

PLAYTEX MANUFACTURING INC

Form S-4

December 15, 2011

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON DECEMBER 15, 2011

Registration Statement No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-4
REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

ENERGIZER HOLDINGS, INC.

SUBSIDIARY GUARANTORS LISTED ON SCHEDULE A HERETO

(Exact name of registrant as specified in its charter)

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Missouri
(State or other jurisdiction of
incorporation or organization)

3690
(Primary standard industrial
classification code number)
533 Maryville University Drive

43-1863181
(I.R.S. employer
identification number)

St. Louis, Missouri 63141

(314) 985-2000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Daniel J. Sescleifer

Executive Vice President and Chief Financial Officer

Energizer Holdings, Inc.

533 Maryville University Drive

St. Louis, Missouri 63141

(314) 985-2000

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

R. Randall Wang, Esq.

Bryan Cave LLP

211 N. Broadway

One Metropolitan Square, Suite 3600

St. Louis, Missouri 63102

Tel: (314) 259-2000

Fax: (314) 259-2020

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

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If the only securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit(1)	Proposed maximum aggregate offering price(1)	Amount of registration fee
4.700% Senior Notes due 2021	\$600,000,000	100%	\$600,000,000	\$68,760
Guarantees of 4.700% Senior Notes due 2021	\$600,000,000			(2)

- (1) Estimated pursuant to Rule 457(f) solely for the purpose of calculating the registration fee.
 (2) Pursuant to Rule 457(n), no additional registration fee is payable with respect to the guarantees.

The registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

SCHEDULE A*

Exact Name of Each Registrant as Specified in its Respective Charter	State or Other Jurisdiction of Incorporation or	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification Number
----------------------------------------------------------------------	-------------------------------------------------	--------------------------------------------------------	---------------------------------------

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	Organization		
Eveready Battery Company, Inc.	DE	3690	43-1407915
Energizer Battery Manufacturing, Inc.	DE	3690	01-0758278
Energizer Battery, Inc.	DE	3690	01-0758270
Energizer International, Inc.	DE	3690	36-3440338
Energizer Personal Care, LLC	DE	3690	26-3324763
Playtex Products, LLC	DE	3690	26-3324835
Playtex Manufacturing, Inc.	DE	3690	51-0369884
Schick Manufacturing, Inc.	DE	3690	83-0348512
Sun Pharmaceuticals, LLC	DE	3690	26-3700969
Tanning Research Laboratories, LLC	DE	3690	26-3701119

* Address, including zip code, and telephone number, including area code, of principal executive offices of each Subsidiary Guarantor listed in Schedule A are the same as those of Energizer Holdings, Inc., a Missouri corporation.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED DECEMBER 15, 2011

Energizer Holdings, Inc.

Offer to Exchange

\$600,000,000 4.700% Senior Notes due 2021

for \$600,000,000 4.700% Senior Notes due 2021

that have been registered under the Securities Act of 1933

We are offering, upon the terms and subject to the conditions set forth in this prospectus and the accompanying letter of transmittal (which together constitute the exchange offer), to exchange an aggregate principal amount of up to \$600,000,000 of our new 4.700% Senior Notes due 2021, and the guarantees thereof, which we refer to as the exchange notes, for a like amount of our outstanding 4.700% Senior Notes due 2021, and the guarantees thereof, which we refer to as the outstanding notes, in a transaction registered under the Securities Act of 1933, as amended. The term Notes refers to, collectively, the outstanding notes and the exchange notes.

Terms of the exchange offer:

We will exchange all outstanding notes that are validly tendered and not withdrawn prior to the expiration of the exchange offer.

You may withdraw tenders of outstanding notes at any time prior to the expiration of the exchange offer.

We believe that the exchange of outstanding notes for exchange notes will not be a taxable event for U.S. federal income tax purposes.

The form and terms of the exchange notes are identical in all material respects to the form and terms of the outstanding notes, except that (i) the exchange notes are registered under the Securities Act, (ii) the transfer restrictions and registration rights applicable to the outstanding notes do not apply to the exchange notes, and (iii) the exchange notes will not contain provisions relating to liquidated damages relating to our registration obligations.

The exchange offer will expire at _____, **Eastern Standard Time, on** _____, _____, unless we extend the offer. We will announce any extension by press release or other permitted means no later than 9:00 a.m. on the business day after the previously scheduled expiration of the exchange offer. You may withdraw any outstanding notes tendered until the expiration of the exchange offer.

Broker-Dealers:

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Broker-dealers receiving exchange notes in exchange for outstanding notes acquired for their own account through market-making or other trading activities must deliver a prospectus in any resale of the exchange notes.

Each broker-dealer that receives exchange notes for its own account under the 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 delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of 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 outstanding notes where the broker-dealer acquired such outstanding notes as a result of market-making activities or other trading activities.

We have agreed that, for a period of up to 180 days after the effective date of the registration statement, of which this prospectus is a part, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution. The exchange notes will not be listed on the New York Stock Exchange or any other securities exchange.

For a discussion of factors you should consider in determining whether to tender your outstanding notes, see the information under Risk Factors beginning on page 15 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities, or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2011.

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We have not authorized anyone to give any information or to make any representations concerning this exchange offer except that which is in this prospectus, or which is referred to under Where You Can Find More Information. If anyone gives or makes any other information or representation, you should not rely on it. This prospectus is not an offer to sell or a solicitation of an offer to buy securities in any circumstances in which the offer or solicitation is unlawful. You should not interpret the delivery of this prospectus, or any sale of securities, as an indication that there has been no change in our affairs since the date of this prospectus. You should also be aware that information in this prospectus may change after this date.

This prospectus incorporates by reference business and financial information about us that is not included in or delivered with this prospectus. This information is available without charge upon written or oral request directed to:

Energizer Holdings, Inc.

533 Maryville University Drive

St. Louis, Missouri 63141

(314) 985-2000

Attention: Corporate Secretary

If you would like to request copies of these documents, please do so by _____, (which is five business days before the scheduled expiration of the exchange offer) in order to receive them before the expiration of the exchange offer.

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FORWARD LOOKING STATEMENTS

This document contains both historical and forward-looking statements. Forward-looking statements are not based on historical facts but instead reflect our expectations, estimates or projections concerning future results or events, including, without limitation, statements regarding future earnings, investment or spending initiatives, cost savings related to our restructuring project, the impact of certain price increases, anticipated advertising and promotional spending, the estimated impact of foreign currency movements, raw material and commodity costs, category value and future volume, sales and growth in some of our businesses. These statements generally can be identified by the use of forward-looking words or phrases such as believe, expect, anticipate, may, could, intend, belief, estimate, plan, likely, will, should or other similar phrases. These statements are not guarantees of performance and are inherently subject to known and unknown risks, uncertainties and assumptions that are difficult to predict and could cause our actual results, performance or achievements to differ materially from those expressed in or indicated by those statements. We cannot assure you that any of our expectations, estimates or projections will be achieved.

The forward-looking statements included in this document are only made as of the date of this document and we disclaim any obligation to publicly update any forward-looking statement to reflect subsequent events or circumstances. Numerous factors could cause our actual results and events to differ materially from those expressed or implied by forward-looking statements, including, without limitation:

Energizer's ability to improve operations and realize cost savings including cost savings anticipated from restructuring activities;

Energizer's ability to timely implement strategic initiatives in a manner that will positively impact our financial condition and results of operation;

The impact of strategic initiatives on Energizer's relationships with its employees, its major customers and vendors;

The impact of raw material and other commodity costs;

The impact of foreign currency exchange rates and offsetting hedges on Energizer's profitability for the year with any degree of certainty;

The success of new products and the ability to continually develop new products;

Energizer's ability to predict consumption trends with respect to the overall battery category and Energizer's other businesses;

Energizer's ability to continue planned advertising and other promotional spending may be impacted by lower than anticipated cash flows, or by alternative investment opportunities;

Energizer's effective tax rate for the year could be impacted by legislative or regulatory changes by federal, state and local, and foreign taxing authorities, as well as by the profitability or losses of Energizer's various subsidiary operations in both high-tax and low-tax countries; and

Prolonged recessionary conditions in key global markets where Energizer competes could result in significantly greater local currency movements and correspondingly greater negative impact on Energizer than what can be anticipated from the current spot rates.

