

---

**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): February 10, 2011

**HARBINGER GROUP INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other Jurisdiction of Incorporation)	<b>1-4219</b> (Commission File Number)	<b>74-1339132</b> (IRS Employer Identification No.)
<b>450 Park Avenue, 27th Floor, New York, New York</b> (Address of Principal Executive Offices)		<b>10022</b> (Zip Code)

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

\_\_\_\_\_  
(Former name or former address if changed since last report.)

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))
- 
-

**Item 8.01 Other Events.**

On February 10, 2011, Harbinger Group Inc. (the “Company”) issued a press release announcing that its majority-owned operating subsidiary, Spectrum Brands Holdings, Inc. (“SB Holdings”), issued its 2011 fiscal first quarter results. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Harbinger Group Inc. Press Release, dated February 10, 2011\*

---

\* Furnished herewith

---

**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.

HARBINGER GROUP INC.

Date: February 10, 2011

By: /s/ Francis T. McCarron  
Name: Francis T. McCarron  
Title: Executive Vice President and Chief Financial Officer

**Harbinger Group Inc.'s Spectrum Brands consumer products segment reports  
Fiscal 2011 First Quarter financial results**

**NEW YORK, NY – FEBRUARY 10, 2011** – Harbinger Group Inc. (“HGI”; NYSE:HRG) today announced that its majority-owned operating subsidiary Spectrum Brands Holdings, Inc. (NYSE: SPB) issued its 2011 fiscal first-quarter results.

In line with its strategy to generate stockholder value, HGI acquired a 54.4% majority interest in global consumer products company Spectrum Brands Holdings, Inc. on January 7, 2011. Spectrum Brands operates as a publicly traded subsidiary of HGI with its common stock traded on the New York Stock Exchange. Spectrum Brands’ 2011 fiscal first quarter results will be consolidated in HGI’s results for the six months ended April 3, 2011.

For the full text of today’s Spectrum Brands Holdings, Inc. announcement and details for accessing the conference call and webcast, please visit the company’s investor relations website at: <http://phx.corporate-ir.net/phoenix.zhtml?c=75225&p=irol-news>.

**About Harbinger Group Inc.**

Harbinger Group Inc. (“HGI”; NYSE:HRG) is a holding company that seeks to acquire significant interests in businesses across a diverse range of industries and bring an owner’s perspective to building long-term value for stockholders. As of September 30, 2010 on a pro forma basis, HGI has approximately \$468 million in consolidated cash, cash equivalents and short-term investments, net of current liabilities, reflecting the issuance of HGI’s senior secured notes due 2015. A majority of HGI’s outstanding common stock is owned by investment funds affiliated with Harbinger Capital Partners LLC. HGI makes certain reports available free of charge on its website at <http://www.harbingergroupinc.com> as soon as

reasonably practicable after this information is electronically filed, or furnished to, the United States Securities and Exchange Commission.

**About Harbinger Capital Partners**

Harbinger Capital Partners is a multi-billion dollar private investment fund based in New York. The firm was founded in 2001 and employs a fundamental approach to deep value and distressed credit investing. Harbinger Capital Partners is led by Philip A. Falcone, its Chief Executive Officer, who has more than 20 years of investment experience across an array of market cycles.

**About Spectrum Brands Holdings, Inc.**

Spectrum Brands Holdings, Inc., a member of the Russell 2000 Index, is a global consumer products company and a leading supplier of batteries, shaving and grooming products, personal care products, small household appliances, specialty pet supplies, lawn & garden and home pest control products, personal insect repellents and portable lighting. Helping to meet the needs of consumers worldwide, included in its portfolio of widely trusted brands are Rayovac(R), Remington(R), Varta(R), George Foreman(R), Black&Decker Home(R), Toastmaster(R), Tetra(R), Marineland(R), Nature’s Miracle(R), Dingo(R), 8-in-1(R), Littermaid(R), Spectracide(R), Cutter(R), Repel(R), and HotShot(R). Spectrum Brands Holdings’ products are sold by the world’s top 25 retailers and are available in more than one million stores in more than 120 countries around the world. Spectrum Brands Holdings generated net sales of \$3.1 billion from continuing operations in fiscal 2010. For more information, visit [www.spectrumbrands.com](http://www.spectrumbrands.com).

---

For more information, please contact:

APCO Worldwide  
Jeff Zelkowitz, 646-218-8744

or

Harbinger Group Inc.  
Francis T. McCarron, CFO, 212-906-8560

###