#### HARBINGER GROUP INC.

Form 4

December 05, 2014

## FORM 4

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

**SECURITIES** 

OMB

**OMB APPROVAL** 

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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 See Instruction

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Maura David M Issuer Symbol HARBINGER GROUP INC. [HRG] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner Other (specify X\_ Officer (give title C/O HARBINGER GROUP 12/04/2014 below) INC., 450 PARK AVENUE, 29TH Managing Director and EVP **FLOOR** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10022

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficiall	y 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. Securitie omr Disposed (Instr. 3, 4	d of (D	))	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 (1)	12/04/2014		M	177,500	A	\$ 4.86 (2)	2,166,602	D	
Common Stock (1)	12/04/2014		S	177,500	D	\$ 13.61 (2)	1,989,102	D	

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)	orDerivative				7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (1)	\$ 4.86	12/04/2014		M		177,500	<u>(3)</u>	02/14/2022	Common Stock	177,50

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
coporting of their states, states and	Director	10% Owner	Officer	Other				
Maura David M C/O HARBINGER GROUP INC. 450 PARK AVENUE, 29TH FLOOR NEW YORK, NY 10022	X		Managing Director and EVP					

## **Signatures**

/s/ David M.
Maura

\*\*Signature of Date

Reporting Person

## **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 transactions reported in this report were effected pursuant to a Rule 10b5-1 trading plan.
- The price shown in this Column is the weighted average purchase price of these Shares on the transaction date. The price range for the purchases was \$13.50 to \$13.70 per Share. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, Harbinger Group Inc. or a security holder of Harbinger Group Inc. full information regarding the number of Shares purchased at each separate price.
- (3) The original options issued on February 14, 2012 vest, or have vested, annually in equal installments over a period of four years beginning from October 1, 2011.

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.

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