Spectrum Brands, Inc.
Form 424B3
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File No. 333-209020

PROSPECTUS

Spectrum Brands, Inc.

6.625% Senior Notes due 2022 and Related Guarantees

6.125% Senior Notes due 2024 and Related Guarantees

5.750% Senior Notes due 2025 and Related Guarantees

This prospectus may be used by our affiliate, Jefferies LLC or any of its affiliates (which we collectively refer to as Jefferies) in connection with offers and sales by Jefferies of our notes (as defined below) in market-making transactions effected from time to time. Market-making transactions in the notes may occur in the open market or may be privately negotiated at prevailing market prices at a time of resale or at related or negotiated prices. In these transactions, Jefferies may act as principal or agent, including as agent for the counterparty in a transaction in which Jefferies acts as principal, or as agent for both counterparties in a transaction in which Jefferies does not act as a principal. Jefferies may receive compensation in the form of discounts and commissions, including from both counterparties in some cases. We will not receive any proceeds from these market-making transactions. Neither Jefferies, nor any of our affiliates, has any obligation to make a market in the notes, and Jefferies or any such other affiliate may discontinue market-making activities at any time without notice.

The Notes and the Guarantees

The 6.625% Senior Notes due 2022 and certain related guarantees (the 2022 notes) are governed by the indenture dated as of November 16, 2012, as supplemented, which we refer to as the 2022 notes indenture. As of September 30, 2016, we had $570.0 million aggregate principal amount of the 2022 notes outstanding.

The 6.125% Senior Notes due 2024 and certain related guarantees (the 2024 notes) are governed by the indenture dated as of December 4, 2014, as supplemented, which we refer to as the 2024 notes indenture. As of September 30, 2016, we had $250.0 million aggregate principal amount of the 2024 notes outstanding.

The 5.750% Senior Notes due 2025 and certain related guarantees (the 2025 notes) are governed by the indenture dated as of May 20, 2015, as supplemented, which we refer to as the 2025 notes indenture and, collectively with the 2022 notes indenture and the 2024 notes indenture, the indentures. As of September 30, 2016, we had $1,000.0 million aggregate principal amount of the 2025 notes outstanding.

We refer to the 2022 notes, the 2024 notes and the 2025 notes, collectively or individually, as the context requires, as the notes.

The 2022 notes will mature on November 15, 2022. We will pay interest on the 2022 notes semi-annually on May 15 and November 15 of each year 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 2024 notes will mature on December 15, 2024. We will pay interest on the 2024 notes semi-annually on June 15 and December 15 of each year at a rate of 6.125% per annum, to holders of record on the June 1 or December 1 immediately preceding the interest payment date.

The 2025 notes will mature on July 15, 2025. We will pay interest on the 2025 notes semi-annually on July 15 and January 15 of each year at a rate of 5.750% per annum, to holders of record on the July 1 or January 1 immediately preceding the interest payment date.

The notes are guaranteed on a senior unsecured basis by our direct parent, SB/RH Holdings, LLC, and each of our existing and future domestic subsidiaries, which we refer to collectively as the guarantors.

The notes and the related guarantees are 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 (but effectively subordinated to our secured debt, including our secured credit facilities 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 provides for its subordination to the notes and the related guarantees. See Description of Other Indebtedness, Description of 2022 Notes, Description of 2024 Notes and Description of 2025 Notes, as applicable.

There is no established market for trading the notes. 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.

An investment in the notes involves risks. Please refer to the section in this prospectus entitled Risk Factors commencing on page 12.

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.

The date of this prospectus is January 3, 2017.

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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 or incorporated by reference in this prospectus. We take no responsibility for, and can provide no assurances as to the reliability of, any information that others may give you. 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.

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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®, VARTA®, Remington®, Black & Decker®, George Foreman®, Russell Hobbs®, Farberware®, Toastmaster®, Breadman®, Juiceman®, Kwikset®, Weiser®, Baldwin®, National Hardware®, Stanley®, Fanal®, Pfister®, Tell®, Tetra®, 8-in-1®, Dingo®, Nature s Miracle®, Wild Harvest®, Marineland®, Furminator®, Littermaid®, Birdola®, Healthy Hide®, Digest-eeze®, Iams®, Eukanuba®, Spectracide®, Cutter®, Hot Shot®, Real Kill®, Ultra Kill®, Black Flag®, Liquid Fence®, Rid-a-bug®, TAT®, Garden Safe®, Repel®, Armor All®, STP® and A/C PRO®. 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 or documents incorporated by reference herein may be without the ® and TM 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 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 include estimates that involve risks and uncertainties and are subject to change based on various factors, including those discussed under Risk Factors and those discussed under Cautionary Statement Regarding Forward-Looking Statements.

