

HARBINGER GROUP INC.
Form 4
June 20, 2014

FORM 4

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

OMB APPROVAL

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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 *
FALCONE PHILIP

(Last) (First) (Middle)

C/O HARBINGER GROUP INC., 450 PARK AVENUE, 30TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/30/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO (See Remarks)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 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)	Code	V	Amount	(D)	Price

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Number	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. F
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant (right to buy)	<u>(1)</u>	05/30/2014	A		1		<u>(2)</u>	03/10/2019	Common Stock	3,000,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FALCONE PHILIP C/O HARBINGER GROUP INC. 450 PARK AVENUE, 30TH FLOOR NEW YORK, NY 10022	X	X	CEO (See Remarks)	

Signatures

/s/ Philip A. Falcone
06/20/2014
Date

**Signature of Reporting Person

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) As previously disclosed by the Issuer, at the Annual Stockholders Meeting of the Issuer held on May 30, 2014, the stockholders of the Issuer approved the Harbinger Group Inc. 2014 Warrant Award Plan, which made effective the warrant grant made to Mr. Philip Falcone to purchase up to 3,000,000 shares of the Issuer's common stock ("Shares") at a per Share exercise price of \$13.25, which was the per Share exercise price equal to 105% of the closing price of Shares on the date of grant.
- (2) Except as otherwise provided in the warrant, the warrants will expire on March 10, 2019 and will vest in five equal tranches over the five-years, with the first 20% having vested on May 30, 2014 and an additional 20% vesting on each of March 10, 2015, 2016, 2017 and 2018.

Remarks:

Mr. Falcone is the portfolio manager of Harbinger Capital Partners Master Fund I, Ltd., Harbinger Capital Partners Special Sit
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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