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In addition, other risks and uncertainties not presently known to us or that we consider immaterial could affect the accuracy of any such forward-looking statements.

The list of factors above is illustrative, but by no means exhaustive. All forward-looking statements should be evaluated with the understanding of their inherent uncertainty. Additional risks and

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uncertainties include those detailed from time to time in Energizer's publicly filed documents; including its annual report on Form 10-K for the year ended September 30, 2011.

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PROSPECTUS SUMMARY

The following summary contains basic information about us and this offering. It is likely that this summary does not contain all of the information that is important to you. You should read the entire prospectus, including the risk factors and the financial statements and related notes included or incorporated by reference elsewhere herein, before making an investment decision. Unless otherwise indicated, the terms Company, Energizer, us, we and our refers solely to Energizer Holdings, Inc. and its subsidiaries.

Our Company

Energizer Holdings, Inc., through its worldwide operating subsidiaries, is one of the world's largest manufacturers and marketers of primary batteries, portable lighting products and personal care products in the wet shave, skin care, feminine care and infant care categories. Our products are marketed and sold in more than 165 countries around the world. Energizer was incorporated in Missouri in 1999, and is the successor to over 100 years of knowledge and experience in batteries and portable lighting products and over 75 years in wet shave products. We also benefit from the history and expertise of Playtex Products, Inc. in skin care, feminine care and infant care products. On April 1, 2000, all of the outstanding shares of common stock of Energizer were distributed in a tax-free spin-off to shareholders of Ralston Purina Company. Our principal executive offices are located at 533 Maryville University Drive, St. Louis, Missouri 63141, and our telephone number is (314) 985-2000. Our website address is www.energizer.com. Information contained on our website is not incorporated in, and does not constitute part of, this prospectus.

Principal Products

Personal Care

The Personal Care division includes Wet Shave products sold under the *Schick*, *Wilkinson Sword*, *Edge*, *Skintimate* and *Personna* brand names, Skin Care products sold under the *Banana Boat*, *Hawaiian Tropic*, *Wet Ones* and *Playtex* brand names, and Feminine Care and Infant Care products sold under the *Playtex* and *Diaper Genie* brand names.

We manufacture and distribute *Schick* and *Wilkinson Sword* razor systems, composed of razor handles and refillable blades, and disposable shave products for men and women. We market our wet shave products in more than 140 countries worldwide. SWS' primary markets are the U.S., Japan and the larger countries of Western Europe. We estimate our overall share of the wet shave category for these major markets at 21% in fiscal 2011, and 20% in 2010 and 2009. We currently maintain the #2 global market share position in wet shaving. Category blade unit consumption has been relatively flat for a number of years. However, product innovations and corresponding increased per unit prices have accounted for category growth. The category is extremely competitive with competitors vying for consumer loyalty and retail shelf space.

On June 5, 2009, we completed the acquisition of the *Edge* and *Skintimate* shave preparation brands from SCJ. This added U.S. market leading shave preparation products, including shaving gels and creams, to our wet shave portfolio.

SWS has gained recognition for its innovation and development of new products designed to improve the shaving experience, including the introduction of the *Intuition* women's system in 2003, a unique system incorporating a three-bladed razor surrounded by a skin conditioning solid which lathers, shaves and provides extra moisture in one step. In 2003, SWS introduced the *Quattro* men's shaving system, the first four blade razor system for men. In 2010, SWS introduced *Schick Hydro*, a new men's shaving system, which incorporates new technologies including innovative skin protectors that act to smooth skin between blade tips and an advanced hydrating gel reservoir that lubricates throughout the shaving

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process. *Schick Hydro* is available in three- and five-blade models. Additionally, the Company launched a new line of *Schick Hydro* shave gels, which coupled with the *Schick Hydro* razor, delivers a complete skin comfort system that goes beyond hair removal to care for men's skin.

On October 1, 2007, Energizer acquired Playtex, a leading North American manufacturer and marketer in the skin, feminine and infant care product categories, with a diversified portfolio of well-recognized branded consumer products.

In Skin Care, we market sun care products under the *Banana Boat* and *Hawaiian Tropic* brands. We believe these brands, on a combined basis, hold a leading market share position in the U.S. sun care category. The sun care category in the U.S. is segmented by product type such as general protection, tanning and babies; as well as by method of application such as lotions and sprays. We compete across this full spectrum of sun care products. We also offer *Wet Ones*, the leader in the U.S. portable hand wipes category, and *Playtex* household gloves, the branded household glove leader in the U.S.

In feminine care, we believe *Playtex* is the second largest selling tampon brand overall in the U.S. We offer plastic applicator tampons under the *Playtex Gentle Glide* and *Playtex Sport* brands, and *Playtex Personal Cleansing Cloths*, a pre-moistened wipe for feminine hygiene.

In infant care, we market a broad range of products including bottles, cups, and mealtime products under the *Playtex* brand name. We also offer a line of pacifiers, including the *Ortho-Pro* and *Binky* pacifiers. We believe our *Playtex Diaper Genie* brand of diaper disposal systems leads the U.S. diaper pail category. The *Diaper Genie* brand consists of the diaper pail unit and refill liners. The refill liners individually seal diapers in an odor-proof plastic film.

On November 23, 2010, Energizer acquired ASR, the leading global manufacturer of private label/value wet shaving razors and blades, and industrial and specialty blades. In wet shave, ASR manufactures, distributes and sells a complete line of private label / value wet shaving disposable razors, shaving systems and replacement blades. These wet shave products are sold primarily under a retailer's store name or under value brand names such as *Personna*, *Matrix*, *Magnum*, *Mystique*, *Solara* and *GEM*.

Household Products

Energizer's Household Products division manufactures and markets one of the most extensive product portfolios in household batteries, specialty batteries and lighting products.

In household batteries, we offer batteries using carbon zinc, alkaline, rechargeable and lithium technologies. These products are marketed and sold in the price, premium and performance segments. This allows us to penetrate the broad range of the market and meet most consumer needs. We distribute our portfolio of household and specialty batteries and portable lighting products through a global distribution network, which also provides a platform for the distribution of our personal care products.

The battery category is highly competitive as brands compete for consumer acceptance and retail shelf space. Pricing actions in response to rising material costs have raised retail prices over time. However, pricing actions are not always available to fully offset material cost increases, especially in highly competitive markets.

We continually engage in ongoing reviews of all of our categories. Recent studies have indicated that an increasing number of devices are using built-in rechargeable battery systems, particularly in developed markets. We believe this continues to create a negative impact on the demand for primary batteries. This trend, coupled with aggressive competitive activity in the U.S. and other markets, could put additional pressure on segment results going forward.

In an effort to diversify our Household Products portfolio, Energizer has leveraged its long history of innovation. Since Energizer's invention of the first D cell battery in 1893, we have been committed to

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developing and marketing innovative new products for the portable power and portable lighting products market. Energizer's track record includes the first to market the Alkaline battery, the first mercury-free Alkaline battery, the first mercury-free Hearing Aid battery and the longest lasting AA and AAA battery for high-tech devices - Ultimate Lithium.

