

HARBINGER GROUP INC.

Form 8-K/A

June 17, 2011

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K/A
(Amendment No. 1)
CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report: June 16, 2011

Date of earliest event reported: April 6, 2011

HARBINGER GROUP INC.

(Exact name of registrant as specified in its charter)

Delaware

1-4219

74-1339132

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

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

10022

(Address of principal executive
offices)

(Zip Code)

Registrant's telephone number, including area code: **(212) 906-8555**

(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))
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EXPLANATORY NOTE

On April 6, 2011, Harbinger F&G LLC (formerly, Harbinger OM, LLC, Harbinger F&G), a Delaware limited liability company and wholly-owned subsidiary of Harbinger Group Inc. (the Company), a Delaware corporation, completed its acquisition of all of the outstanding shares of capital stock of Fidelity & Guaranty Life Holdings, Inc. (formerly, Old Mutual U.S. Life Holdings, Inc.) for \$350 million pursuant to the First Amended and Restated Stock Purchase Agreement, dated as of February 17, 2011 (the Purchase Agreement), between Harbinger F&G and OM Group (UK) Limited.

On April 11, 2011, the Company filed a Current Report on Form 8-K (the Report) stating that required historical financial statements and required pro forma financial information with respect to the acquisition would be filed by an amendment to the Report. This Form 8-K/A amends the Report to provide the required financial information. This Report should be read in conjunction with the Company's filings made with the Securities and Exchange Commission, including, without limitations, the risks factors contained in such filings.

Item 9.01 Financial Statements and Exhibits.

(a) Financial statements of businesses acquired.

See Exhibit 99.1.

(b) Pro forma financial information.

See Exhibit 99.2

(d) Exhibits

99.1 Historical financial statements

99.2 Pro forma financial information

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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.

Date: June 16, 2011

HARBINGER GROUP INC.

By: /s/ Francis T. McCarron

Name: Francis T. McCarron

Title: Executive Vice President and
Chief Financial Officer

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Exhibit No.		Description
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