
**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): March 5, 2013

HARBINGER 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, 30th Floor,
New York, New York
(Address of principal executive offices)

10022
(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 1.01 Entry into a Material Definitive Agreement.

The information set forth in Item 2.01 below is hereby incorporated by reference into this Item 1.01.

Item 2.01 Completion of Acquisition or Disposition of Assets.

BG PSA and BG PSA Amendment

On March 5, 2013, EXCO/HGI JV Assets, LLC (“E/H-JV”), a Delaware limited liability company and a joint venture between HGI Energy Holdings, LLC (“HGI Energy”), a Delaware limited liability company and a wholly owned subsidiary of Harbinger Group Inc. (“HGI” or the “Company”), and EXCO Resources, Inc., a Texas corporation (“EXCO”), completed the previously announced transactions (the “Transactions”) contemplated by that certain Purchase and Sale Agreement (the “BG PSA”), dated as of February 14, 2013, by and among EXCO Operating Company, LP, a Delaware limited partnership (“EOC”), which assigned its rights and obligations under the BG PSA to E/H-JV pursuant to an assignment and assumption agreement, and BG US Production Company, LLC, a Delaware limited liability company (“BG”). At the closing, E/H-JV acquired certain conventional oil and natural gas assets in the Danville, Waskom and Holly fields in East Texas and North Louisiana, including and above the Cotton Valley formation from BG for \$130.9 million, after customary preliminary closing adjustments. The economic effective date of the Transactions is January 1, 2013 and the properties acquired by E/H-JV represent an incremental working interest in certain properties that EXCO previously contributed to E/H-JV.

E/H-JV funded this acquisition using borrowings under its revolving credit facility (the “Partnership Credit Facility”). In connection with the closing, the borrowing base under the Partnership Credit Facility was increased by \$70 million to an aggregate of \$470 million. Following the closing, E/H-JV has unused borrowing capacity under the Partnership Credit Facility of approximately \$196 million.

Prior to the closing of the Transactions, E/H-JV and BG entered into that certain First Amendment to Purchase and Sale Agreement (the “BG PSA Amendment”), dated as of March 5, 2013, pursuant to which, among other things, the parties agreed to amend the date by which E/H-JV was required to prepare and submit to BG the Preliminary Settlement Statement (as defined in the BG PSA).

The foregoing description of the BG PSA and the BG PSA Amendment do not purport to be complete and are qualified in their entirety by reference to the BG PSA filed as Exhibit 2.2 in the Company’s Current Report on Form 8-K filed on February 21, 2013 and the BG PSA Amendment filed as Exhibit 2.1 hereto, each of which are incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On March 5, 2013, HGI issued a press release (the “Press Release”), announcing the closing of the Transactions. A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

This information shall not be deemed to be “filed” for purposes of Section 18 of the Securities Act of 1934, as amended, or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of HGI’s filings under the Securities Act of 1933, as amended, or the Securities Act of 1934, as amended, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

Forward-Looking Statements

“Safe Harbor” Statement Under the Private Securities Litigation Reform Act of 1995: Some of the statements contained in the Press Release and certain oral statements made by HGI’s representatives from time to time regarding the matters discussed herein, including those statements related to the Transactions, the purchase of assets under the BG PSA and their effects on HGI and its subsidiaries, including future dividends expected to be received by HGI, are or may be forward-looking statements. Such forward-looking statements are based upon management’s current expectations that are subject to risks and uncertainties that could cause actual results, events and developments to differ materially from those set forth in or implied by such forward-looking statements. These statements and other forward-looking statements made from time-to-time by HGI and its representatives are based upon certain assumptions and describe future plans, strategies and expectations of HGI, and are generally identifiable by use of the words “believes,” “expects,” “intends,” “anticipates,” “plans,” “seeks,” “estimates,” “projects,” “may” or other similar expressions. Factors that could cause actual results, events and developments to differ include, without limitation, the risk that reserve estimates and values, statements about the E/H-JV properties and potential reserves and production levels, the ability of HGI’s subsidiaries (including E/H-JV) to generate sufficient net income and cash flows to make upstream cash distributions, capital market conditions, that HGI may not be successful in identifying any suitable future acquisition opportunities, and the risks that may affect the performance of the operating subsidiaries of HGI and those factors listed under the caption “Risk Factors” in HGI’s most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission (the “SEC”). All forward-looking statements described herein are qualified by these cautionary statements and there can be no assurance that the actual results, events or developments referenced herein will occur or be realized. HGI does not undertake any obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operation results.

Item 9.01 Financial Statements and Exhibits.

- (a) Financial Statements of Businesses Acquired.

The financial statements required by this item are not being filed herewith. To the extent such information is required by this item, it will be filed with the SEC by amendment to this report on Form 8-K no later than 71 calendar days after the date on which this report on Form 8-K is required to be filed.

- (b) Pro Forma Financial Information.

The pro forma financial information required by this item is not being filed herewith. To the extent such information is required by this item, it will be filed with the SEC by amendment to this report on Form 8-K no later than 71 calendar days after the date on which this report on Form 8-K is required to be filed.