Consistent with our long history of innovation, we introduced a new line of power solutions in late 2011 for consumers' most critical portable electronic devices. Consumers have become accustomed to an unplugged lifestyle where mobile devices are critical in everyday life. We believe consumers are looking for universal, easy-to-use solutions - solutions that address their needs for longer battery life, the ability to charge on the go and increased convenience in the way they charge their devices, from faster charge times to reducing clutter. In late fiscal 2011, we introduced a new line of chargers and cables that leverage the USB industry standard to bring convenient and portable charging to the home, office, and car. This complements our 2010 introduction of the world's first Qi (chee)-certified Inductive Charging portfolio. Energizer's inductive charging pads and sleeves enable consumers to charge wirelessly on the world's only wireless power standard, Qi. The Wireless Power Consortium's Qi standard continues to gain momentum and device manufacturers are beginning to launch this technology in cellular phones.

In addition, Energizer has a strong lighting products business that has evolved with changes in consumer tastes and demands. We are leveraging our expertise in lighting design, brand development and distribution capabilities to expand the household lighting product solutions available in the marketplace.

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THE EXCHANGE OFFER

On May 19, 2011, we issued \$600 million aggregate principal amount of 4.700% Senior Notes due 2021, the outstanding notes to which the exchange offer applies, to a group of initial purchasers in reliance on exemptions from, or in transactions not subject to, the registration requirements of the Securities Act and applicable securities laws. In connection with the sale of the outstanding notes to the initial purchasers, we entered into a registration rights agreement pursuant to which we agreed, among other things, to deliver this prospectus to you, to commence this exchange offer and to use our commercially reasonable efforts to complete the exchange offer not later than 60 days after the registration statement is declared effective. The summary below describes the principal terms and conditions of the exchange offer. Some of the terms and conditions described below are subject to important limitations and exceptions. See "The Exchange Offer" for a more detailed description of the terms and conditions of the exchange offer and "Description of the Exchange Notes" for a more detailed description of the terms of the exchange notes.

The Exchange Offer

We are offering to exchange up to \$600 million aggregate principal amount of our new 4.700% Senior Notes due 2021, which have been registered under the Securities Act, in exchange for your outstanding notes. The form and terms of these exchange notes are identical in all material respects to the outstanding notes. The exchange notes, however, will not contain transfer restrictions and registration rights applicable to the outstanding notes.

To exchange your outstanding notes, you must properly tender them, and we must accept them. We will accept and exchange all outstanding notes that you validly tender and do not validly withdraw. We will issue registered exchange notes promptly after the expiration of the exchange offer.

Resale of Exchange Notes

Based on interpretations by the staff of the SEC as detailed in a series of no-action letters issued to third parties, we believe that, as long as you are not a broker-dealer, the exchange notes offered in the exchange offer may be offered for resale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act as long as:

you are acquiring the exchange notes in the ordinary course of your business;

you are not participating, do not intend to participate in and have no arrangement or understanding with any person to participate in a distribution of the exchange notes; and

you are not an affiliate of ours within the meaning of Rule 405 of the Securities Act.

If any of these conditions is not satisfied and you transfer any exchange notes issued to you in the exchange offer without delivering a proper prospectus or without qualifying for a registration exemption, you may incur liability under the

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or a facsimile copy of the letter of transmittal, have the signatures on the letter of transmittal guaranteed, if required, and deliver the letter of transmittal, together with any other required documents (including the outstanding notes), to the exchange agent; or

if outstanding notes are tendered pursuant to book-entry procedures, the tendering holder must deliver a completed and duly executed letter of transmittal or arrange with Depository Trust Company, or DTC, to cause an agent's message to be transmitted with the required information (including a book-entry confirmation) to the exchange agent; or

comply with the procedures set forth below under **Guaranteed Delivery Procedures**.

Holders of outstanding notes that tender outstanding notes in the exchange offer must represent that the following are true:

the holder is acquiring the exchange notes in the ordinary course of its business;

the holder is not participating in, does not intend to participate in, and has no arrangement or understanding with any person to participate in a distribution of the exchange notes; and

the holder is not an affiliate of us within the meaning of Rule 405 of the Securities Act.

Do not send letters of transmittal, certificates representing outstanding notes or other documents to us or DTC. Send these documents only to the exchange agent at the appropriate address given in this prospectus and in the letter of transmittal. We could reject your tender of outstanding notes if you tender them in a manner that does not comply with the instructions provided in this prospectus and the accompanying letter of transmittal. See **Risk Factors** There are significant consequences if you fail to exchange your outstanding notes for further information.

Special Procedures for Tenders by
Beneficial Owners of Outstanding Notes

If:

you beneficially own outstanding notes;

those notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee; and

you wish to tender your outstanding notes in the exchange offer,

please contact the registered holder as soon as possible and instruct it to tender on your behalf and comply with the instructions set forth in this prospectus and the letter of

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transmittal.

Guaranteed Delivery Procedures

If you hold outstanding notes in certificated form or if you own outstanding notes in the form of a book-entry interest in a global note deposited with the trustee, as custodian for DTC, and you wish to tender those outstanding notes but:

your outstanding notes are not immediately available;

time will not permit you to deliver the required documents to the exchange agent by the expiration date; or

you cannot complete the procedure for book-entry transfer on time,

you may tender your outstanding notes pursuant to the procedures described in The Exchange Offer Procedures for Tendering Outstanding Notes Guaranteed Delivery.

Withdrawal Rights

You may withdraw your tender of outstanding notes under the exchange offer at any time before the exchange offer expires. Any withdrawal must be in accordance with the procedures described in The Exchange Offer Withdrawal Rights.

Effect on Holders of Outstanding Notes

As a result of making this exchange offer, and upon acceptance for exchange of all validly tendered outstanding notes, we will have fulfilled our obligations under the registration rights agreement. Accordingly, there will be no liquidated or other damages payable under the registration rights agreement if outstanding notes were eligible for exchange, but not exchanged, in the exchange offer.

If you do not tender your outstanding notes or we reject your tender, your outstanding notes will remain outstanding and will be entitled to the benefits of the indenture governing the notes. Under such circumstances, you would not be entitled to any further registration rights under the registration rights agreement, except under limited circumstances. Existing transfer restrictions would continue to apply to the outstanding notes.

Any trading market for the outstanding notes could be adversely affected if some but not all of the outstanding notes are tendered and accepted in the exchange offer.

Accounting Treatment

The exchange notes will be recorded at the same carrying value as the old notes, as reflected in our accounting records on the date of exchange. Accordingly, we will recognize no gain or loss for accounting purposes upon the closing of the exchange offer. The expenses of the exchange offer will be expensed as incurred.

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Material U.S. Federal Income and Estate
Tax Consequences

Your exchange of outstanding notes for exchange notes will not be treated as a taxable event for U.S. federal income tax purposes.

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See Material U.S. Federal Income and Estate Tax Consequences.

Use of Proceeds

We will not receive any proceeds from the exchange offer or the issuance of the exchange notes. The net proceeds from the issuance of the outstanding notes were used to repay our outstanding indebtedness in the aggregate amount of approximately \$575 million, exclusive of approximately \$20 million of make-whole premiums due to the early retirement of certain private placement notes, and for general corporate purposes.

Exchange Agent

The Bank of New York Mellon Trust Company, N.A. is serving as the exchange agent in connection with the exchange offer. The address, telephone number and facsimile number of the exchange agent is set forth under The Exchange Offer Exchange Agent.

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SUMMARY OF TERMS OF EXCHANGE NOTES

The form and terms of the exchange notes will be identical in all material respects to the form and terms of the outstanding notes, except that the exchange notes:

will have been registered under the Securities Act;

will not bear restrictive legends restricting their transfer under the Securities Act;

will not be entitled to the registration rights that apply to the outstanding notes; and

will not contain provisions relating to an increase in the interest rate borne by the outstanding notes under circumstances related to the timing of the exchange offer.

