

FALCONE PHILIP
Form 4
December 18, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

(Last) (First) (Middle)

C/O INTERNATIONAL FUND SVS. (IRELAND) LT, 78 SIR JOHN ROGERSON'S QUAY

(Street)

DUBLIN 2, L2 00000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

HARBINGER GROUP INC. [HRG]

3. Date of Earliest Transaction (Month/Day/Year)

12/18/2012

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)

*See Remarks

6. Individual or Joint/Group Filing (Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock (par value \$0.01 per share)	12/18/2012		S		14,455,691	D	\$ 7.5
					81,486,377	D	(1) (2) (3) (4)
Common Stock (par value \$0.01 per share)	12/18/2012		S		3,518,636	D	\$ 7.5
					17,974,525	D	(1) (5) (6) (7)

Common
 Stock (par
 value 12/18/2012 S 2,035,673 D \$ 10,398,987 D ^{(1) (8) (9)}
 \$0.01 per (10)
 share)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

	Director	10% Owner	Officer	Other
HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. C/O INTERNATIONAL FUND SVS. (IRELAND) LT 78 SIR JOHN ROGERSON'S QUAY DUBLIN 2, L2 00000		X		*See Remarks
HARBINGER CAPITAL PARTNERS LLC 450 PARK AVENUE, 30TH FLOOR NEW YORK, NY 10022		X		*See Remarks
HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. 450 PARK AVENUE, 30TH FLOOR NEW YORK, NY 10022		X		*See Remarks
HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP, LLC		X		*See Remarks

450 PARK AVENUE, 30TH FLOOR
NEW YORK, NY 10022

GLOBAL OPPORTUNITIES BREAKAWAY LTD.
MAPLES CORPORATE SERVICES LIMITED
PO BOX 309, UGLAND HOUSE
GRAND CAYMAN, E9 KY1-1104

X

*See
Remarks

HARBINGER CAPITAL PARTNERS II LP
450 PARK AVENUE, 30TH FLOOR
NEW YORK, NY 10022

X

*See
Remarks

HARBINGER CAPITAL PARTNERS II GP LLC
450 PARK AVENUE, 30TH FLOOR
NEW YORK, NY 10022

X

*See
Remarks

HARBINGER HOLDINGS, LLC
450 PARK AVENUE, 30TH FLOOR
NEW YORK, NY 10022

X

*See
Remarks

FALCONE PHILIP
450 PARK AVENUE, 30TH FLOOR
NEW YORK, NY 10022

X

*See
Remarks

Signatures

Harbinger Capital Partners Master Fund I, Ltd.(+) By: Harbinger Capital Partners LLC, By:
Harbinger Holdings, LLC, Manager By: /s/ Philip Falcone

12/18/2012

**Signature of Reporting Person

Date

Harbinger Capital Partners LLC(+) By: Harbinger Holdings, LLC, Manager By: /s/ Philip
Falcone

12/18/2012

**Signature of Reporting Person

Date

Harbinger Capital Partners Special Situations Fund, L.P.(+) By: Harbinger Capital Partners
Special Situations GP, LLC By: Harbinger Holdings, LLC, Managing Member By: /s/ Philip
Falcone

12/18/2012

**Signature of Reporting Person

Date

Harbinger Capital Partners Special Situations GP, LLC(+) By: Harbinger Holdings, LLC,
Managing Member By: /s/ Philip Falcone

12/18/2012

**Signature of Reporting Person

Date

Global Opportunities Breakaway Ltd. (+) By: Harbinger Capital Partners II LP By: Harbinger
Capital Partners II GP LLC, General Partner By: /s/ Philip Falcone

12/18/2012

**Signature of Reporting Person

Date

Harbinger Capital Partners II LP (+) By: Harbinger Capital Partners II GP LLC, General
Partner By: /s/ Philip Falcone

12/18/2012

**Signature of Reporting Person

Date

Harbinger Capital Partners II GP LLC (+) By: /s/ Philip Falcone

12/18/2012

**Signature of Reporting Person

Date

Harbinger Holdings, LLC(+) By: /s/ Philip Falcone

12/18/2012

__Signature of Reporting Person

Date

/s/ Philip Falcone(+)

12/18/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents (i) 14,455,691 shares sold by Harbinger Capital Partners Master Fund I, Ltd. ("Master Fund"), (ii) 3,518,636 shares sold by Harbinger Capital Partners Special Situations, L.P ("Special Situations"), (iii) 2,035,673 shares sold by Global Opportunities Breakaway Ltd. ("Breakaway") in the sale of the shares of Harbinger Group Inc. (the "Issuer") Common Stock (the "Shares") in its registered secondary offering pursuant to the registration statement on Form S-3 filed by the Issuer with the Securities Exchange Commission (Registration No. 333-180070) (the sale described in this (i), (ii) and (iii) the "Reported Transaction"), (iv) 81,486,377 shares retained by Master Fund following the Reported Transaction, (v) 17,974,525 shares retained by Special Situations following the Reported Transaction and (vi) 10,398,987 shares retained by Breakaway following the Reported Transaction.
- (2) These Shares are owned directly by the Master Fund, which is a Reporting Person.
- (3) These Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners LLC ("Harbinger LLC"), the investment manager of the Master Fund; Harbinger Holdings, LLC ("Harbinger Holdings"), the manager of Harbinger LLC; and Philip Falcone, the managing member of Harbinger Holdings and the portfolio manager of the Master Fund.
- (4) Each Reporting Person listed in Footnote 3 disclaims beneficial ownership of the HGI Shares except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the HGI Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (5) These HGI Shares are owned directly by the Special Situations Fund, which is a Reporting Person.
- (6) These HGI Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners Special Situations GP, LLC ("HCPSS"), the general partner of the Special Situations Fund; Harbinger Holdings, the managing member of HCPSS; and Philip Falcone, the managing member of Harbinger Holdings and the portfolio manager of the Special Situations Fund.
- (7) Each person listed in Footnote 6 disclaims beneficial ownership of the HGI Shares except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the HGI Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (8) These HGI Shares are owned directly by the Breakaway Fund, which is a Reporting Person.
- (9) These HGI Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners II LP ("HCP II"), the investment manager of the Breakaway Fund; Harbinger Capital Partners II GP LLC ("HCP GP II"), the general partner of HCP II; and Philip Falcone, the managing member of HCP II GP and the portfolio manager of the Breakaway Fund.
- (10) Each person listed in Footnote 9 disclaims beneficial ownership of the HGI Shares except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the HGI Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

(+) The persons listed herein may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.