

HRG GROUP, INC.

Form 4

April 21, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HARBINGER CAPITAL  
PARTNERS MASTER FUND I,  
LTD.**

(Last) (First) (Middle)

**C/O INTERNATIONAL FUND  
SVS. (IRELAND) LT, 78 SIR JOHN  
ROGERSON'S QUAY**

(Street)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/17/2015**

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

**DUBLIN 2, L2 00000**

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock (par value \$0.01 per share)	04/17/2015		S	102,410	D	\$ 12.22 (1) (2)	30,314,491 D (3) (4) (5)
Common Stock (par value \$0.01 per share)	04/20/2015		S	101,729	D	\$ 12.14 (2) (6)	30,212,762 D (3) (4) (5)

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Common Stock (par value \$0.01 per share)	04/21/2015	S	88,058	D	\$ 12.15 (2) (7)	30,124,704	D (3) (4) (5)
Common Stock (par value \$0.01 per share)	04/17/2015	S	48,090	D	\$ 12.22 (2) (8)	3,443,797	D (9) (10) (11)
Common Stock (par value \$0.01 per share)	04/20/2015	S	47,771	D	\$ 12.14 (2) (12)	3,396,026	D (9) (10) (11)
Common Stock (par value \$0.01 per share)	04/21/2015	S	41,351	D	\$ 12.15 (2) (13)	3,354,675	D (9) (10) (11)

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.**

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 Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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

X

\*See  
Remarks

HARBINGER CAPITAL PARTNERS LLC  
450 PARK AVENUE, 30TH FLOOR  
NEW YORK, NY 10022

X

\*See  
Remarks

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS  
FUND, L.P.  
450 PARK AVENUE, 30TH FLOOR  
NEW YORK, NY 10022

X

\*See  
Remarks

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP,  
LLC  
450 PARK AVENUE, 30TH FLOOR  
NEW YORK, NY 10022

X

\*See  
Remarks

HARBINGER HOLDINGS, LLC  
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

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

04/21/2015

\_\_Signature of Reporting Person

Date

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

04/21/2015

\_\_Signature of Reporting Person

Date

Harbinger Capital Partners Special Situations Fund, L.P. By: Harbinger Capital Partners  
Special Situations GP, LLC By: Harbinger Holdings, LLC, Managing Member By: /s/ Philip  
Falcone

04/21/2015

\_\_Signature of Reporting Person

Date

Harbinger Capital Partners Special Situations GP, LLC By: Harbinger Holdings, LLC,  
Managing Member By: /s/ Philip Falcone

04/21/2015

\_\_Signature of Reporting Person

Date

Harbinger Holdings, LLC By: /s/ Philip Falcone

04/21/2015

\_\_Signature of Reporting Person

Date

/s/ Philip Falcone

04/21/2015

\_\_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 \$12.12 to \$12.39, 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 Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"), which is a Reporting Person.
- (4) 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.
- (5) Each 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 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 \$12.10 to \$12.23, 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 \$12.125 to \$12.22, 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 \$12.12 to \$12.39, inclusive.
- (9) These Shares are owned directly by Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund"), which is a Reporting Person.
- (10) These Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners Special Situations GP, LLC ("HCPSS"), the general partner of the Special Situations Fund; Harbinger Holdings, the managing member of HCPSS; and Philip Falcone, the managing member of Harbinger Holdings and the portfolio manager of the Special Situations Fund.
- (11) Each Reporting Person listed in Footnote 10 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.
- (12) The sale price represents the weighted average sale price for multiple transactions reporting on this line. The prices of the transactions ranged from \$12.10 to \$12.23, inclusive.
- (13) The sale price represents the weighted average sale price for multiple transactions reporting on this line. The prices of the transactions ranged from \$12.125 to \$12.22, 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.

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