curren