- (d) Exhibits

Exhibit Number	Exhibit Description
2.1*	First Amendment to Purchase and Sale Agreement, dated as of March 5, 2013, by and among E/H-JV and BG
99.1	Press Release, dated March 5, 2013

* In accordance with Item 6.01(b)(2) of Regulation S-K, schedules or similar attachments to this exhibit have not been filed. The Company agrees to furnish supplementally a copy of any omitted schedules to the Commission upon request.

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: March 7, 2013

By: /s/ Thomas A. Williams

Name: Thomas A. Williams

Title: Executive Vice President and Chief Financial
Officer

Exhibit Index

Exhibit Number	Exhibit Description
2.1*	First Amendment to Purchase and Sale Agreement, dated as of March 5, 2013, by and among E/H-JV and BG
99.1	Press Release, dated March 5, 2013

* In accordance with Item 6.01(b)(2) of Regulation S-K, schedules or similar attachments to this exhibit have not been filed. The Company agrees to furnish supplementally a copy of any omitted schedules to the Commission upon request.

**FIRST AMENDMENT TO
PURCHASE AND SALE AGREEMENT**

This First Amendment to Purchase and Sale Agreement (this "Amendment") dated as of March 5, 2013, is by and among EXCO/HGI JV ASSETS, LLC, a Delaware limited liability company ("Buyer"), and BG US PRODUCTION COMPANY, LLC, a Delaware limited liability company ("Seller"). Buyer and Seller are sometimes referred to herein individually as a "Party" and collectively as the "Parties."

Recitals

- A. WHEREAS, reference is made herein to that certain Purchase and Sale Agreement, dated as of February 14, 2013, by and among EXCO OPERATING COMPANY, LP, a Delaware limited partnership ("EXCO"), and Seller, as subsequently assigned from EXCO to Buyer (as the same may be amended, restated, supplemented or otherwise modified the, "PSA"), and any term capitalized but not defined herein shall have the meaning given to such term in the PSA; and
- B. WHEREAS, the Parties wish to amend the PSA in accordance with the provisions of this Amendment.

Agreement

NOW, THEREFORE, for and in consideration of the mutual agreements contained in the PSA and this Amendment and other good and valuable consideration, the Parties agree as follows:

1. ***Amendment to Section 3.4.***

a) The first sentence of Section 3.4 of the PSA is hereby amended by deleting the phrase "Not less than 5 Business Days" and replacing it with the phrase "Not less than 2 Business Days".

b) The second sentence of Section 3.4 of the PSA is hereby amended by deleting the phrase "Within 3 Business Days" and replacing it with the phrase "Within 1 Business Day".

2. ***Amendment to Exhibit A-1(A).*** Exhibit A-1(A) of the PSA is hereby amended by deleting such exhibit in its entirety and replacing it with the Exhibit A-1(A) attached hereto.

3. ***Amendment to Exhibit A-1(B).*** Exhibit A-1(B) of the PSA is hereby amended by deleting such exhibit in its entirety and replacing it with the Exhibit A-1(B) attached hereto.

4. ***Ratification by the Parties.*** Except as specifically provided in this Amendment, all terms and provisions of the PSA shall remain unchanged and in full force and effect, and the PSA, as modified by this Amendment, is hereby ratified, acknowledged and reaffirmed by the Parties. The execution of this Amendment shall not directly or indirectly in any way whatsoever

(a) impair, prejudice or otherwise adversely affect any Party's right at any time to exercise any right, privilege or remedy in connection with the PSA, (b) amend or alter any provision of the PSA (other than the amendments provided for in this Amendment) or (c) constitute any course of dealing or other basis for altering any obligation of any Party or any right, privilege or remedy of any Party under the PSA. Each reference in the PSA to "this Agreement," "hereunder," "hereof," "herein" or any other word or words of similar import shall mean and be a reference to the PSA as amended hereby.

5. **Acknowledgement by EXCO and EXCO Parent.** EXCO and EXCO Parent hereby acknowledge the PSA has been amended by this Amendment and such Persons reaffirm their obligations under Section 2.4 and Section 14.3 (as applicable) of the PSA, as such PSA has been amended by this Amendment.

6. **Counterparts.** This Amendment may be executed in any number of counterparts, and each such counterpart hereof shall be deemed to be an original instrument, but all of such counterparts shall constitute for all purposes one agreement. Any signature hereto delivered by a Party by facsimile transmission shall be deemed an original signature hereto.

7. **Application of Certain Provisions.** Section 1.2 of the PSA and Section 14.13 of the PSA shall apply *mutatis mutandis* to this Amendment.

[signature page follows]

IN WITNESS WHEREOF, this Amendment has been signed by each of the Parties effective as of the date first above written.

