UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a) (Amendment No. 28)

(Timenament 100. 20)

HRG GROUP, INC. (Name of Issuer)

COMMON STOCK (PAR VALUE \$0.01 PER SHARE) (Title of Class of Securities)

41146A106 (CUSIP Number)

PHILIP FALCONE 450 PARK AVENUE, 30TH FLOOR NEW YORK, NEW YORK 10022 (212) 339-5888 (Name, Address and Telephone Number of Person Authorized to Receive Notices

and Communications)

July 9, 2015

(Date of Event which Requires Filing

of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 2 of 17

1	NAME OF	REPC	DRTING PERSON				
	Harbinger C	Capita	l Partners Master Fund I, Ltd.				
2	CHECK TH	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) x					
3	SEC USE C	ONLY					
4	SOURCE C)F FU	INDS				
5		OX IF	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	X			
6	CITIZENSI Cayman Isla		PR PLACE OF ORGANIZATION				
SH BENER OWNED REPORTI	IBER OF ARES FICIALLY D BY EACH NG PERSON VITH	7 8 9	SOLE VOTING POWER 0 SHARED VOTING POWER 22,980,813 SOLE DISPOSITIVE POWER 0				
		10	SHARED DISPOSITIVE POWER 22,980,813				
11	AGGREGA 22,980,813	TE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
12	CHECK BO	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*) x					
13	PERCENT 11.4%	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
14	TYPE OF F CO	REPO	RTING PERSON				

Page 3 of 17

1	NAME OF	REPO	DRTING PERSON	
	Harbinger O	Capita	l Partners LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			(a) o (b) x
3	SEC USE C	ONLY		
4	SOURCE C)F FU	INDS	
	AF			
5	CHECK BC	OX IF	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	Х
6	CITIZENSI	HIP O	DR PLACE OF ORGANIZATION	
	Delaware	-		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSO WITH		9 10	SOLE VOTING POWER 0 SHARED VOTING POWER 22,980,813 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 22,980,813	
11	AGGREGA 22,980,813	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*) x		
13	PERCENT 11.4%	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
14		TYPE OF REPORTING PERSON		

Page 4 of 17

1	NAME OF	REPO	DRTING PERSON			
	Harbinger (Capita	l Partners Special Situations Fund, L.P.			
2	CHECK TH	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) o (b) x				
3	SEC USE C	ONLY				
4	SOURCE O)F FU	INDS			
	00					
5	CHECK BO	OX IF	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	Х		
6	CITIZENS	HIP C	OR PLACE OF ORGANIZATION			
Delaware						
		7	SOLE VOTING POWER			
			0			
	MBER OF	8	SHARED VOTING POWER			
	HARES EFICIALLY		0			
OWNE	D BY EACH ING PERSON	9	SOLE DISPOSITIVE POWER			
	WITH		0			
		10	SHARED DISPOSITIVE POWER			
			0			
11	AGGREGA	TE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	0					
12	CHECK BO	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*) x				
13	PERCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	0%	0%				
14	TYPE OF F	REPO	RTING PERSON			
	PN	PN				