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PROSPECTUS SUMMARY

The following summary highlights basic information about us and the 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 documents incorporated by reference herein and the section entitled Risk Factors. Certain statements in this summary are forward-looking statements. See Cautionary Statement Regarding Forward-Looking Statements.

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

Our Company

We are a diversified global branded consumer products company. The Company manufactures, markets and/or distributes its products in approximately 160 countries in the North America (NA); Europe, Middle East & Africa (EMEA); Latin America (LATAM) and Asia-Pacific (APAC) regions through a variety of trade channels, including retailers, wholesalers and distributors, original equipment manufacturers (OEMs), construction companies and hearing aid professionals. We enjoy strong name recognition in our regions under our various brands and patented technologies across multiple product categories. We manage the business in five vertically integrated, product-focused segments: (i) Global Batteries & Appliances (GBA), (ii) Hardware & Home Improvement (HHI), (iii) Global Pet Supplies (PET), (iv) Home and Garden (H&G) and (v) Global Auto Care (GAC).

Filings made by SB/RH Holdings pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act), are made available free of charge on or through our website at www.spectrumbrands.com as soon as reasonably practicable after such reports are filed with, or furnished to the SEC. You may read and copy any materials we file with the SEC at the SEC s Public Reference Room at 100 F Street, NE, Washington, DC 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

Recent Developments

During the year ended September 30, 2016, we refinanced a portion of our debt to extend maturities and reduce borrowing costs. On September 20, 2016, Spectrum Brands issued 425 million aggregate principal amount of its 4.00% Senior Notes due 2026 (the 2026 notes). Please see Description of Other Indebtedness. The proceeds from the 2026 notes and draws on our revolving credit facility were used to repay our outstanding 6.375% Senior Notes due 2020 (the 2020 notes) and pay fees and expenses in connection with the refinancing. We repurchased $390.3 million aggregate principal amount of the 2020 notes through a cash tender offer on September 20, 2016, with the remaining outstanding aggregate principal amount of $129.7 million subsequently redeemed by the Company on October 20, 2016.

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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] SB/RH Holdings (i) is a guarantor of our obligations under the Credit Agreement and pledged only the capital stock issued to it by Spectrum as collateral and (ii) is a guarantor of the notes and the 2026 notes.

[2] None of our foreign subsidiaries are, or will be, guarantors of the notes offered hereby. None of our foreign subsidiaries are guarantors under the Credit Agreement.

[3] Our domestic subsidiaries, subject to certain exceptions, are guarantors of the notes offered hereby and the 2026 notes. Certain of our domestic subsidiaries are guarantors under the Credit Agreement.

Additional Information

Spectrum Brands is 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. Information contained 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 Terms of the 2022 Notes

The following is a summary of the terms of the 2022 notes. For a more complete description of the 2022 notes as well as the definitions of certain capitalized terms used below, see Description of 2022 Notes in this prospectus.

Issuer	Spectrum Brands, Inc.
2022 Notes	6.625% Senior Notes due 2022.
Maturity Date	November 15, 2022.
Interest	The 2022 notes will bear interest at a rate of 6.625% per annum. Interest on the 2022 notes will be payable in cash on May 15 and November 15 of each year.
Optional Redemption	On or after November 15, 2017, we may redeem some or all of the 2022 notes at any time at the redemption prices set forth in Description of 2022 Notes Optional Redemption. In addition, prior to November 15, 2017, we may redeem the 2022 notes at a redemption price equal to 100% of the principal amount plus a make-whole premium.
Change of Control	Upon a Change of Control (as defined under Description of 2022 Notes), we will be required to make an offer to purchase the 2022 notes. The purchase price will equal 101% of the principal amount of the 2022 notes on the date of purchase plus accrued and unpaid 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 2022 notes). See Risk Factors Risks Related to the Notes We may not be able to make the change of control offer required by the indentures.
Guarantees	The 2022 notes will be unconditionally, jointly and severally guaranteed, on a senior unsecured basis, by SB/RH Holdings and all of our domestic subsidiaries.
Ranking	The 2022 notes and the related guarantees will be the senior 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 other notes; and

