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RAYOVAC CORP
Form SC 13G/A
February 14, 2002

OMB APPROVAL

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Amendment No. 2

Rayovac Corporation
(Name of Issuer)

Common Stock
(Title of Class of Securities)

755081106
(CUSIP Number)

December 31, 2001
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SEC 1745 (6-00)

CUSIP NO.

13G

Page 2 of 6 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Thomas H. Lee Equity Advisors III, L.P.
04 3279882

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) [x]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

0

6 SHARED VOTING POWER

6,743,642

7 SOLE DISPOSITIVE POWER

0

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8 SHARED DISPOSITIVE POWER

6,743,642

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,743,642

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
21.0%

12 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Page 6 of 7 pages

- Item 1 (a). Name of Issuer:
Rayovac Corporation
- Item 1 (b). Address of Issuer's Principal Executive Offices:
601 Rayovac Drive
Madison, WI 53711-2497
- Item 2 (a). Name of Person Filing:
Thomas H. Lee Equity Advisors III, L.P.
- Item 2 (b). Address of Principal Business Office or, if none, Residence:
c/o Thomas H. Lee Company
75 State Street
Boston, MA 02019
- Item 2 (c). Citizenship:
Massachusetts
- Item 2 (d). Title of Class of Securities:
Common Stock, par value \$0.01 per share.
- Item 2 (e). CUSIP Number:
755081 10 6
- Item 3. If this Statement is filed pursuant to Rule 13d-1(b), or

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13d-2(b) or (c), check whether the person filing is a:
not applicable.

- (a) [] Broker or dealer registered under Section 15 of the Exchange Act;
- (b) [] Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) [] Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) [] Investment company registered under Section 8 of the Investment Company Act;
- (e) [] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) [] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) [] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) [] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) [] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership

(a) Amount Beneficially Owned

See Item (9) of cover pages.

(b). Percent of Class: ____%

See Item (11) of cover pages.

(c) Number of Shares as to which Such Person has:

- (i) sole power to vote or to direct the vote _____sha
See Item (5) of cover pages.
- (ii) shared power to vote or to direct the vote _____
See Item (6) of cover pages.
- (iii) sole power to dispose or to direct the disposition of _____sha
See Item (7) of cover pages.
- (iv) shared power to dispose or to direct the disposition of _____
See Item (8) of cover pages.

Note: Due to an existing arrangement among the reporting person, Thomas H. Lee Foreign Fund III, L.P. and Thomas H. Lee Equity Fund III, L.P., the reporting person may be deemed to beneficially own an aggregate of 393,383 shares owned by Thomas H. Lee Foreign Fund III, L.P. and 6,350,259 shares owned

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by Thomas H. Lee Equity Fund III, L.P. The reporting person disclaims beneficial ownership of such shares.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not Applicable

SIGNATURE

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

Dated: February 13, 2002.

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Thomas H. Lee Equity Advisors III, L.P.

By: THL Equity Trust III, its General Partner

By: /s/Thomas H. Lee
Name: Thomas H. Lee
Title: Chairman

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7(b) for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)