

HRG GROUP, INC.
Form 4
July 06, 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 *
Global Opportunities Breakaway
MM, L.L.C.

(Last) (First) (Middle)

450 PARK AVENUE, 30TH
FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/26/2015

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock (par value \$0.01 per share) | 06/26/2015 | | S | | 227,901 | D | \$ 13.16 (1) (2) |
| Common Stock (par value \$0.01 per share) | 06/29/2015 | | S | | 348 | D | \$ 13.19 (2) (6) |
| Common Stock (par value \$0.01 per share) | 06/30/2015 | | S | | 311 | D | \$ 78,023 13.02 |

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| | | | | | | | | |
|--|---|--------|---|------------------------|-----------------------|--|---|----------------------------------|
| value \$0.01 per share) | | | | | <u>(2)</u> <u>(7)</u> | | | |
| Common Stock (par value 07/01/2015 \$0.01 per share) | S | 7,436 | D | \$ 13.03 | 70,587 | | D | <u>(3)</u> <u>(4)</u> <u>(5)</u> |
| | | | | <u>(2)</u> <u>(8)</u> | | | | |
| Common Stock (par value 07/02/2015 \$0.01 per share) | S | 18,513 | D | \$ 12.97 | 52,074 | | D | <u>(3)</u> <u>(4)</u> <u>(5)</u> |
| | | | | <u>(2)</u> <u>(9)</u> | | | | |
| Common Stock (par value 07/06/2015 \$0.01 per share) | S | 3,565 | D | \$ 13.06 | 48,509 | | D | <u>(3)</u> <u>(4)</u> <u>(5)</u> |
| | | | | <u>(2)</u> <u>(10)</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. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

| | | |
|--|---|--------------|
| Global Opportunities Breakaway MM, L.L.C. 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

| | |
|---|------------|
| Global Opportunities Breakaway MM, L.L.C. By: /s/ Philip Falcone | 07/06/2015 |
|---|------------|

| | |
|---------------------------------|------|
| **Signature of Reporting Person | Date |
|---------------------------------|------|

| | |
|--------------------|------------|
| /s/ Philip Falcone | 07/06/2015 |
|--------------------|------------|

| | |
|---------------------------------|------|
| **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 \$13.16 to \$13.25, 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 Global Opportunities Breakaway MM, L.L.C. ("Breakaway MM"), which is a Reporting Person.
- (4) These Shares may be deemed to be indirectly beneficially owned by the following, whom is a Reporting Person: Philip Falcone, the managing member of Breakaway MM.
- (5) The Reporting 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 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.
- (6) The sale price represents the weighted average sale price for multiple transactions reporting on this line. The prices of the transactions ranged from \$13.18 to \$13.215, 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 \$13.02 to \$13.04, 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 \$13.02 to \$13.08, inclusive.
- (9) The sale price represents the weighted average sale price for multiple transactions reporting on this line. The prices of the transactions ranged from \$12.97 to \$13.10, inclusive.
- (10) The sale price represents the weighted average sale price for multiple transactions reporting on this line. The prices of the transactions ranged from \$13.02 to \$13.13, 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.