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	rank senior in right of payment to all of our and the guarantors future indebtedness that expressly provide for its subordination to the 2022 notes and the related guarantees. However, the 2022 notes will be effectively subordinated to any of our secured indebtedness, including under our Credit Agreement, to the extent of the value of the assets securing such indebtedness. In addition, the 2022 notes will be structurally subordinated to all indebtedness and other liabilities of Spectrum Brands subsidiaries that do not guarantee the 2022 notes.
Certain Covenants	The terms of the 2022 notes indenture restrict our ability and the ability of certain of our subsidiaries (as described in Description of 2022 Notes) to: incur additional indebtedness; create liens; 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 2022 notes are rated 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 2022 notes indenture will be suspended.
Absence of a Public Market	The 2022 notes are freely transferable, but there may not be an active trading market for the 2022 notes. We cannot assure you as to the future liquidity of any market.
Trustee	U.S. Bank National Association is serving as trustee under the 2022 notes indenture.
Use of Proceeds	This prospectus is delivered in connection with the sale of the 2022 notes by Jefferies in market-marking transactions effected from time to time. We will not receive any proceeds from such transactions.
Risk Factors	You should consider all of the information contained in this prospectus before making an investment in the 2022 notes. In particular, you should consider the risks described under Risk Factors.

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Summary of Terms of the 2024 Notes

The following is a summary of the terms of the 2024 notes. For a more complete description of the 2024 notes as well as the definitions of certain capitalized terms used below, see Description of 2024 Notes in this prospectus.

Issuer	Spectrum Brands, Inc.
2024 Notes	6.125% Senior Notes due 2024.
Maturity Date	December 15, 2024.
Interest	The 2024 notes will bear interest at a rate of 6.125% per annum. Interest on the 2024 notes will be payable in cash on June 15 and December 15 of each year.
Optional Redemption	On or after December 15, 2019, we may redeem some or all of the 2024 notes at any time at the redemption prices set forth in Description of 2024 Notes Optional Redemption. In addition, prior to December 15, 2019, we may redeem the 2024 notes at a redemption price equal to 100% of the principal amount plus a make-whole premium.
	Before December 15, 2017, we may redeem up to 35% of the 2024 notes, including additional notes, with an amount of cash equal to the net proceeds of equity offerings at a price of 106.125% of principal plus accrued and unpaid interest, provided that at least 65% of the aggregate principal amount of the 2024 notes remains outstanding after the redemption, as further described in Description of 2024 Notes Optional Redemption.
Change of Control	Upon a Change of Control (as defined under Description of 2024 Notes) we will be required to make an offer to purchase the 2024 notes. The purchase price will equal 101% of the principal amount of the 2024 notes on the date of purchase plus accrued and unpaid 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 2024 notes). See Risk Factors Risks Related to the Notes We may not be able to make the change of control offer required by the indentures.
Guarantees	The 2024 notes will be unconditionally, jointly and severally guaranteed, on a senior unsecured basis, by SB/RH Holdings and all of our domestic subsidiaries.
Ranking	The 2024 notes and the related guarantees will be the senior 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 other notes; and

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	rank senior in right of payment to all of our and the guarantors future indebtedness that expressly provide for its subordination to the 2024 notes and the related guarantees.
	However, the 2024 notes will be effectively subordinated to any of our secured indebtedness, including under our Credit Agreement, to the extent of the value of the assets securing such indebtedness. In addition, the 2024 notes will be structurally subordinated to all indebtedness and other liabilities of Spectrum Brands subsidiaries that do not guarantee the 2024 notes.
Certain Covenants	The terms of the 2024 notes indenture restrict our ability and the ability of certain of our subsidiaries (as described in Description of 2024 Notes) to: incur additional indebtedness; create liens; 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 2024 notes are rated 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 2024 notes indenture will be suspended.
Absence of a Public Market	The 2024 notes are freely transferable, but there may not be an active trading market for the 2024 notes. We cannot assure you as to the future liquidity of any market.
Trustee	U.S. Bank National Association is serving as trustee under the 2024 notes indenture.
Use of Proceeds	This prospectus is delivered in connection with the sale of the 2024 notes by Jefferies in market-marking transactions effected from time to time. We will not receive any proceeds from such transactions.
Risk Factors	You should consider all of the information contained in this prospectus before making an investment in the 2024 notes. In particular, you should consider the risks described under Risk Factors.

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Summary of Terms of the 2025 Notes

The following is a summary of the terms of the 2025 notes. For a more complete description of the 2025 notes as well as the definitions of certain capitalized terms used below, see Description of 2025 Notes in this prospectus.