The exchange notes represent the same debt as the outstanding notes and are governed by the same indenture, which is governed by New York law. A brief description of the material terms of the exchange notes follows:

Issuer	Energizer Holdings, Inc.
Notes Offered	\$600 million aggregate principal amount of 4.700% Senior Notes due 2021.
Maturity	The Notes will mature on May 19, 2021.
Interest	Interest will accrue on the Notes at the rate of 4.700% per year, and will be payable in cash semi-annually in arrears on May 19 and November 19 of each year. Interest on the Notes will be computed on the basis of a 360-day year comprised of twelve 30-day months.
Ranking	The Notes will be general unsecured obligations of ours and will rank equally with all of our unsecured and unsubordinated obligations from time to time outstanding.

Holders of any of our existing or future secured indebtedness will have claims that are prior to your claims as holders of the Notes, to the extent of the value of the assets securing such indebtedness, in the event of any bankruptcy, liquidation or similar proceeding.

As of September 30, 2011, we and the Subsidiary Guarantors had no senior, secured indebtedness outstanding which would be effectively senior to the Notes and approximately \$1.71 billion of senior, unsecured indebtedness outstanding ranking equally with the Notes.

Subsidiary Guarantors	All existing and future subsidiaries of Energizer Holdings, Inc. that are guarantors of any of Energizer Holdings, Inc.'s credit agreements or other indebtedness for borrowed money will jointly and severally and fully and unconditionally guarantee payment of the Notes for so long as they remain
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guarantors under such other indebtedness. If a guarantor is released from its guarantees with respect to such debt, then such guarantor will be released from its guarantees of the Notes. See Description of the Exchange Notes Subsidiary Guarantees .

The Notes will be structurally subordinated to all existing and future obligations of our subsidiaries that do not guarantee the Notes, including claims with respect to trade payables. As of and for the twelve months ended September 30, 2011, our subsidiaries that will not guarantee the Notes had approximately \$830 million of liabilities (including \$35 million of secured indebtedness, consisting of amounts advanced under our existing receivables securitization program), which would be effectively senior to the Notes, constituted approximately 50% of our total consolidated revenues and had approximately 40% of our total consolidated assets.

Further Issues

We may from time to time issue additional debt securities, having the same ranking and the same interest rate, maturity and other terms as the Notes, provided that if such additional senior debt securities are not fungible with the Notes for U.S. federal income tax purposes, such additional senior debt securities will have a separate CUSIP number. Any such additional debt securities will, together with the then outstanding Notes, constitute a single series of debt securities under the indenture, and holders thereof will vote together on matters under the indenture. See Description of the Exchange Notes Further Issues .

Optional Redemption

We may redeem all or a portion of the Notes at our option at any time at the make-whole redemption price described under Description of the Exchange Notes Optional Redemption .

Certain Covenants

The indenture governing the Notes will, among other things, limit our ability to incur secured indebtedness and enter into certain sale and leaseback transactions. All of these limitations will be subject to a number of important qualifications and exceptions. See Description of the Exchange Notes.

Change of Control

If we experience a change of control triggering event, each holder of the Notes may require us to repurchase all of the Notes at a purchase price equal to 101% of the aggregate principal amount of the Notes repurchased, plus any accrued and unpaid interest up to, but not including, the repurchase date. See Description of the Exchange Notes Change of

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	Control.
Book-Entry Form	The Notes will be issued in the form of one or more fully registered global notes, which will be deposited with, or on behalf of, The Depository Trust Company, New York, New York, or the Depository, and registered in the name of Cede & Co., the Depository's nominee. Beneficial interests in the global notes will be represented through book-entry accounts of financial institutions acting on behalf of beneficial owners as direct and indirect participants in the Depository. Investors may elect to hold interests in the global notes through either the Depository (in the United States), or Clearstream Banking Luxembourg S.A. or Euroclear Bank S.A./N.V. as operator of the Euroclear System (in Europe), if they are participants in those systems, or indirectly through organizations that are participants in those systems.
Absence of Public Market; No Listing	There is currently no established market for the Notes. Accordingly, we cannot assure you as to the development or liquidity of any market for the Notes. We do not intend to apply for listing of the exchange notes on any securities exchange.
Trustee	The Bank of New York Mellon Trust Company, N.A.
Risk Factors	Investing in the Notes and participating in the exchange offer involves risk. See Risk factors and the other information included in or incorporated by reference in this prospectus for a discussion of factors you should carefully consider before deciding to invest in the Notes or to participate in the exchange offer.

Table of Contents**SUMMARY HISTORICAL COMBINED AND CONSOLIDATED FINANCIAL INFORMATION**

The following summary consolidated financial and operating data are being provided to assist you in your analysis of an investment in the Notes. You should read this information in conjunction with the consolidated financial statements and notes thereto incorporated by reference in this document.

The summary consolidated balance sheet information as of September 30, 2011 and 2010 and the summary consolidated statement of income information for the years ended September 30, 2011, 2010 and 2009 have been derived from our historical consolidated financial statements, audited by PricewaterhouseCoopers LLP, our independent registered public accounting firm, and included in our Current Report on Form 8-K, filed with the Securities Exchange Commission on December 15, 2011, which is incorporated herein by reference. The summary consolidated balance sheet information as of September 30, 2009, 2008, and 2007, and the summary consolidated statement of income information for the years ended September 30, 2008 and 2007 have been derived from our audited historical consolidated financial statements not included or incorporated by reference in this prospectus. Our historical results are not necessarily indicative of the results to be expected in the future.

(In millions, except per share data)

Statements of Earnings Data (a)	FOR THE YEARS ENDED SEPTEMBER 30,				
	2011	2010	2009	2008	2007
Net sales	\$ 4,645.7	\$ 4,248.3	\$ 3,999.8	\$ 4,331.0	\$ 3,365.1
Depreciation and amortization	181.3	139.2	130.4	141.3	115.0
Earnings before income taxes (b)	406.0	543.4	445.3	473.2	434.2
Income taxes	144.8	140.4	147.5	143.9	112.8
Net earnings (c)	\$ 261.2	\$ 403.0	\$ 297.8	\$ 329.3	\$ 321.4
Earnings per share:					
Basic	\$ 3.75	\$ 5.76	\$ 4.77	\$ 5.71	\$ 5.67
Diluted	\$ 3.72	\$ 5.72	\$ 4.72	\$ 5.59	\$ 5.51
Average shares outstanding:					
Basic	69.6	70.0	62.4	57.6	56.7
Diluted	70.3	70.5	63.1	58.9	58.3
Balance Sheet Data					
	AT SEPTEMBER 30,				
	2011	2010	2009	2008 (a)	2007
Working capital	\$ 1,233.3	\$ 1,176.0	\$ 966.3	\$ 665.1	\$ 888.5
Property, plant and equipment, net	885.4	840.6	863.4	835.5	649.9
Total assets	6,663.4	6,387.9	6,149.0	5,816.7	3,525.7
Long-term debt	2,206.5	2,022.5	2,288.5	2,589.5	1,372.0

(a) Year over year comparatives may be impacted in varying degrees by acquisitions.