EXCO/HGI JV ASSETS, LLC

By: /s/ R. L. Hodges

Name: R. L. Hodges

Title: Vice President – Land

BG US PRODUCTION COMPANY, LLC

By: /s/ Mike Mott

Name: Mike Mott

Title: Vice President

Solely for purposes of Section 5:

EXCO OPERATING COMPANY, LP

By: EXCO Partners OLP GP, LLC, its general partner

By: /s/ William L. Boeing

Name: William L. Boeing

Title: Vice President and General Counsel

EXCO RESOURCES, INC.

By: /s/ William L. Boeing

Name: William L. Boeing

Title: Vice President and General Counsel

Signature Page to
First Amendment

**Harbinger Group Inc.'s Energy Partnership with EXCO Resources Closes
Acquisition of Conventional Oil and Natural Gas Assets from Affiliate of BG Group**

NEW YORK, March 5, 2013 -- Harbinger Group Inc. (NYSE: HRG) ("HGI" or the "Company") announced today that its energy partnership (the "Partnership") with EXCO Resources, Inc. ("EXCO"; NYSE: XCO) successfully closed on its previously announced acquisition of conventional oil and natural gas assets from an affiliate of BG Group plc.

Pursuant to the transaction, the Partnership acquired certain conventional oil and natural gas assets in the Danville, Waskom and Holly fields in East Texas and North Louisiana, including and above the Cotton Valley formation, from an affiliate of BG Group plc for \$130.9 million, after customary preliminary closing adjustments. The economic effective date of the transaction was January 1, 2013. These properties represent an incremental working interest in certain properties already purchased by the Partnership from EXCO.

"This acquisition is consistent with HGI and EXCO's intention to opportunistically add incremental cash flow to the Partnership through the acquisition of mature, conventional assets over time," said Omar Asali, HGI's President. "In this highly complementary transaction, we are adding assets that EXCO has a history of operating and the Partnership knows well. We look forward to continuing to build value for investors through our energy operating business."

A definitive agreement for the Partnership to enter into this transaction with an affiliate of BG Group plc was announced on February 15, 2013. The Partnership funded this acquisition using its revolving credit agreement. In connection with the closing, the borrowing base under the Partnership's revolving credit agreement was increased by \$70 million to an aggregate of \$470 million.

The foregoing summary does not purport to be a complete description of the transaction and related agreements. Interested parties should read HGI's other announcements and public filings regarding this transaction and related agreements by reviewing HGI's filings with the Securities and Exchange Commission (www.sec.gov).

About Harbinger Group Inc.

Harbinger Group Inc. ("HGI"; NYSE: HRG) is a diversified holding company. HGI's principal operations are conducted through subsidiaries that offer life insurance and annuity products; branded consumer products such as batteries, personal care products, small household appliances, pet supplies, and home and garden pest control products; and energy assets. HGI is principally focused on acquiring controlling and other equity stakes in businesses across a diversified range of industries and growing its existing businesses. In addition to HGI's intention to acquire controlling equity interests, HGI may also from time to time make investments in debt instruments and acquire minority equity interests in companies. Harbinger Group Inc. is headquartered in New York and traded on the New York Stock Exchange under the symbol HRG. For more information on HGI, visit: www.harbingergroupinc.com.

About EXCO Resources, Inc.

EXCO Resources, Inc. is an oil and natural gas acquisition, exploitation, development and production company headquartered in Dallas, Texas with principal operations in East Texas, North Louisiana, Appalachia and West Texas.

Forward Looking Statements

“Safe Harbor” Statement Under the Private Securities Litigation Reform Act of 1995: Some of the statements contained in the Press Release and certain oral statements made by our representatives from time to time regarding the matters discussed herein are or may be forward-looking statements. Such forward-looking statements are based upon management’s current expectations that are subject to risks and uncertainties that could cause actual results, events and developments to differ materially from those set forth in or implied by such forward-looking statements. These statements and other forward-looking statements made from time-to-time by the Company and its representatives, including the expected ability of the Partnership to make distributions, are based upon certain assumptions and describe future plans, strategies and expectations of the Company, are generally identifiable by use of the words “believes,” “expects,” “intends,” “anticipates,” “plans,” “seeks,” “estimates,” “projects,” “may” or similar expressions. Factors that could cause actual results, events and developments to differ include, without limitation, the ability of the Company’s subsidiaries (including, the Partnership) to generate sufficient net income and cash flows to make upstream cash distributions, capital market conditions, that the Company may not be successful in identifying any suitable future acquisition opportunities, the risks that may affect the performance of the operating subsidiaries of the Company and those factors listed under the caption “Risk Factors” in the Company’s most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission. All forward-looking statements described herein are qualified by these cautionary statements and there can be no assurance that the actual results, events or developments referenced herein will occur or be realized. The Company does not undertake any obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operation results.

Contacts

Investors:

Tara Glenn, Investor Relations
Harbinger Group Inc.
450 Park Avenue, 30th Floor
New York, NY 10022
212-906-8560
investorrelations@harbingergroupinc.com

Media:

Jamie Tully/Michael Henson
Sard Verbinnen & Co
212-687-8080

SOURCE: Harbinger Group Inc.