Page 5 of 17

	1	NAME OF	REPC	DRTING PERSON				
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) 3 SEC USE ONLY 4 SOURCE OF FUNDS AF 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) x 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER 0 8 SHARED 0 9 0 SOLE VOTING POWER 0 9 SOLE DISPOSITIVE POWER 0 9 SOLE DISPOSITIVE POWER 0 9 10 SHARED DISPOSITIVE POWER 0 0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*) x 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) x		Harbinger (Capita	l Partners Special Situations GP, LLC				
4 SOURCE OF FUNDS AF	2							
AF 5 CHECK BUX IF JUSCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) x 6 CITIZENSHUB PLACE OF ORGANIZATION x Delaware pelaware 0 NUMBER OF SHARES 0 0 SUMPORTING PERSON WITH 0 0 10 SHARED VOTING POWER 0 0 0 0 0 11 AGGREGATE AMOUNTINE POWER 0 0 12 CHECK BUX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*) x 13 PERCENT UST REPRESENTED BY AMOUNT IN ROW (11) x	3	SEC USE C	SEC USE ONLY					
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) x 6 CITIZENSHIP OR PLACE OF ORGANIZATION	4	SOURCE C)F FU	INDS				
6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 0 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER 0 0 10 SHARED VOTING POWER 0 0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 0 11 AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*) 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)								
Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 11 AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*) x 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	5	CHECK BO	OX IF	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	Х			
NUMBER OF 7 SOLE VOTING POWER 0 0 SHARES 8 BENEFICIALLY 0 OWNED BY EACH 9 SOLE DISPOSITIVE POWER 0 0 II SHARED DISPOSITIVE POWER 0 0 II AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 0 I1 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 10 SHARED VOTING POWER 0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*) x 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	6	CITIZENSI	HIP O	OR PLACE OF ORGANIZATION				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0 9 SOLE DISPOSITIVE POWER 0 10 SHARED DISPOSITIVE POWER 0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		Delaware						
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER 0 9 SOLE DISPOSITIVE POWER 0 10 SHARED DISPOSITIVE POWER 0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 12 CHECK BUST IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*) x 13 PERCENT US CLASS REPRESENTED BY AMOUNT IN ROW (11)			7	SOLE VOTING POWER				
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 0 10 SHARED DISPOSITIVE POWER 10 SHARED DISPOSITIVE POWER 0 0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 0 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*) x 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				0				
BENEFICIALLY 0 OWNED BY EACH 9 SOLE DISPOSITIVE POWER 0 0 10 SHARED DISPOSITIVE POWER 0 0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 0 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*) x 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			8	SHARED VOTING POWER				
REPORTING PERSON WITH 0 10 SHARED DISPOSITIVE POWER 10 SHARED DISPOSITIVE POWER 0 0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 0 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*) x 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% 0%				0				
WITH 0 10 SHARED DISPOSITIVE POWER 0 0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 0 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*) x 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) x			9	SOLE DISPOSITIVE POWER				
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 0 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*) x 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%				0				
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 0 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*) x 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%			10	SHARED DISPOSITIVE POWER				
0 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*) x 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%				0				
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*) x 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) x 0% x x	11	AGGREGA	TE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%		0						
0%	12	CHECK BO	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*) x					
	13	PERCENT	OF C	LASS REPRESENTED BY AMOUNT IN ROW (11)				
14 TYPE OF REPORTING PERSON		0%						
	14	TYPE OF F	REPO	RTING PERSON				
СО		СО	CO					

Page 6 of 17

1	NAME OF REPORTING PERSON					
2			ities Breakaway Fund, L.P.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) x					
3	SEC USE C	ONLY				
4	SOURCE C	OF FU	NDS			
	00					
5	CHECK BO	OX IF	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	Х		
6	CITIZENSI	HIP O	R PLACE OF ORGANIZATION			
	Cayman Isla	ands	7			
		7	SOLE VOTING POWER			
			0			
NUMB		8	SHARED VOTING POWER			
SHA BENEFI			3,057,213			
OWNED I	BY EACH	9	SOLE DISPOSITIVE POWER			
REPORTIN WI			0			
		10	SHARED DISPOSITIVE POWER			
			3,057,213			
11	AGGREGA	TE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	3,057,213					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*) x			X		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	1.5%					
14	TYPE OF F	REPOI	RTING PERSON			
	СО					

Page 7 of 17

1	NAME OF REPORTING PERSON					
T	NAME OF	REPU	JRIING PERSON			
			ities Breakaway MM, L.L.C.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) o(b) x					
3	SEC USE ONLY					
4	SOURCE O)F FU	NDS			
	00					
5	CHECK BO	OX IF	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	Х		
6	CITIZENS	HIP O	R PLACE OF ORGANIZATION			
	Delaware					
	-	7	SOLE VOTING POWER			
			0			
	BER OF	8	SHARED VOTING POWER			
	ARES ICIALLY		0			
OWNED	BY EACH IG PERSON	9	SOLE DISPOSITIVE POWER			
	ITH		0			
		10	SHARED DISPOSITIVE POWER			
			0			
11	AGGREGA	TE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
10						
12	UNEUK BU	JA IF	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*)	Х		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	0%					
14	TYPE OF F	REPO	RTING PERSON			
	СО	со				

