

HARBINGER GROUP INC.  
Form SC 13G/A  
January 27, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**HARBINGER GROUP INC.**

(Name of Issuer)

**Common Stock, par value \$0.01**

(Title of Class of Securities)

**41146A106**

(CUSIP Number)

**December 31, 2014**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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**1** NAME OF REPORTING PERSONS LEON G. COOPERMAN  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
 (ENTITIES ONLY)

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
 (b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b> SOLE VOTING POWER	7,646,926
	<b>6</b> SHARED VOTING POWER	3,164,237
	<b>7</b> SOLE DISPOSITIVE POWER	7,646,926
	<b>8</b> SHARED DISPOSITIVE POWER	3,164,237

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,811,163

**10** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

**11** PERCENT OF CLASS REPRESENTED 5.38 %  
BY AMOUNT IN ROW 9

**12** TYPE OF REPORTING PERSON IN

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**Item 1(a). Name of Issuer:**

**HARBINGER  
GROUP INC.  
(the "Company")**

**Item 1(b). Address of  
Issuer's  
Principal  
Executive  
Offices:**

450 Park  
Avenue, 30th  
Floor  
New York NY  
10022

**Item 2(a). Name of Person  
Filing:**

This statement is  
filed on behalf of  
Leon G.  
Cooperman  
("Mr.  
Cooperman").  
Mr. Cooperman  
is, among other  
activities, an  
investor engaged  
in investing for  
his own account.

Mr. Cooperman  
is the Managing  
Member of  
Omega  
Associates,  
L.L.C.  
("Associates"), a  
limited liability  
company

organized under  
the laws of the  
State of  
Delaware.

Associates is a  
private  
investment firm  
formed to invest  
in and act as  
general partner  
of investment  
partnerships or  
similar  
investment  
vehicles.

Associates is the  
general partner  
of limited  
partnerships  
organized under  
the laws of  
Delaware known  
as Omega  
Capital Partners,  
L.P. ("Capital  
LP"), Omega  
Capital  
Investors,  
L.P. ("Investors  
LP"), and  
Omega Equity  
Investors,  
L.P. ("Equity  
LP"), These  
entities are  
private  
investment firms  
engaged in the  
purchase and  
sale of securities  
for investment  
for their own  
accounts.

Mr. Cooperman  
is the President,  
CEO, and  
majority  
stockholder of

Omega  
Advisors, Inc.  
("Advisors"), a  
Delaware  
corporation,  
engaged in  
investing for its  
own account and  
providing  
investment  
management  
services, and Mr.  
Cooperman is  
deemed to  
control said  
entity.

Advisors serves  
as the investment  
manager to  
Omega Overseas  
Partners, Ltd.  
("Overseas"), a  
Cayman Island  
exempted  
company, with a  
registered  
address at c/o  
Intertrust  
Corporate  
Services  
(Cayman)  
Limited, 190  
Elgin Avenue,  
George Town,  
Grand Cayman  
KY1-9005,  
Cayman Islands,  
British West  
Indies. Mr.  
Cooperman has  
investment  
discretion over  
Overseas'  
portfolio  
investments and  
is deemed to  
control such  
investments.

Advisors serve as a discretionary investment advisor to a limited number of institutional clients (the "Managed Accounts"). As to the Shares owned by the Managed Accounts, there would be shared power to dispose or to direct the disposition of such Shares because the owners of the Managed Accounts may be deemed beneficial owners of such Shares pursuant to Rule 13d-3 under the Act as a result of their right to terminate the discretionary account within a period of 60 days.

Mr. Cooperman is the ultimate controlling person of Associates, Capital LP, Investors LP, Equity LP, Overseas, and Advisors.



**Item 2(b). Address of  
Principal  
Business Office  
or, if None,  
Residence:**

The principal  
business office  
of  
Mr. Cooperman  
is 11431 W.  
Palmetto Park  
Road, Boca  
Raton FL 33428.

**Item 2(c). Citizenship:**

Mr. Cooperman is a United States citizen.

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**Item 2(d). Title of Class of Securities:**

Common Stock, par value \$0.01 (the "Shares").

**Item 2(e). CUSIP Number:**

41146A106

**If This Statement is Filed Pursuant to  
§§240.13d-1(b), or 240.13d-2(b) or (c):**

**Item 3.**

This Item 3 is inapplicable.

**Item 4. Ownership.**

(a) (b) Amount beneficially owned and Percent of Class:

Mr. Cooperman may be deemed the beneficial owner of 10,811,163 Shares, which constitutes approximately 5.38 % of the total number of Shares outstanding. This consists of 2,374,367 Shares owned by Capital LP, of which 1,393,000 Shares are restricted stock; 1,096,459 Shares owned by Investors LP, of which 783,000 Shares are restricted stock; 1,103,100 Shares owned by Equity LP, of which 729,000 Shares are restricted stock; 3,073,000 Shares owned by Overseas, of which 2,095,000 Shares are restricted stock; and 3,164,237 Shares owned by Managed Accounts, of which 1,696,000 Shares are restricted stock .The term "restricted stock" as used herein refers to the restricted shares that were purchased in a private sale from Harbinger Capital Partners Master Fund I, Ltd. ("Harbinger") on September 26, 2013.

(b)Percent of class:

5.38 %

(c)Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

7,646,926

(ii) Shared power to vote or to direct the vote

3,164,237

(iii) Sole power to dispose or to direct the disposition of

7,646,926

(iv) Shared power to dispose or to direct the disposition of

3,164,237

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**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

This Item 6 is not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

This Item 7 is not applicable.

**Item 8. Identification and Classification of Members of the Group.**

This Item 8 is not applicable.

**Item 9. Notice of Dissolution of Group.**

This Item 9 is not applicable.

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: January 27, 2015 as of December 31, 2014

LEON G. COOPERMAN

By: /s/ ALAN M. STARK

Alan M. Stark

Attorney-in-Fact

Duly authorized under POA effective as of March 1, 2013 and filed on May 20, 2013.