(b) Earnings before income taxes were (reduced)/increased by the following items:

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	FOR THE YEARS ENDED SEPTEMBER 30,				
	2011	2010	2009	2008	2007
Household Products restructuring	\$ (79.0)	\$	\$	\$	\$
Early debt retirement/duplicate interest	(22.9)				
ASR transaction costs/integration	(13.5)	(0.5)			
Acquisition inventory valuation	(7.0)		(3.7)	(27.5)	
Other realignment/integration costs	(3.0)	(11.0)	(13.6)	(21.1)	(18.2)
Venezuela devaluation/other impacts	(1.8)	(18.3)			
Voluntary Enhanced Retirement Option (VERO) /reduction in force costs		0.2	(38.6)		
Paid time off (PTO) adjustment			24.1		
Total	\$ (127.2)	\$ (29.6)	\$ (31.8)	\$ (48.6)	\$ (18.2)

(c) Net earnings were (reduced)/increased by the following items:

	FOR THE YEARS ENDED SEPTEMBER 30,				
	2011	2010	2009	2008	2007
Household Products restructuring	\$ (63.3)	\$	\$	\$	\$
Early debt retirement/duplicate interest	(14.4)				
ASR transaction costs/integration	(8.5)				
Acquisition inventory valuation	(4.4)		(2.3)	(16.5)	
Other realignment/integration costs	(2.0)	(7.4)	(8.9)	(13.4)	(12.2)
Venezuela devaluation/other impacts	(1.8)	(14.2)			
VERO/reduction in force costs		0.1	(24.3)		
PTO adjustment			15.2		
Adjustments to valuation allowances and prior years tax accruals	(9.7)	6.1	(1.5)	(1.1)	12.2
Tax benefits - special foreign dividend		23.5			
Deferred tax benefit due to statutory rate change					9.7
Total	\$ (104.1)	\$ 8.1	\$ (21.8)	\$ (31.0)	\$ 9.7

Table of Contents**RATIO OF EARNINGS TO FIXED CHARGES**

The following table sets forth our ratio of earnings to fixed charges for the periods indicated:

	Twelve Months Ended September 30,				
	2011	2010	2009	2008	2007
Ratio of earnings to fixed charges(1)	4.3	5.3	4.0	3.6	5.6

- (1) For purposes of calculating the ratio of earnings to fixed charges, earnings represent income before income taxes and equity earnings from affiliates plus fixed charges. Fixed charges include interest expense and our estimate of the interest component of rent expense.

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RISK FACTORS

You should carefully consider the following risk factors, as well as other information set forth in this prospectus prior to investing in the Notes and participating in the exchange offer. The risks described below are not the only ones that we face. You should also carefully consider the risks described under Risk Factors in Item 1A of our annual report of Form 10-K, filed with the SEC on November 22, 2011 for the fiscal year ended September 30, 2011 and in the other documents incorporated by reference into this prospectus (which risk factors are incorporated by reference herein). Additional risks not presently known to us or that we currently deem immaterial may also have a negative impact on our business operations.

Risks Relating to the Exchange Offer

There are significant consequences if you fail to exchange your outstanding notes.

We did not register the outstanding notes under the Securities Act or any state securities laws, nor do we intend to do so after the exchange offer. As a result, the outstanding notes may only be transferred in limited circumstances under the securities laws. If you do not exchange your outstanding notes in the exchange offer, you will lose your right to have the outstanding notes registered under the Securities Act, subject to certain limitations. If you continue to hold outstanding notes after the exchange offer, you may be unable to sell the outstanding notes. Outstanding notes that are not tendered or are tendered but not accepted will, following the exchange offer, continue to be subject to existing restrictions.

You cannot be sure that an active trading market for the exchange notes will develop.

We do not intend to apply for a listing of the exchange notes on any securities exchange. We do not know if an active public market for the exchange notes will develop or, if developed, will continue. If an active public market does not develop or is not maintained, the market price and liquidity of the exchange notes may be adversely affected. We cannot make any assurances regarding the liquidity of the market for the exchange notes, the ability of holders to sell their exchange notes or the price at which holders may sell their exchange notes. In addition, the liquidity and the market price of the exchange notes may be adversely affected by changes in the overall market for securities similar to the exchange notes, by changes in our financial performance or prospects and by changes in conditions in our industry.

You must follow the appropriate procedures to tender your outstanding notes or they will not be exchanged.

The exchange notes will be issued in exchange for the outstanding notes only after timely receipt by the exchange agent of the outstanding notes or a book-entry confirmation related thereto, a properly completed and executed letter of transmittal or an agent's message and all other required documentation. If you want to tender your outstanding notes in exchange for exchange notes, you should allow sufficient time to ensure timely delivery. Neither we nor the exchange agent are under any duty to give you notification of defects or irregularities with respect to tenders of outstanding notes for exchange. Outstanding notes that are not tendered or are tendered but not accepted will, following the exchange offer, continue to be subject to the existing transfer restrictions. In addition, if you tender the outstanding notes in the exchange offer to participate in a distribution of the exchange notes, you will be required to comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction. For additional information, please refer to the sections entitled The Exchange Offer and Plan of Distribution later in this prospectus.

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The consummation of the exchange offer may not occur.

We are not obligated to complete the exchange offer under certain circumstances. See "The Exchange Offer" Conditions to the Exchange Offer. Even if the exchange offer is completed, it may not be completed on the schedule described in this prospectus. Accordingly, holders participating in the exchange offer may have to wait longer than expected to receive their exchange notes.

You may be required to deliver prospectuses and comply with other requirements in connection with any resale of the exchange notes.

In addition, if you tender your outstanding notes for the purpose of participating in a distribution of the exchange notes, you will be required to comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale of the exchange notes. In addition, if you are a broker-dealer that receives exchange notes for your own account in exchange for outstanding notes that you acquired as a result of market-making activities or any other trading activities, you will be required to acknowledge that you will deliver a prospectus in connection with any resale of those exchange notes.

Risks Related to the Notes

Our significant indebtedness and the restrictive covenants under our debt agreements, including the Notes, may limit our ability to expand or pursue our business strategy. In addition, if we were forced to repay some or all of this debt following an event of default, our results of operations, financial condition and liquidity would be adversely affected.

We have a substantial amount of debt, all of which matures prior to the Notes. At September 30, 2011, our total debt was approximately \$2.37 billion, which represents approximately 53% of our total capitalization. Our level of indebtedness could restrict our operations and make it more difficult for us to satisfy our obligations under the Notes. The indenture governing the Notes restricts our ability to create or permit certain liens, to engage in mergers, acquisitions or sales of our assets substantially as an entirety, and to engage in sale and leaseback transactions. As long as our indebtedness remains outstanding, the restrictive covenants could impair our ability to expand or pursue our growth strategy. In addition, the breach of any covenants or any payment obligations in any of our debt agreements will result in an event of default under the applicable debt instrument. If there were an event of default under one of our debt agreements, the holders of the defaulted debt could cause all amounts outstanding with respect to that debt to be due and payable, subject to applicable grace periods. This could trigger cross-defaults under other debt agreements. We cannot assure you that our assets or cash flow would be sufficient to repay fully borrowings under our outstanding debt agreements if accelerated upon an event of default or a cross-default, or that we would be able to refinance or restructure the payments on any of those debt agreements. Forced repayment of some or all of our indebtedness would reduce our available cash and have an adverse impact on our financial condition and results of operations. In addition, the Notes will mature in 2021, and we may wish to refinance the Notes before their maturity date. We cannot assure you that we would be able to obtain such refinancing if we decide to do so.

Our future debt obligations could materially adversely affect our results of operations, financial condition and liquidity.

Our anticipated significant amount of future debt could have important consequences. For example, it could:

increase our vulnerability to general adverse economic and market conditions;

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make it more difficult for us to satisfy our obligations to the holders of our outstanding debt, including the notes;

require us to dedicate a substantial portion of our cash flow from operations to payments on our debt obligations, which will reduce our funds available for working capital, capital expenditures and other general corporate expenses;

limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;

place us at a disadvantage compared to our competitors that have proportionately less debt;

require us to issue additional debt or to sell some of our core assets, possibly on unfavorable terms, to meet payment obligations;

restrict our operational flexibility due to restrictive covenants that will limit our ability to make acquisitions, explore certain business opportunities, dispose of assets and take other actions; and

limit our ability to borrow additional funds in the future, if we need them, due to applicable restrictive covenants in our debt agreements.

