

HRG GROUP, INC.
Form 4
April 24, 2015

FORM 4

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

OMB APPROVAL

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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.

2. Issuer Name and Ticker or Trading Symbol
HRG GROUP, INC. [HRG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/22/2015

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
*See Remarks

(Street)
DUBLIN 2, L2 00000

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock (par value \$0.01 per share) | 04/22/2015 | | S | 83,533 | D 12.13 (1) (2) | 30,041,171 | D (3) (4) (5) |
| Common Stock (par value \$0.01 per share) | 04/23/2015 | | S | 49,560 | D 12.15 (2) (6) | 29,991,611 | D (3) (4) (5) |

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| | | | | | | | |
|---|------------|---|---------|---|--------------------------------|------------|------------------------|
| Common Stock (par value \$0.01 per share) | 04/24/2015 | S | 323,220 | D | \$ 12.26 <u>(2) (7)</u> | 29,668,391 | D <u>(3) (4) (5)</u> |
| Common Stock (par value \$0.01 per share) | 04/22/2015 | S | 39,226 | D | \$ 12.13 <u>(2) (8)</u> | 3,315,449 | D <u>(9) (10) (11)</u> |
| Common Stock (par value \$0.01 per share) | 04/23/2015 | S | 23,272 | D | \$ 12.15 <u>(2) (12)</u> | 3,292,177 | D <u>(9) (10) (11)</u> |
| Common Stock (par value \$0.01 per share) | 04/24/2015 | S | 151,780 | D | \$ 12.26 <u>(2) (13)</u> | 3,140,397 | D <u>(9) (10) (11)</u> |

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.

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(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 Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

| | | | | | | | | | |
|--|--|--|--|------|-----------|------------------|-----------------|-------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|--|--|--|------|-----------|------------------|-----------------|-------|----------------------------|

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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 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 04/24/2015
__Signature of Reporting Person Date

Harbinger Capital Partners LLC By: Harbinger Holdings, LLC, Manager By: /s/ Philip
Falcone 04/24/2015
__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 04/24/2015
__Signature of Reporting Person Date

Harbinger Capital Partners Special Situations GP, LLC By: Harbinger Holdings, LLC,
Managing Member By: /s/ Philip Falcone 04/24/2015
__Signature of Reporting Person Date

Harbinger Holdings, LLC By: /s/ Philip Falcone 04/24/2015
__Signature of Reporting Person Date

/s/ Philip Falcone 04/24/2015
__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) The sale price represents the weighted average sale price for multiple transactions reporting on this line. The prices of the transactions ranged from \$12.105 to \$12.175, inclusive.
- (2) The Reporting Persons undertake to provide upon request by the staff of the Securities and Exchange Commission, HRG Group, Inc. ("HRG") or a security holder of HRG full information regarding the number of Shares sold at each separate price within the range set forth on this line.
- (3) These Shares are owned directly by Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"), which is a Reporting Person.
- (4) 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.
- (5) Each person listed in Footnote 4 disclaims beneficial ownership of the 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 Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (6) The sale price represents the weighted average sale price for multiple transactions reporting on this line. The prices of the transactions ranged from \$12.115 to \$12.195, inclusive.
- (7) The sale price represents the weighted average sale price for multiple transactions reporting on this line. The prices of the transactions ranged from \$12.15 to \$12.405, inclusive.
- (8) The sale price represents the weighted average sale price for multiple transactions reporting on this line. The prices of the transactions ranged from \$12.105 to \$12.175, inclusive.
- (9) These Shares are owned directly by Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund"), which is a Reporting Person.
- (10) These 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.
- (11) Each Reporting Person listed in Footnote 10 disclaims beneficial ownership of the 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 Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (12) The sale price represents the weighted average sale price for multiple transactions reporting on this line. The prices of the transactions ranged from \$12.115 to \$12.195, inclusive.
- (13) The sale price represents the weighted average sale price for multiple transactions reporting on this line. The prices of the transactions ranged from \$12.15 to \$12.405, inclusive.

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.