

HARBINGER GROUP INC.
Form SC 13G
September 27, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934

(Amendment No. __)*

Harbinger Group Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

41146A106

(CUSIP Number)

September 21, 2013

(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 ("Exchange 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).

1 NAMES OF REPORTING PERSONS

Leucadia National Corporation

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF (a) [X]
A GROUP (b) []

3

SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

NUMBER OF

SHARES

0 (See Item 4)

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

18,632,180 (See Item 4)

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 (See Item 4)

WITH

8 SHARED DISPOSITIVE POWER

18,632,180 (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,632,180 (See Item 4)

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

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13.2%* (See Item 4)

12 TYPE OF REPORTING PERSON

HC/CO

*Based on 144,028,151 shares of common stock outstanding as of August 5, 2013 as reported on the Issuer's Form 10-Q for the quarter ended June 30, 2013.

Item 1(a). Name of Issuer:

Harbinger Group Inc. (the "Issuer").

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

450 Park Avenue, New York, New York 10022.

Item 2(a). Name of Person Filing:

Leucadia National Corporation ("Leucadia").

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

520 Madison Avenue, New York, New York 10022.

Item 2(c). Citizenship:

Leucadia is a New York corporation.

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

Common stock, par value \$0.01 per share, of the Issuer (the "Common Stock")

Item 2(e). CUSIP Number:

41146A106.

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act
- (d) Investment company registered under Section 8 of the Investment Company Act
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E)
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F)
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G)
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act
- (i)

A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act

(j) A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J)

(k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K)

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

(a)-(c) The responses of the Reporting Person to Rows 5, 6, 7, 8, 9 and 11 on the cover page which relate to the beneficial ownership of the Common Stock of the Issuer are incorporated herein by reference.

Leucadia through various of its subsidiaries beneficially owns an aggregate of 18,632,180 shares of the Issuer's Common Stock, representing approximately 13.2% of the Common Stock outstanding determined in accordance with Rule 13d-3(d)(1)(i) under the Exchange Act (based on the 144,028,151 shares of Common Stock outstanding as of August 5, 2013, as reported in the Company's Form 10-Q for the quarter ended June 30, 2013).

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 Persons have ceased to be the beneficial owners of more than five percent of the Common Stock, check the following [___].

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

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.

Not applicable.

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

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

(c) 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.

SIGNATURES

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: September 27, 2013

LEUCADIA NATIONAL CORPORATION

By: /s/ Michael J. Sharp
Name: Michael J. Sharp
Title: Executive Vice President and
General Counsel