Page 8 of 17

1	NAME OF	REPO	DRTING PERSON				
	Harbinger O	Capital Partners II LP					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
3	SEC USE C	SEC USE ONLY					
4	SOURCE C)F FU	NDS				
	AF						
5	CHECK BO	OX IF	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	х			
6	CITIZENSI	HIP O	R PLACE OF ORGANIZATION				
	Delaware						
		7	SOLE VOTING POWER				
			0				
	MBER OF HARES	8	SHARED VOTING POWER				
BENE	EFICIALLY		3,057,213				
	D BY EACH ING PERSON	9	SOLE DISPOSITIVE POWER				
	WITH		0				
		10	SHARED DISPOSITIVE POWER				
			3,057,213				
11	AGGREGA	TE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	3,057,213						
12		DX IF	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*)	X			
13	PERCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	1.5%						
14	TYPE OF F	REPO	RTING PERSON				
	PN	PN					

1	NAME OF REPORTING PERSON					
_						
2		-	al Partners II GP LLC PPROPRIATE BOX IF A MEMBER OF A GROUP			
2	CHECK THE APPROPRIATE DOA IF A MEMDER OF A GROUP			(a) o (b) x		
3	SEC USE (ONLY	7			
4	SOURCE O	OF FU	JNDS			
	AF					
5	CHECK BO	OX IF	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	Х		
6	CITIZENS	HIP C	DR PLACE OF ORGANIZATION			
	Delaware					
NU	JMBER OF	7 8	SOLE VOTING POWER 0 SHARED VOTING POWER			
BEN	SHARES VEFICIALLY		3,057,213			
	ED BY EACH TING PERSON WITH	9	SOLE DISPOSITIVE POWER			
	WIIII	10	0 SHARED DISPOSITIVE POWER			
			3,057,213			
11	AGGREGA	TE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	3,057,213					
12	CHECK BO	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*) x				
13	PERCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	1.5%	1.5%				
14	TYPE OF F	REPO	RTING PERSON			
	СО	СО				

Page 10 of 17

1	NAME OF	REPO	ORTING PERSON			
	Harbinger H	Holdir	ngs, LLC			
2	CHECK TH	IE AI	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x		
3	SEC USE C	ONLY	r			
4	SOURCE O	OF FU	JNDS			
	AF					
5	CHECK BO	OX IF	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	X		
6	CITIZENS	HIP C	DR PLACE OF ORGANIZATION			
	Delaware	1_				
		7	SOLE VOTING POWER 0			
S	MBER OF SHARES EFICIALLY	8	SHARED VOTING POWER 22,980,813			
REPORT	ED BY EACH TING PERSON WITH	9	SOLE DISPOSITIVE POWER			
		10	SHARED DISPOSITIVE POWER			
	ACODEC		22,980,813			
11	AGGREGA	ATE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	22,980,813					
12	CHECK BO	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*) x				
13	PERCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	11.4%					
14	TYPE OF F	REPO	PRTING PERSON			
	CO	со				

Page 11 of 17

1	NAME OF	NAME OF REPORTING PERSON					
	Philip Falco	one					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)						
3	SEC USE C	ONLY					
4	SOURCE C)F FU	NDS				
5	AF CHECK BC	OX IF	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	x			
6	CITIZENSI United State		R PLACE OF ORGANIZATION				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7 8 9 10	SOLE VOTING POWER 0 SHARED VOTING POWER 26,038,026 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 26,038,026				
11	AGGREGA 26,038,026	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
12	CHECK BO	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*) x					
13	PERCENT 12.9% (*)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 12.9% (*)					
14	TYPE OF F IN	REPOI	RTING PERSON				

Item 1. Security and Issuer.

This Amendment No. 28 to Schedule 13D ("Amendment No. 28") is being filed by the undersigned to amend the Schedule 13D filed by the Reporting Persons on June 19, 2009, as amended by Amendment No. 1, filed on July 13, 2009, Amendment No. 2, filed on November 4, 2009, Amendment No. 3, filed on August 17, 2010, Amendment No. 4, filed on September 15, 2010, Amendment No. 5, filed on January 12, 2011, Amendment No. 6, filed on March 10, 2011, Amendment No. 7, filed on May 16, 2011, Amendment No. 8, filed on May 23, 2011, Amendment No. 9, filed on February 1, 2012, Amendment No. 10, filed on March 14, 2012, Amendment No. 11, filed on June 18, 2012, Amendment No. 12, filed on December 14, 2013, Amendment No. 13 filed on December 19, 2012, Amendment No. 14 filed on January 16, 2013, Amendment No. 15 filed on June 3, 2013, Amendment No. 16 filed on August 14, 2013, Amendment No. 17 filed on September 20, 2013, Amendment No. 18 filed on September 27, 2013, Amendment No. 20 filed on February 18, 2014, Amendment No. 21 filed on March 18, 2014, Amendment No. 22 filed on April 1, 2014, Amendment No. 23 filed on July 3, 2014, Amendment No. 24 filed on August 14, 2014, Amendment No. 25 filed on December 10, 2014, Amendment No. 26 filed on May 27, 2015 and Amendment No. 27, filed on July 2, 2015 (as amended, the "Schedule 13D"), with respect to the Common Stock, par value \$0.01 per share (the "Shares"), of HRG Group, Inc. (f/k/a Harbinger Group Inc.) (the "Issuer"), whose principal executive offices are located at 450 Park Avenue, 29th Floor, New York, New York 10022.

