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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **January 15, 2018**

**HRG GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**1-4219**

(Commission File Number)

**74-1339132**

(IRS Employer Identification No.)

**450 Park Avenue, 29th Floor**

**New York, New York 10022**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(212) 906-8555**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company.

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01. Other Events.**

On January 15, 2018, Spectrum Brands Holdings, Inc. (“Spectrum”), a majority owned subsidiary of HRG Group, Inc., entered into a definitive Acquisition Agreement (the “Acquisition Agreement”) with Energizer Holdings, Inc. (“Energizer”). On the terms and subject to the conditions set forth in the Acquisition Agreement, Energizer will acquire from Spectrum its global battery, lighting and portable power business for an aggregate purchase price of \$2.0 billion in cash, subject to customary conditions and purchase price adjustments. On January 16, 2018, Spectrum issued a press release announcing the transaction.

Interested parties should read public filings and other announcements by Spectrum for more information regarding the foregoing matters, including for any changes, updates and other announcements with respect to the transaction.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

### HRG GROUP, INC.

By: /s/ Ehsan Zargar  
Name: Ehsan Zargar  
Title: Executive Vice President, Chief Operating Officer,  
General Counsel & Corporate Secretary

Dated: January 16, 2018

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