

FALCONE PHILIP  
Form 4  
March 20, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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.**

(Last) (First) (Middle)

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

(Street)

**DUBLIN 2, L2 00000**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**03/18/2014**

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)  
\*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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock (par value \$0.01 per share)	03/18/2014		S(1)		14,658,345	D	\$ 11 (1) 39,741,438
Common Stock (par value \$0.01 per share)	03/18/2014		S(1)		5,083,279	D	\$ 11 (1) 6,794,824

Common  
 Stock (par  
 value 03/18/2014 S<sup>(1)</sup> 3,258,376 D \$ 11 4,355,475 D <sup>(8)</sup> <sup>(9)</sup>  
 \$0.01 per (10) share)

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

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**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 Beneficially (Instr. 3, 4, and 5)
				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		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		X		*See Remarks

450 PARK AVENUE, 30TH FLOOR  
NEW YORK, NY 10022

GLOBAL OPPORTUNITIES BREAKAWAY LTD.  
MAPLES CORPORATE SERVICES LIMITED  
PO BOX 309, UGLAND HOUSE  
GRAND CAYMAN, E9 KY1-1104

X

\*See  
Remarks

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

X

\*See  
Remarks

HARBINGER CAPITAL PARTNERS II 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

03/20/2014

\*\*Signature of Reporting Person

Date

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

03/20/2014

\*\*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

03/20/2014

\*\*Signature of Reporting Person

Date

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

03/20/2014

\*\*Signature of Reporting Person

Date

Global Opportunities Breakaway Ltd. (+) By: Harbinger Capital Partners II LP By: Harbinger  
Capital Partners II GP LLC, General Partner By: /s/ Philip Falcone

03/20/2014

\*\*Signature of Reporting Person

Date

Harbinger Capital Partners II LP (+) By: Harbinger Capital Partners II GP LLC, General  
Partner By: /s/ Philip Falcone

03/20/2014

\*\*Signature of Reporting Person

Date

Harbinger Capital Partners II GP LLC (+) By: /s/ Philip Falcone

03/20/2014

\*\*Signature of Reporting Person

Date

Harbinger Holdings, LLC(+) By: /s/ Philip Falcone

03/20/2014

\_\_Signature of Reporting Person

Date

/s/ Philip Falcone(+)

03/20/2014

\_\_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) Represents the sale of beneficial ownership of 23,000,000 shares of common stock of the Issuer (the "Shares") by Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"), Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund") and Global Opportunities Breakaway Ltd. (the "Breakaway Fund", and collectively, the "Sellers") at a price of \$11.00 per share to Leucadia National Corporation.
- (2) These Shares are owned directly by the Master Fund, which is a Reporting Person.
- (3) 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.
- (4) Each person listed in Footnote 3 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.
- (5) These Shares are owned directly by Special Situations Fund, which is a Reporting Person.
- (6) 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.
- (7) Each Reporting Person listed in Footnote 6 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.
- (8) These Shares are owned directly by the Breakaway Fund, which is a Reporting Person.
- (9) These Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners II LP ("HCP II"), the investment manager of the Breakaway Fund; Harbinger Capital Partners II GP LLC ("HCP GP II"), the general partner of HCP II; and Philip Falcone, the managing member of HCP II GP and the portfolio manager of the Breakaway Fund.
- (10) Each person listed in Footnote 9 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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