If our debt levels increase, the related risks that we face will also increase. If we fail to generate sufficient cash flow to service our debt, we may be required to:

refinance all or a portion of our debt, including the Notes;

obtain additional financing;

sell some of our assets or operations;

reduce or delay capital expenditures and/or acquisitions; or

revise or delay our strategic plans.

If we are required to take any of these actions, it could have a material adverse effect on our business, results of operations, financial condition and liquidity. In addition, we cannot assure you that we would be able to take any of these actions, that these actions would enable us to continue to satisfy our capital requirements or that these actions would be permitted under the terms of our then outstanding debt instruments, including the indenture governing the Notes.

Despite current indebtedness levels, we and our subsidiaries, including the guarantors, may still be able to incur substantially more debt. This could further exacerbate the risks associated with our substantial leverage.

We and our subsidiaries may be able to incur substantial additional indebtedness in the future. The terms of the indenture governing the Notes do not prohibit us or our subsidiaries from doing so. Moreover, although the Notes will limit the incurrence of liens by us, we will still be permitted to incur additional amounts of secured debt. In the event of our bankruptcy or insolvency, our secured creditors would have a prior secured claim to any collateral securing the debt owed to them. If new debt is added to our existing debt levels, the related risks that we now face would increase. In addition, the indenture

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does not restrict the ability of the guarantors to incur additional debt. Any such additional debt, subject to the limitations in the indenture, could be secured. If any of the guarantors incurs substantial debt in the future, its ability to pay on its guarantee may be impaired.

If we do not generate a sufficient amount of cash, which depends on many factors beyond our control, our liquidity and our ability to service our indebtedness and fund our operations would be harmed.

Based on our current level of operations and anticipated revenue growth, we believe our cash flow from operations and available cash will be adequate to meet our future liquidity needs. However, we expect to have substantial debt service obligations in connection with the Notes. We cannot assure you that our business will generate sufficient cash flow from operations, that our anticipated revenue growth will be realized or that future borrowings will be available to us in amounts sufficient to enable us to pay our existing indebtedness or fund our other liquidity needs. In addition, if we undertake expansion efforts in the future, our cash requirements may increase significantly.

The Notes will be structurally junior to all indebtedness of any subsidiaries that in the future are not guarantors of the notes.

We are a holding company that derives substantially all of our income from our operating subsidiaries. As a result, our cash flows and consequent ability to service our indebtedness, including the Notes, are dependant upon the earnings of our subsidiaries and distribution of those earnings to us and other payments or distributions of funds by our subsidiaries to us, including payments of principal and interest under intercompany indebtedness. Our operating subsidiaries are separate and distinct legal entities and will have no obligation, contingent or otherwise, to pay any dividends or make any other distributions (except for payments required pursuant to the terms of intercompany borrowing agreements) to us or to otherwise pay amounts due with respect to the Notes or to make specific funds available for such payments.

You will not have any claim as a creditor against any of our subsidiaries (except the subsidiary guarantors) and the guarantee of a subsidiary guarantor will be released if such subsidiary guarantor no longer guarantees our credit agreements or other indebtedness for borrowed money. Indebtedness and other liabilities, including trade payables, whether secured or unsecured, of those subsidiaries will be effectively senior to your claims against those subsidiaries. In addition, the indenture governing the Notes will not contain any restrictions on the ability of non-guarantor subsidiaries to incur additional indebtedness and will not contain any limitation on the amount of other liabilities, such as trade payables, that may be incurred by these subsidiaries.

We may be unable to purchase the Notes upon a change of control triggering event.

Upon a change of control triggering event, as defined in the indenture governing the Notes, we will be required to offer to purchase all of the Notes then outstanding for cash at 101% of the principal amount thereof plus accrued and unpaid interest, if any. If a change of control triggering event occurs, we may not have sufficient funds to pay the change of control purchase price, and we may be required to secure third-party financing to do so. We may not be able to obtain this financing on commercially reasonable terms, or on terms acceptable to us, or at all. Our future indebtedness may also contain restrictions on our ability to repurchase the Notes upon certain events, including transactions that would constitute a change of control triggering event under the indenture. Our failure to repurchase the Notes upon a change of control triggering event would constitute an event of default under the indenture.

The change of control provisions in the indenture governing the Notes may not protect you in the event we consummate a highly leveraged transaction, reorganization, restructuring, merger or other similar transaction, unless such transaction constitutes a change of control under the indenture. Such a

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transaction may not involve a change in voting power or beneficial ownership or, even if it does, may not involve the type of change or a change of the magnitude or under the circumstances required under the definition of change of control triggering event in the indenture to trigger our obligation to repurchase the Notes. Except as otherwise described above, the indenture governing the Notes does not contain provisions that permit the holders of the Notes to require us to repurchase or redeem the Notes in the event of a takeover, recapitalization or similar transaction.

Fraudulent conveyance laws may void the guarantees of the notes or subordinate the guarantees.

The Notes are guaranteed by certain of our subsidiaries. These guarantees may be subject to review under federal bankruptcy law or relevant state fraudulent conveyance laws if a bankruptcy proceeding is commenced by or on behalf of the subsidiary guarantors' creditors. Under these laws, if in such a proceeding a court were to find that a subsidiary guarantor:

incurred its guarantee with the intent of hindering, delaying or defrauding current or future creditors; or

received less than reasonably equivalent value or fair consideration for incurring these guarantees and:

was insolvent or was rendered insolvent by reason of such guarantee;

was engaged, or about to engage, in a business or transaction for which its remaining assets constituted unreasonably small capital to carry on its business; or

intended to incur, or believed that it would incur, debts beyond its ability to pay these debts as they mature, as all of the foregoing terms are defined in or interpreted under the relevant fraudulent transfer or conveyance statutes; then the court could void such subsidiary guarantee or subordinate such subsidiary's guarantee to such subsidiary's presently existing or future debt or take other actions detrimental to you.

The measure of insolvency for purposes of the foregoing considerations will vary depending upon the law of the jurisdiction that is being applied in any such proceeding. Generally, an entity would be considered insolvent if, at the time it incurred the debt:

it could not pay its debts or contingent liabilities as they become due;

the sum of its debts, including contingent liabilities, is greater than its assets, at fair valuation; or

the present fair saleable value of its assets is less than the amount required to pay the probable liability on its total existing debts and liabilities, including contingent liabilities, as they become absolute and mature.

We cannot assure you as to what standard a court would apply in order to determine whether a subsidiary guarantor was insolvent as of the date its guarantee was issued, and we cannot assure you that, regardless of the method of valuation, a court would not determine that such subsidiary guarantor was insolvent on that date. Nor can we assure you that a court would not determine, regardless of whether a subsidiary guarantor was insolvent on the date the subsidiary's guarantee was issued, that the payments constituted fraudulent transfers on another ground.

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The subsidiary guarantees could be subject to the claim that, since the subsidiary guarantees were incurred for our benefit, and only indirectly for the benefit of the subsidiary guarantors, the obligations of the subsidiary guarantors thereunder were incurred for less than reasonably equivalent value or fair consideration. A court could void a subsidiary guarantor's obligation under its subsidiary guarantee, subordinate the subsidiary guarantee to the other indebtedness of a subsidiary guarantor, direct that holders of the Notes return any amounts paid under a subsidiary guarantee to the relevant subsidiary guarantor or to a fund for the benefit of its creditors, or take other action detrimental to the holders of the Notes. Since the guarantees by the subsidiary guarantors are limited to the maximum amount that the subsidiary guarantors are permitted to guarantee under applicable law, a subsidiary guarantor's liability under its guarantee could be reduced to zero, depending upon the amount of other obligations of such subsidiary guarantor. In addition, you will lose the benefit of a particular guarantee if it is released under certain circumstances described under "Description of the Exchange Notes - Subsidiary Guarantees".

