HARBINGER GROUP INC.

Form 4 June 20, 2014

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

OMB APPROVAL

Check this box

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005 Estimated average

0.5

Form 5 obligations may continue.

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

SECURITIES

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **FALCONE PHILIP**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

HARBINGER GROUP INC. [HRG]

(Middle)

(Zip)

(Check all applicable)

(First) C/O HARBINGER GROUP

INC., 450 PARK AVENUE, 30TH **FLOOR**

3. Date of Earliest Transaction

(Month/Day/Year) 05/30/2014

X Director X 10% Owner X_ Officer (give title Other (specify below)

CEO (See Remarks)

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10022

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security

(Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(State)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) or

Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if TransactionNumber

5.

6. Date Exercisable and

7. Title and Amount of **Underlying Securities**

(9-02)

8.1

De

Edgar Filing: HARBINGER GROUP INC. - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Mo	onth/Day/Year)	Code (Instr. 8))	of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		/Year)	(Instr. 3 and	3 and 4) S	
				Code V	V (.	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Warrant (right to buy)	(1)	05/30/2014		A		1	(2)	03/10/2019	Common Stock	3,000,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting of the Fund of Fundament	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

Reporting Person

/s/ Philip A.
Falcone

**Signature of 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).
- 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.
- 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, the warrants will expire on March 10, 2019 and will vest in five equal tranches over the
- (2) 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. 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.

Reporting Owners 2