Issuer	Spectrum Brands, Inc.
2025 Notes	5.750% Senior Notes due 2025.
Maturity Date	July 15, 2025.
Interest	The 2025 notes will bear interest at a rate of 5.750% per annum. Interest on the 2025 notes will be payable in cash on July 15 and January 15 of each year.
Optional Redemption	On or after July 15, 2020, we may redeem some or all of the 2025 notes at any time at the redemption prices set forth in Description of 2025 Notes Optional Redemption. In addition, prior to July 15, 2020, we may redeem the 2025 notes at a redemption price equal to 100% of the principal amount plus a make-whole premium. Before July 15, 2018, we may redeem up to 35% of the 2025 notes, including additional notes, with an amount of cash equal to the net proceeds of equity offerings at a price of 105.750% of principal plus accrued and unpaid interest, provided that at least 65% of the aggregate principal amount of the 2025 notes remains outstanding after the redemption, as further described in Description of 2025 Notes Optional Redemption.
Change of Control	Upon a Change of Control (as defined under Description of 2025 Notes) we will be required to make an offer to purchase the 2025 notes. The purchase price will equal 101% of the principal amount of the 2025 notes on the date of purchase plus accrued and unpaid 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 2025 notes). See Risk Factors Risks Related to the Notes We may not be able to make the change of control offer required by the indentures.
Guarantees	The 2025 notes will be unconditionally, jointly and severally guaranteed, on a senior unsecured basis, by SB/RH Holdings and all of our domestic subsidiaries.
Ranking	The 2025 notes and the related guarantees will be the senior 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 other notes; and

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	rank senior in right of payment to all of our and the guarantors future indebtedness that expressly provide for its subordination to the 2025 notes and the related guarantees. However, the 2025 notes will be effectively subordinated to any of our secured indebtedness, including under our Credit Agreement, to the extent of the value of the assets securing such indebtedness. In addition, the 2025 notes will be structurally subordinated to all indebtedness and other liabilities of Spectrum Brands subsidiaries that do not guarantee the 2025 notes.
Certain Covenants	The terms of the 2025 notes indenture restrict our ability and the ability of certain of our subsidiaries (as described in Description of 2025 Notes) to: incur additional indebtedness; create liens; 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 2025 notes are rated 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 2025 notes indenture will be suspended.
Absence of a Public Market	The 2025 notes are freely transferable, but there may not be an active trading market for the 2025 notes. We cannot assure you as to the future liquidity of any market.
Trustee	U.S. Bank National Association is serving as trustee under the 2025 notes indenture.
Use of Proceeds	This prospectus is delivered in connection with the sale of the 2025 notes by Jefferies in market-marking transactions effected from time to time. We will not receive any proceeds from such transactions.
Risk Factors	You should consider all of the information contained in this prospectus before making an investment in the 2025 notes. In particular, you should consider the risks described under Risk Factors.

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Summary Historical Financial Data of SB/RH Holdings

The following summary historical financial data have been derived from certain of SB/RH Holdings audited consolidated financial statements. SB/RH Holdings audited consolidated statements of financial position as of September 30, 2016 and 2015; and SB/RH Holdings audited consolidated statements of income, audited consolidated statements of comprehensive income, audited consolidated statements of shareholder s equity and audited consolidated statements of cash flows, each for the years ended September 30, 2016, 2015 and 2014; are incorporated by reference into this prospectus. SB/RH Holdings audited consolidated statement of financial position as of September 30, 2014 is not included or incorporated by reference into this prospectus.

The financial information and other data indicated may not be indicative of future performance, and the financial information and other data presented for the interim periods may not be indicative of the results for the full year. This financial information and other data should be read in conjunction with the audited financial statements of SB/RH Holdings, including the notes thereto, and Management s Discussion and Analysis of Financial Condition and Results of Operations, included in SB/RH Holdings Annual Report on Form 10-K for the year ended September 30, 2016 (the 2016 10-K), which is incorporated by reference into this prospectus. See Incorporation of Certain Documents by Reference.

