

HARBINGER GROUP INC.  
Form 8-K  
December 10, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): December 10, 2012**

**HARBINGER GROUP INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**

**(State or other jurisdiction of incorporation)**

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**1-4219**  
(Commission File Number)

**74-1339132**  
(IRS Employer Identification No.)

**450 Park Avenue, 27th Floor,**

**New York, NY**  
(Address of Principal Executive Offices)

**(212) 906-8555**

**10022**  
(Zip Code)

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**  
**Tender Offer and Consent Solicitation**

On December 10, 2012, Harbinger Group Inc. ( HGI ) announced that it launched a cash tender offer for any and all of its outstanding 10.625% senior secured notes due 2015 (the 2015 Notes ). In connection with the tender offer, HGI is also soliciting consents to proposed amendments to the indenture governing the 2015 Notes. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Notes Offering**

On December 10, 2012, HGI also announced its intent to offer \$650.0 million aggregate principal amount of senior secured notes (the New Notes ). A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Press release dated December 10, 2012, related to the Tender Offer and Consent Solicitation
99.2	Press release dated December 10, 2012, related to the New Notes offering

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**HARBINGER GROUP INC.**

Date: December 10, 2012

By: /s/ Thomas A. Williams

Name: Thomas A. Williams

Title: Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

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