

HRG GROUP, INC.  
Form 4  
November 12, 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)  
11/10/2015

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  10% Owner  
 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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock (par value \$0.01 per share)	11/10/2015		S	2,500,000	D	13.04	17,250,000	D <sup>(4)</sup>
Common Stock (par value \$0.01 per share)	11/11/2015		S	250,000	D	13.26	17,000,000	D <sup>(4)</sup>

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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 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 Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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				*See Remarks
HARBINGER CAPITAL PARTNERS LLC 450 PARK AVENUE, 30TH FLOOR NEW YORK, NY 10022				*See Remarks
HARBINGER HOLDINGS, LLC 450 PARK AVENUE, 30TH FLOOR NEW YORK, NY 10022				*See Remarks
FALCONE PHILIP 450 PARK AVENUE, 30TH FLOOR NEW YORK, NY 10022				*See Remarks

## Signatures

Harbinger Capital Partners Master Fund I, Ltd. By: Harbinger Capital Partners LLC, By: 11/12/2015  
 Harbinger Holdings, LLC, Manager By: /s/ Philip Falcone

\_\_Signature of Reporting Person

Date

11/12/2015

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Harbinger Capital Partners LLC By: Harbinger Holdings, LLC, Manager By: /s/ Philip Falcone

\_\_Signature of Reporting Person

Date

Harbinger Holdings, LLC By: /s/ Philip Falcone

11/12/2015

\_\_Signature of Reporting Person

Date

/s/ Philip Falcone

11/12/2015

\_\_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 \$13.00 to \$13.22, 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) The sale price represents the weighted average sale price for multiple transactions reporting on this line. The prices of the transactions ranged from \$13.12 to \$13.40, inclusive.
- (4) These Shares are owned directly by Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"), which is a Reporting Person. 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. Each person listed in this Footnote 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.

### 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.

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