	Year Ended September 30,		
	2016(1)	2015(2)	2014(3)
	(in millions)		
Statement of Income Data:			
Net sales	$ 5,039.7	$ 4,690.4	$ 4,429.1
Gross profit	1,919.9	1,670.3	1,568.9
Operating income	661.9	480.5	484.5
Interest expense	250.0	271.9	202.1
Other non-operating expense, net	8.6	8.9	6.3
Income from operations before income taxes	403.3	199.7	276.1
Income tax expense	51.0	43.9	59.0
Net income	352.3	155.8	217.1
Net income attributable to non-controlling interest	0.4	0.4	0.3
Net income attributable to controlling interest	351.9	155.4	216.8
Restructuring and related charges cost of goods sold(4)	0.5	2.1	3.7
Restructuring and related charges operating expenses(4)	14.7	26.6	19.2
Cash Flow and Related Data:			
Net cash provided by operating activities	$ 601.6	$ 441.8	$ 434.7
Purchases of property, plant and equipment	95.2	89.1	73.3
Depreciation and amortization	183.0	170.0	157.6
Statement of Financial Position Data (at period end):			
Cash and cash equivalents	$ 270.8	$ 247.9	$ 192.9
Working capital(5)(6)	533.8	626.7	468.4
Total assets(6)(7)	7,053.5	7,193.7	5,427.9
Total long-term debt, net of current portion(7)	3,456.2	3,872.1	2,843.0

Total debt[7]	3,620.2	3,940.6	2,955.6
Total shareholder s equity	1,779.6	1,523.1	1,020.7

(1) For the year ended September 30, 2016, interest expense includes $15.6 million of tender premium and a non-cash expense of $5.8 million as a result of the write-off of unamortized debt issuance costs in connection with the redemption of Spectrum Brands 6.375% Notes due 2020. Income tax expense includes a non-cash benefit of $111.1 million from a decrease in the valuation allowance against net deferred tax assets.

(2) The information presented as of and for the year ended September 30, 2015 includes the results of AAG operations since the acquisition date of May 21, 2015; the results of the Salix operations since the acquisition date of January 16, 2015; the results of the European IAMS and Eukanuba operations since the acquisition date of December 31, 2014; and the results of the Tell operations since the acquisition date of October 1, 2014. Interest expense of $58.8 million was incurred related to the financing of the acquisition of AAG and the refinancing of the then existing senior credit facility and asset based revolving loan facility. Income tax expense includes a non-cash benefit of $20.2 million from a decrease in the valuation allowance against net deferred tax assets, and a $22.8 million benefit due to the reversal of valuation allowance in conjunction with the acquisition of the AAG business.

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(3) The information presented as of and for the year ended September 30, 2014 includes the results of the Liquid Fence operations since the acquisition date of January 2, 2014. Interest expense includes a non-cash charges of $9.2 million as a result of the write-off of unamortized debt issuance costs and unamortized discounts in connection with the amendment of the Company s then existing term loans. Income tax expense includes a non-cash benefit of $115.6 million from a decrease in the valuation allowance against net deferred tax assets.

(4) See Note 4, Restructuring and Related Charges, to SB/RH Holdings audited consolidated financial statements, included elsewhere in the 2016 10-K and incorporated by reference in this prospectus, for further discussion.

(5) Working capital is defined as current assets less current liabilities per the consolidated statements of financial position.

(6) During the year ended September 30, 2016, the Company retrospectively adopted ASU No. 2015-17, *Income Taxes (Topic 740 Balance Sheet Classification of Deferred Taxes*, resulting in a reclassification of current deferred tax assets of $44.7 million and $36.7 million for the years ended September 30, 2015 and 2014 respectively; and current deferred tax liabilities of $4.6 million and $2.8 million for the years ended September 30, 2015 and 2014 respectively. The adoption of the ASU resulted in the reclassification of total current and non-current deferred tax assets of $39.1 million and $32.3 million for the years ended September 30, 2015 and 2014.

(7) During the year ended September 30, 2016, the Company retrospectively adopted ASU no. 2015-03, *Interest-Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*, resulting in a reclassification of debt issuance costs of $65.1 million and $51.1 million for the years ended September 30, 2015 and 2014, respectively.

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RISK FACTORS

An investment in the notes involves risks. Before deciding whether to invest in the notes, in addition to the other information included in this prospectus, you should consider the matters addressed in the section entitled Cautionary Statement Regarding Forward-Looking Statements and the risks discussed below, together with the information set forth under Risk Factors in the 2016 10-K, which is incorporated by reference. While we believe that these risks are the most important for you to consider, you should read this prospectus carefully, including our financial statements, the notes to our financial statements and management s discussion and analysis of our financial condition and results of operations, which are included elsewhere in this prospectus or incorporated by reference herein. 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 not currently believed to be important also may adversely affect our business.

