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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): May 28, 2015**

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**HRG GROUP, INC.**  
(Exact name of registrant as specified in its charter)

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**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, NY**  
(Address of Principal Executive Offices)

**10022**  
(Zip Code)

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

(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))
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**Item 7.01 Regulation FD Disclosure.**

On May 28, 2015, Spectrum Brands Holdings, Inc. (“Spectrum Brands”; NYSE: SPB), a majority owned subsidiary of HRG Group, Inc. (“HRG”; NYSE: HRG), issued a press release announcing that it will update its fiscal 2015 guidance as a result of its Armored AutoGroup acquisition on May 21, 2015 during its appearance on May 28, 2015 at the Citi Global Consumer Conference. Interested parties should read Spectrum Brands’ announcements and public filings regarding this information and any related changes with respect to the foregoing.

This information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of HRG, whether made before or after the date of this report.

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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.**

Date: May 28, 2015

By:

/s/ Ehsan Zargar

Name: Ehsan Zargar

Title: Senior Vice President, General

Counsel &

Corporate Secretary

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