

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Estimated average burden

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Zargar Ehsan</u> (Last) (First) (Middle) <u>C/O HRG GROUP, INC., 450 PARK AVENUE</u> <u>29TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/22/2017</u>	3. Issuer Name and Ticker or Trading Symbol <u>HRG GROUP, INC. [HRG]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, COO, GC & Corp. Secretary</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock, par value \$0.01 per share</u>	<u>107,333</u>	<u>D⁽¹⁾</u>	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Employee Stock Option (right to buy)</u>	<u>(1)(2)</u>	<u>12/07/2021</u>	<u>Common Stock</u>	<u>30,000</u>	<u>4.68</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(1)(3)</u>	<u>11/29/2022</u>	<u>Common Stock</u>	<u>19,644</u>	<u>8.52</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(1)(4)</u>	<u>11/29/2023</u>	<u>Common Stock</u>	<u>24,545</u>	<u>11.76</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(1)(5)</u>	<u>11/29/2024</u>	<u>Common Stock</u>	<u>31,064</u>	<u>13.36</u>	<u>D</u>	

Explanation of Responses:

1. This report is being filed by the undersigned as a result of his appointment to the office of Chief Operating Officer of the Issuer. All of the items reported herein are awards granted to the undersigned prior to his appointment to such office. The undersigned was not awarded any additional grants in connection with his appointment to such office.

2. These options were granted on December 7, 2011 and are currently exercisable.

3. These options were granted on November 29, 2012 and are currently exercisable.

4. These options were granted on November 29, 2013 and are currently exercisable.

5. These options were granted on November 25, 2014. Options with respect to 19,846 shares are currently exercisable. The remainder vests on November 29, 2017 or such earlier date provided in the agreements between the undersigned and the issuer.

/s/ Ehsan Zargar03/31/2017

** Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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