Each subsidiary guarantee contains a provision intended to limit the guarantor's liability to the maximum amount that it could incur without causing its guarantee to be a fraudulent transfer. However, this provision may not be effective to protect guarantees from being avoided under fraudulent transfer law or may reduce or eliminate the subsidiary guarantor's obligations to an amount that effectively makes its guarantee worthless. In a recent Florida bankruptcy proceeding, a similar provision was found to not be effective to protect subsidiary guarantors.

Your ability to transfer the Notes may be limited by the absence of an active trading market, and there is no assurance that any active trading market will develop for the notes.

There is no established market for the Notes. We do not intend to have the Notes listed on a national securities exchange or included in any automated quotation system. The liquidity of any market for the Notes will depend upon the number of holders of the Notes, our performance and financial condition, the then-current ratings assigned to the Notes, the market for similar securities, the interest of securities dealers in making a market, if any, in the Notes, prevailing interest rates, and other factors. If an active market does not develop or is not maintained, the price and liquidity of the Notes may be adversely affected.

Risks Related to Our Business

You should carefully consider the risks described under "Risk Factors" in Item 1A of our annual report of Form 10-K for the fiscal year ended September 30, 2011 (which risk factors are incorporated by reference herein).

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USE OF PROCEEDS

We will not receive any proceeds from the exchange offer. Because the exchange notes have substantially identical terms as the outstanding notes, the issuance of the exchange notes will not result in any increase in our indebtedness. The exchange offer is intended to satisfy our obligations under the registration rights agreement.

The net proceeds from the issuance of the outstanding notes were used to repay our outstanding indebtedness in the aggregate amount of approximately \$575 million, exclusive of approximately \$20 million of make-whole premiums due to the early retirement of certain private placement notes, and for general corporate purposes.

Table of Contents**SELECTED HISTORICAL FINANCIAL INFORMATION**

The following table sets forth selected consolidated financial data of Energizer. You should read this information in conjunction with the consolidated financial statements and notes thereto incorporated by reference in this document.

The selected consolidated balance sheet information as of September 30, 2011 and 2010 and the selected consolidated statement of income information for the years ended September 30, 2011, 2010 and 2009 have been derived from our historical consolidated financial statements, audited by PricewaterhouseCoopers LLP, our independent registered public accounting firm, and included in our Current Report on Form 8-K, filed with the Securities Exchange Commission on December 15, 2011, which is incorporated herein by reference. The selected consolidated balance sheet information as of September 30, 2009, 2008, and 2007, and the selected consolidated statement of income information for the years ended September 30, 2008 and 2007 have been derived from our audited historical consolidated financial statements not included or incorporated by reference in this prospectus. Our historical results are not necessarily indicative of the results to be expected in the future.

(In millions, except per share data)

Statements of Earnings Data (a)	FOR THE YEARS ENDED SEPTEMBER 30,				
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Income taxes	144.8	140.4	147.5	143.9	112.8
Net earnings (c)	\$ 261.2	\$ 403.0	\$ 297.8	\$ 329.3	\$ 321.4
Earnings per share:					
Basic	\$ 3.75	\$ 5.76	\$ 4.77	\$ 5.71	\$ 5.67
Diluted	\$ 3.72	\$ 5.72	\$ 4.72	\$ 5.59	\$ 5.51
Average shares outstanding:					
Basic	69.6	70.0	62.4	57.6	56.7
Diluted	70.3	70.5	63.1	58.9	58.3
Balance Sheet Data					
		AT SEPTEMBER 30,			
	2011	2010	2009	2008 (a)	2007
Working capital	\$ 1,233.3	\$ 1,176.0	\$ 966.3	\$ 665.1	\$ 888.5
Property, plant and equipment, net	885.4	840.6	863.4	835.5	649.9
Total assets	6,663.4	6,387.9	6,149.0	5,816.7	3,525.7
Long-term debt	2,206.5	2,022.5	2,288.5	2,589.5	1,372.0

(a) Year over year comparatives may be impacted in varying degrees by acquisitions.

(b) Earnings before income taxes were (reduced)/increased by the following items:

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	FOR THE YEARS ENDED SEPTEMBER 30,				
	2011	2010	2009	2008	2007
Household Products restructuring	\$ (79.0)	\$	\$	\$	\$
Early debt retirement/duplicate interest	(22.9)				
ASR transaction costs/integration	(13.5)	(0.5)			
Acquisition inventory valuation	(7.0)		(3.7)	(27.5)	
Other realignment/integration costs	(3.0)	(11.0)	(13.6)	(21.1)	(18.2)
Venezuela devaluation/other impacts	(1.8)	(18.3)			
VERO/reduction in force costs		0.2	(38.6)		
PTO adjustment			24.1		
Total	\$ (127.2)	\$ (29.6)	\$ (31.8)	\$ (48.6)	\$ (18.2)

(c) Net earnings were (reduced)/increased by the following items:

	FOR THE YEARS ENDED SEPTEMBER 30,				
	2011	2010	2009	2008	2007
Household Products restructuring	\$ (63.3)	\$	\$	\$	\$
Early debt retirement/duplicate interest	(14.4)				
ASR transaction costs/integration	(8.5)				
Acquisition inventory valuation	(4.4)		(2.3)	(16.5)	
Other realignment/integration costs	(2.0)	(7.4)	(8.9)	(13.4)	(12.2)
Venezuela devaluation/other impacts	(1.8)	(14.2)			
VERO/reduction in force costs		0.1	(24.3)		
PTO adjustment			15.2		
Adjustments to valuation allowances and prior years tax accruals	(9.7)	6.1	(1.5)	(1.1)	12.2
Tax benefits - special foreign dividend		23.5			
Deferred tax benefit due to statutory rate change					9.7
Total	\$ (104.1)	\$ 8.1	\$ (21.8)	\$ (31.0)	\$ 9.7

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THE EXCHANGE OFFER

Purpose of the Exchange Offer

Simultaneously with the sale of the outstanding notes, we entered into a registration rights agreement with Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, and J.P. Morgan Securities LLC., as representatives of the initial purchasers. Under the registration rights agreement, we agreed, among other things, to:

file a registration statement relating to a registered exchange offer for the outstanding notes with the SEC; and

commence and use our commercially reasonable efforts to complete the exchange offer no later than 60 days after the registration statement was declared effective by the SEC.

We are conducting the exchange offer to satisfy our obligations under the registration rights agreement. If the exchange offer is not completed (or, if required, the shelf registration statement is not declared effective) on or before the date that is the 325th calendar day after the closing date of May 19, 2011, the annual interest rate on the Notes will increase by 0.25% per year. The amount of additional interest will increase by an additional 0.25% per year for any subsequent 90-day period until all registration defaults are cured, up to a maximum additional interest rate of 1.00% per year. A copy of the registration rights agreement has been filed with the SEC as Exhibit 4.3 to our Current Report on Form 8-K dated May 19, 2011, and is incorporated by reference as an exhibit to the registration statement of which this prospectus is a part.

The form and terms of the exchange notes are the same as the form and terms of the outstanding notes, except that the exchange notes:

will be registered under the Securities Act;

will not bear restrictive legends restricting their transfer under the Securities Act;

will not be entitled to the registration rights that apply to the outstanding notes; and

will not contain provisions relating to an increase in any interest rate in connection with the outstanding notes under circumstances related to the timing of the exchange offer.

