

ISLE OF CAPRI CASINOS INC  
 Form 4  
 August 08, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
**GOLDSTEIN ROBERT S**

2. Issuer Name and Ticker or Trading Symbol  
**ISLE OF CAPRI CASINOS INC [ISLE]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**600 EMERSON ROAD, SUITE 300**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**08/06/2007**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Executive Vice Chairman**

**SAINT LOUIS, MO 63141**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 08/06/2007                           |  | M                              | 10,000 A \$ 6.5   | 1,092,229   | D  |   |
| Common Stock                    | 08/06/2007                           |  | M                              | 10,000 A \$ 10.25   | 1,102,229   | D  |   |
| Common Stock                    |                                      |  |                                |   | 175,014   | I  | By GRAT   |
| Common Stock                    |                                      |  |                                |   | 371,763 <sup>(1)</sup>  | I  | Goldstein Group, Inc.                                 |
| Common Stock                    |                                      |  |                                |   | 139,929 <sup>(1)</sup>  | I  | Minor Children  |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options (Right to buy)               | \$ 6.5   | 08/06/2007                           |  | M                              | 10,000  | 10/02/2002 10/02/2011                                    | Common Stock  | 10,000                     |
| Stock Options (Right to buy)               | \$ 10.25   | 08/06/2007                           |  | M                              | 10,000  | 09/22/2000 09/22/2009                                    | Common Stock  | 10,000                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| GOLDSTEIN ROBERT S<br>600 EMERSON ROAD<br>SUITE 300<br>SAINT LOUIS, MO 63141 | X             |           | Executive Vice Chairman |       |

## Signatures

Robert Goldstein 08/08/2007

\*\*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)

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Indirect beneficial ownership has been adjusted to update the number of underlying shares of the Issuer based on the Reporting Person's pecuniary interest through ownership of a private company which holds Issuer shares. There was no transaction in Issuer shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. "text-align: left">

|               |                  |            |                      |                       |               |   |
|---------------|------------------|------------|----------------------|-----------------------|---------------|---|
|               |                  |            |                      | Finland: 1.8%         | 246,734       | Fortum                                      |
| OYJ           | <b>6,189,511</b> | <b>1.8</b> |                      | France: 6.6%          | 40,224        | Air   |
| Liquide       | 5,064,237        | 1.4        | 134,446              | Alstom                | 4,714,462     | 1.3 237,808 Orange                          |
| SA            | 4,190,773        | 1.2        | 45,894               | Schneider Electric SE | 3,744,418     | 1.1 315,570 Suez Environnement              |
| S.A.          | 5,597,732        | 1.6        | <b>23,311,622</b>    | <b>6.6</b>            | Germany: 4.6% | 86,828 BASF                                 |
| AG            | 7,868,932        | 2.2        | 69,709               | Siemens AG            | 8,239,452     | 2.4 <b>16,108,384</b> <b>4.6</b> India:     |
|               | 2.3%             | 139,123    | Larsen & Toubro Ltd. | 3,668,809             | 1.0 1,959,337 | Power Grid Corp. of India                   |
| Ltd.          | 4,502,834        | 1.3        | <b>8,171,643</b>     | <b>2.3</b>            | Italy: 1.5%   | 1,059,150 Enel                              |
| S.p.A.        | <b>5,109,303</b> | <b>1.5</b> |                      | Japan: 8.2%           | 828,000       | Hitachi Ltd. 6,394,952 1.8 281,700 JSR      |
| Corp.         | 5,037,952        | 1.4        | 281,300              | Komatsu Ltd.          | 6,656,028     | 1.9 101,300 Omron Corp. 4,715,133 Harbinger |
| Holdings, LLC |                  |            |                      |                       |               |   |

2  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

3  
SEC USE ONLY

4  
SOURCE OF FUNDS

AF

5  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

x  
6  
CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER  
0  
8 SHARED VOTING POWER  
15,838,500  
9 SOLE DISPOSITIVE POWER  
0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

Explanation of Responses:

10 SHARED DISPOSITIVE POWER

15,838,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,838,500

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (\*)  x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.9%

14 TYPE OF REPORTING PERSON

CO

(\*) See Item 3 of this Schedule 13D for a description of the shares excluded from row 11 above.

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1 NAME OF REPORTING PERSON

Philip Falcone

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES

8 SHARED VOTING POWER

15,838,500

BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

15,838,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,838,500

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (\*)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.9% (\*)

Explanation of Responses:

14 TYPE OF REPORTING PERSON

IN

(\*) See Item 3 of this Schedule 13D for a description of the shares excluded from row 11 above.

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Item 1. Security and Issuer.

This Amendment No. 31 to Schedule 13D (“Amendment No. 31”) is being filed by the undersigned to amend the Schedule 13D filed by the Reporting Persons on June 19, 2009, as amended by Amendment No. 1, filed on July 13, 2009, Amendment No. 2, filed on November 4, 2009, Amendment No. 3, filed on August 17, 2010, Amendment No. 4, filed on September 15, 2010, Amendment No. 5, filed on January 12, 2011, Amendment No. 6, filed on March 10, 2011, Amendment No. 7, filed on May 16, 2011, Amendment No. 8, filed on May 23, 2011, Amendment No. 9, filed on February 1, 2012, Amendment No. 10, filed on March 14, 2012, Amendment No. 11, filed on June 18, 2012, Amendment No. 12, filed on December 14, 2013, Amendment No. 13 filed on December 19, 2012, Amendment No. 14 filed on January 16, 2013, Amendment No. 15 filed on June 3, 2013, Amendment No. 16 filed on August 14, 2013, Amendment No. 17 filed on September 20, 2013, Amendment No. 18 filed on September 27, 2013, Amendment No. 19 filed on February 6, 2014, Amendment No. 20 filed on February 18, 2014, Amendment No. 21 filed on March 18, 2014, Amendment No. 22 filed on April 1, 2014, Amendment No. 23 filed on July 3, 2014, Amendment No. 24 filed on August 14, 2014, Amendment No. 25 filed on December 10, 2014, Amendment No. 26 filed on May 27, 2015, Amendment No. 27 filed on July 2, 2015, Amendment No. 28 filed on July 10, 2015, Amendment No. 29 filed on September 10, 2015 and Amendment No. 30 filed on October 1, 2015 (as amended, the “Schedule 13D”), with respect to the Common Stock, par value \$0.01 per share (the “Shares”), of HRG Group, Inc. (f/k/a Harbinger Group Inc.) (the “Issuer”), whose principal executive offices are located at 450 Park Avenue, 29th Floor, New York, New York 10022.