Risks Related to the Notes

The notes will be Spectrum Brands 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 Spectrum Brands or the guarantors secured debt, including our existing and any future debt under our secured credit facilities.

Spectrum Brands obligations under the notes and the guarantors obligations under the guarantees will not be secured. The notes will be effectively subordinated to Spectrum Brands and the guarantors existing and any future secured indebtedness, including our secured credit facilities under our Credit Agreement, 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, 2016, Spectrum Brands and the guarantors had $1,254.9 million of secured indebtedness outstanding. If we are involved in any dissolution, liquidation or reorganization, or if we default under in the indentures governing the notes offered hereby (such indentures, collectively, the indentures), 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 indentures permit 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, 2016, these non-guarantor subsidiaries had 16% of our total liabilities and generated 52% of our revenue in the twelve months ended September 30, 2016.

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 the indentures, our secured credit facilities or in current or future debt financing agreements, there could be a default under the terms of these agreements. Our ability to comply with these restrictions and covenants, including meeting any applicable financial ratios and tests, may be affected by events beyond our control. As a result, we cannot assure you that we will be able to comply with these restrictions and covenants or meet these tests. Any default under the agreements governing our indebtedness, including a default under the aforementioned debt instruments, that is not waived by the required lenders, and the remedies sought by the holders of such indebtedness, could prevent us from paying

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principal, premium, if any, and interest on the notes and substantially decrease the market value of the notes. If we are unable to generate sufficient cash flow and are otherwise unable to obtain funds necessary to meet required payments of principal, premium, if any, and interest on our indebtedness, or if we otherwise fail to comply with the various covenants, including financial and operating covenants in the instruments governing our indebtedness (including covenants in the aforementioned debt instruments), we could be in default under the terms of the agreements governing such indebtedness. In the event of such default:

- the holders of such indebtedness could elect to declare all the funds borrowed thereunder to be due and payable, together with accrued and unpaid interest;
- the lenders under the Credit Agreement could elect to terminate their commitments thereunder, cease making further loans and institute foreclosure proceedings against our assets; and
- we could be forced into bankruptcy or liquidation.

Moreover, the Credit Agreement and the indentures each contain cross-default or cross-acceleration provisions that would be triggered by the occurrence of a default or acceleration under other instruments governing our indebtedness. If the payment of our indebtedness is accelerated, there can be no assurance that our assets would be sufficient to repay in full that indebtedness and our other indebtedness that would become due as a result of any acceleration.

If our operating performance declines, we may in the future need to obtain waivers from the required lenders under our Credit Agreement to avoid being in default. If we breach our covenants under our Credit Agreement and seek a waiver, we may not be able to obtain a waiver from the required lenders. If this occurs, we would be in default under our Credit Agreement, the lenders could exercise their rights, as described above, and we could be forced into bankruptcy or liquidation.

Despite our current levels of debt, we may still incur substantially more debt ranking equal or effectively senior to the notes and increase the risks associated with our proposed leverage.

Subject to certain restriction and limitation, we or our subsidiaries could incur significant additional indebtedness in the future. The provisions contained in the indentures and in our other debt agreements limit but do not prohibit our ability to incur additional indebtedness on an equal and ratable basis with the notes. In addition, any of our debt could be secured and therefore would be effectively senior to the notes to the extent of the value of the collateral securing that debt. This may have the effect of reducing the amount of proceeds available for the notes in the event of any bankruptcy, liquidation, reorganization or similar proceeding. If new debt is added to our current debt levels, the related risks that we now face as a result of our indebtedness could intensify.

Fraudulent transfer statutes may limit your rights as a holder of the notes.

Federal and state fraudulent transfer laws as previously interpreted by various courts permit a court, if it makes certain findings, to:

- avoid all or a portion of our obligations to holders of the notes;

- subordinate our obligations to holders of the notes to our other existing and future creditors, entitling such creditors to be paid in full before any payment is made on the notes; and

- take other action detrimental to holders of the notes, including invalidating the notes.

In that event, we cannot assure you that you would ever be repaid. There is also no assurance that amounts previously paid to you pursuant to the notes or guarantees would not be subject to return.

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Under federal and state fraudulent transfer laws, in order to take any of those actions, courts will typically need to find that we or the guarantors received less than fair consideration or reasonably equivalent value for incurring the indebtedness represented by the notes, and at the time the notes were issued:

- were insolvent or were rendered insolvent by reason of the issuance of the notes;