The exchange offer is not extended to original note holders in any jurisdiction where the exchange offer does not comply with the securities or blue sky laws of that jurisdiction.

Terms of the Exchange Offer

We are offering to exchange up to \$600 million aggregate principal amount of exchange notes for a like aggregate principal amount of outstanding notes. The outstanding notes must be tendered properly in accordance with the conditions set forth in this prospectus and the accompanying letter of transmittal on or prior to the expiration date and not withdrawn as permitted below. In exchange for outstanding notes properly tendered and accepted, we will issue a like total principal amount of up to \$600 million in exchange notes. This prospectus, together with the letter of transmittal, is first being sent on or about _____, 20____, to all holders of outstanding notes known to us. Our obligation to accept outstanding notes for exchange in the exchange offer is subject to the conditions described below under the heading "Conditions to the Exchange Offer." The exchange offer is not conditioned upon holders tendering a minimum principal amount of outstanding notes. As of the date of this prospectus, \$600 million aggregate principal amount of outstanding notes are outstanding.

Outstanding notes tendered in the exchange offer must be in denominations of \$2,000 and any higher integral multiple of \$1,000.

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Holders of the outstanding notes do not have any appraisal or dissenters' rights in connection with the exchange offer. If you do not tender your outstanding notes or if you tender outstanding notes that we do not accept, your outstanding notes will remain outstanding. Any outstanding notes will be entitled to the benefits of the indenture but will not be entitled to any further registration rights under the registration rights agreement, except under limited circumstances. Existing transfer restrictions would continue to apply to such outstanding notes. See Risk Factors. There are significant consequences if you fail to exchange your outstanding notes for more information regarding outstanding notes outstanding after the exchange offer.

After the expiration date, we will return to the holder any tendered outstanding notes that we did not accept for exchange.

None of us, our board of directors or our management recommends that you tender or not tender outstanding notes in the exchange offer or has authorized anyone to make any recommendation. You must decide whether to tender in the exchange offer and, if you decide to tender, the aggregate amount of outstanding notes to tender.

The expiration date is _____, Eastern Standard Time, on _____, 20____, or such later date and time to which we extend the exchange offer.

We have the right, in accordance with applicable law, at any time:

to delay the acceptance of the outstanding notes;

to terminate the exchange offer and not accept any outstanding notes for exchange if we determine that any of the conditions to the exchange offer have not occurred or have not been satisfied;

to extend the expiration date of the exchange offer and retain all outstanding notes tendered in the exchange offer other than those notes properly withdrawn; and

to waive any condition or amend the terms of the exchange offer in any manner.

If we materially amend the exchange offer or if we waive a material condition to the exchange offer, we will as promptly as practicable distribute a prospectus supplement to the holders of the outstanding notes disclosing the change or waiver and extend the exchange offer as required by law to cause this exchange offer to remain open for at least five business days following such notice.

If we exercise any of the rights listed above, we will as promptly as practicable give oral or written notice of the action to the exchange agent and will make a public announcement of such action. In the case of an extension, an announcement will be made no later than 9:00 a.m., Eastern Standard Time on the next business day after the previously scheduled expiration date.

Acceptance of Outstanding Notes for Exchange and Issuance of Outstanding Notes

Promptly after the expiration date, we will accept all outstanding notes validly tendered and not withdrawn, and we will issue exchange notes registered under the Securities Act to the exchange agent. The exchange agent might not deliver the exchange notes to all tendering holders at the same time. The timing of delivery depends upon when the exchange agent receives and processes the required documents.

We will be deemed to have exchanged outstanding notes validly tendered and not withdrawn when we give oral or written notice to the exchange agent of our acceptance of the tendered outstanding notes, with written confirmation of any oral notice to be given promptly thereafter. The exchange agent is our agent for receiving tenders of outstanding notes, letters of transmittal and related documents.

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In tendering outstanding notes, you must warrant in the letter of transmittal or in an agent's message (described below) that:

you have full power and authority to tender, exchange, sell, assign and transfer outstanding notes;

we will acquire good, marketable and unencumbered title to the tendered outstanding notes, free and clear of all liens, restrictions, charges and other encumbrances; and

the outstanding notes tendered for exchange are not subject to any adverse claims or proxies.

You also must warrant and agree that you will, upon request, execute and deliver any additional documents requested by us or the exchange agent to complete the exchange, sale, assignment and transfer of the outstanding notes.

Procedures for Tendering Outstanding Notes

Valid Tender

When the holder of outstanding notes tenders, and we accept, outstanding notes for exchange, a binding agreement between us, on the one hand, and the tendering holder, on the other hand, is created, subject to the terms and conditions set forth in this prospectus and the accompanying letter of transmittal. Except as set forth below, a holder of outstanding notes who wishes to tender outstanding notes for exchange must, on or prior to the expiration date:

transmit a properly completed and duly executed letter of transmittal, including all other documents required by such letter of transmittal (including outstanding notes), to the exchange agent, The Bank of New York Mellon Trust Company, N.A., at the address set forth below under the heading Exchange Agent;

if outstanding notes are tendered pursuant to the book-entry procedures set forth below, the tendering holder must deliver a completed and duly executed letter of transmittal or arrange with the Depository Trust Company, or DTC, to cause an agent's message to be transmitted with the required information (including a book-entry confirmation), to the exchange agent at the address set forth below under the heading Exchange Agent; or

comply with the provisions set forth below under Guaranteed Delivery.

In addition, on or prior to the expiration date:

the exchange agent must receive the certificates for the outstanding notes and the letter of transmittal;

the exchange agent must receive a timely confirmation of the book-entry transfer of the outstanding notes being tendered into the exchange agent's account at DTC, along with the letter of transmittal or an agent's message; or

the holder must comply with the guaranteed delivery procedures described below.

The letter of transmittal or agent's message may be delivered by mail, facsimile, hand delivery or overnight carrier, to the exchange agent.

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The term "agent's message" means a message transmitted to the exchange agent by DTC which states that DTC has received an express acknowledgment that the tendering holder agrees to be bound by the letter of transmittal and that we may enforce the letter of transmittal against such holder.

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If you beneficially own outstanding notes and those notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee or custodian and you wish to tender your outstanding notes in the exchange offer, you should contact the registered holder as soon as possible and instruct it to tender the outstanding notes on your behalf and comply with the instructions set forth in this prospectus and the letter of transmittal.

If you tender fewer than all of your outstanding notes, you should fill in the amount of notes tendered in the appropriate box on the letter of transmittal. If you do not indicate the amount tendered in the appropriate box, we will assume you are tendering all outstanding notes that you hold.

The method of delivery of the certificates for the outstanding notes, the letter of transmittal and all other required documents is at the election and sole risk of the holders. If delivery is by mail, we recommend registered mail with return receipt requested, properly insured, or overnight delivery service. In all cases, you should allow sufficient time to assure timely delivery. No letters of transmittal or outstanding notes should be sent directly to us. Delivery is complete when the exchange agent actually receives the items to be delivered. Delivery of documents to DTC in accordance with DTC's procedures does not constitute delivery to the exchange agent.

Signature Guarantees

Signatures on a letter of transmittal or a notice of withdrawal, as the case may be, must be guaranteed unless the outstanding notes surrendered for exchange are tendered:

by a registered holder of outstanding notes who has not completed the box entitled "Special Issuance Instructions" or "Special Delivery Instructions" on the letter of transmittal; or

for the account of an eligible institution.

An eligible institution is a firm or other entity which is identified as an Eligible Guarantor Institution in Rule 17Ad-15 under the Exchange Act, including:

a bank;

a broker, dealer, municipal securities broker or dealer or government securities broker or dealer;

a credit union;

a national securities exchange, registered securities association or clearing agency; or

a savings association.

If signat