Item 2. Identity and Background.

No Material Change.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

“As of the date hereof the Master Fund may be deemed to beneficially own 15,838,500 Shares.

As of the date hereof Harbinger LLC may be deemed to beneficially own 15,838,500 Shares.

As of the date hereof Harbinger Holdings may be deemed to beneficially own 15,838,500 Shares.

As of the date hereof Philip Falcone may be deemed to beneficially own 15,838,500 Shares.

The Shares reported as beneficially owned by the Reporting Persons do not include the Shares that Mr. Philip Falcone may acquire pursuant to a warrant grant (the “Warrant”) made to Mr. Falcone under the Harbinger Group Inc. 2014 Warrant Award Plan (the “2014 Plan”). As previously disclosed by the Issuer, at the Issuer’s Annual Stockholders Meeting held on May 30, 2014, the stockholders of the Issuer approved the 2014 Plan, which made effective the Warrant grant made to Mr. Philip Falcone to purchase up to 3,000,000 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. Except as otherwise provided in the Warrant grant documents, the warrants will expire on March 10, 2019 and will vest in five equal tranches over the five years, with 20% having vested on each of May 30, 2014 and March 10, 2015 and an additional 20% vesting on each of March 10, 2016, 2017 and 2018. Pursuant to the Separation Agreement (as defined below), the Warrant will continue to vest on the schedule described above as if Mr. Falcone remained employed with the Issuer through each applicable vesting date.”

Explanation of Responses:





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Item 4. Purpose of Transaction.

No Material Change.

Item 5. Interest in Securities of the Issuer.

Paragraphs (a), (b) and (c) of Item 5 are amended and restated in their entirety with the following:

“References to the percentage ownership of Shares in this Schedule 13D is based on the 201,360,586 Shares stated to be outstanding as of August 3, 2015 by the Issuer in its quarterly report on Form 10-Q for the quarter ended June 30, 2015, filed with the SEC on August 6, 2015.

(a, b) As of the date hereof, the Master Fund may be deemed to be the beneficial owner of 15,838,500 Shares, constituting 7.9% of the Shares.

The Master Fund has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 15,838,500 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 15,838,500 Shares.

The Master Fund specifically disclaims beneficial ownership in the Shares reported herein except to the extent it actually exercises voting or dispositive power with respect to such Shares.

(a, b) As of the date hereof, Harbinger LLC may be deemed to be the beneficial owner of 15,838,500 Shares, constituting 7.9% of the Shares.

Harbinger LLC has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 15,838,500 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 15,838,500 Shares.

Harbinger LLC specifically disclaims beneficial ownership in the Shares reported herein except to the extent it actually exercises voting or dispositive power with respect to such Shares.

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(a, b) As of the date hereof, Harbinger Holdings may be deemed to be the beneficial owner of 15,838,500 Shares, constituting 7.9% of the Shares.

Harbinger Holdings has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 15,838,500 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 15,838,500 Shares.

Harbinger Holdings specifically disclaims beneficial ownership in the Shares reported herein except to the extent it actually exercises voting or dispositive power with respect to such Shares.

(a, b) As of the date hereof, Philip Falcone may be deemed to be the beneficial owner of 15,838,500 Shares, constituting 7.9% of the Shares.

Without giving effect to Shares that Mr. Falcone may acquire upon the exercise of the Warrant, as of the date hereof, Mr. Falcone may be deemed to (i) be the beneficial owner of 15,838,500 Shares, constituting 7.9% of the Shares; and (ii) have sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 15,838,500 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 15,838,500 Shares. See Item 3 hereof for a description of the Shares that Mr. Falcone may be deemed to beneficially own pursuant to the terms of the Warrant.

Mr. Falcone specifically disclaims beneficial ownership in the Shares reported herein except to the extent he actually exercises voting or dispositive power with respect to such Shares.

(c) Set forth on Exhibit B hereto are the trade dates, the number of shares sold and the average price per share on each trade date, for all transactions by the Reporting Persons since Amendment No. 30 to the Schedule 13D was filed on October 1, 2015.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

No Material Change.

Item 7. Material to be Filed as Exhibits.

Exhibit A: Joint Filing Agreement



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SIGNATURE

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.

HARBINGER CAPITAL PARTNERS  
MASTER FUND I, LTD.

By: Harbinger Capital Partners LLC

By: Harbinger Holdings, LLC, Manager

By: /s/ Philip Falcone  
Name: Philip Falcone  
Title: Managing Member

HARBINGER CAPITAL  
PARTNERS LLC

By: Harbinger Holdings, LLC,  
Manager

By: /s/ Philip Falcone  
Name: Philip Falcone  
Title: Managing Member

HARBINGER HOLDINGS,  
LLC

By: /s/ Philip Falcone  
Name: Philip Falcone  
Title: Managing Member