Item 2. Identity and Background.

No Material Change.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

"As of the date hereof the Master Fund may be deemed to beneficially own 22,980,813 Shares.

As of the date hereof Harbinger LLC may be deemed to beneficially own 22,980,813 Shares.

As of the date hereof the Special Fund may be deemed to beneficially own 0 Shares.

As of the date hereof HCPSS may be deemed to beneficially own 0 Shares.

As of the date hereof the Breakaway LP may be deemed to beneficially own 3,057,213 Shares.

As of the date hereof Breakaway MM may be deemed to beneficially own 0 Shares.

As of the date hereof HCP II may be deemed to beneficially own 3,057,213 Shares.

As of the date hereof HCP II GP may be deemed to beneficially own 3,057,213 Shares.

As of the date hereof Harbinger Holdings may be deemed to beneficially own 22,980,813 Shares.

As of the date hereof Philip Falcone may be deemed to beneficially own 26,038,026 Shares.

The Shares reported as beneficially owned by the Reporting Persons do not include the Shares that Mr. Philip Falcone may acquire pursuant to a warrant grant (the "Warrant") made to Mr. Falcone under the Harbinger Group Inc. 2014 Warrant Award Plan (the "2014 Plan"). As previously disclosed by the Issuer, at the Issuer's Annual Stockholders Meeting held on May 30, 2014, the stockholders of the Issuer approved the 2014 Plan, which made effective the Warrant grant made to Mr. Philip Falcone to purchase up to 3,000,000 Shares at a per Share exercise price of \$13.25, which was the per Share exercise price equal to 105% of the closing price of Shares on the date of grant. Except as otherwise provided in the Warrant grant documents, the warrants will expire on March 10, 2019 and will vest in five equal tranches over the five years, with 20% having vested on each of May 30, 2014 and March 10, 2015 and an additional 20% vesting on each of March 10, 2016, 2017 and 2018. Pursuant to the Separation Agreement (as defined below), the Warrant will continue to vest on the schedule described above as if Mr. Falcone remained employed with the Issuer through each applicable vesting date."

Item 4. Purpose of Transaction.

No Material Change.

Item 5. Interest in Securities of the Issuer.

Paragraphs (a), (b) and (c) of Item 5 are amended and restated in their entirety with the following:

"References to the percentage ownership of Shares in this Schedule 13D is based on the 201,150,398 Shares stated to be outstanding as of May 4, 2015 by the Issuer in its quarterly report on Form 10-Q for the quarter ended March 31, 2015, filed with the SEC on May 8, 2015.

(a, b) As of the date hereof, the Master Fund may be deemed to be the beneficial owner of 22,980,813 Shares, constituting 11.4% of the Shares.

The Master Fund has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 22,980,813 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 22,980,813 Shares.

The Master Fund specifically disclaims beneficial ownership in the Shares reported herein except to the extent it actually exercises voting or dispositive power with respect to such Shares.

(a, b) As of the date hereof, Harbinger LLC may be deemed to be the beneficial owner of 22,980,813 Shares, constituting 11.4% of the Shares.

Harbinger LLC has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 22,980,813 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 22,980,813 Shares.

Harbinger LLC specifically disclaims beneficial ownership in the Shares reported herein except to the extent it actually exercises voting or dispositive power with respect to such Shares.

(a, b) As of the date hereof, the Special Fund may be deemed to be the beneficial owner of 0 Shares, constituting 0% of the Shares.

The Special Fund has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 0 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 0 Shares.

The Special Fund specifically disclaims beneficial ownership in the Shares reported herein except to the extent it actually exercises voting or dispositive power with respect to such Shares.

(a, b) As of the date hereof, HCPSS may be deemed to be the beneficial owner of 0 Shares, constituting 0% of the Shares.

HCPSS has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 0 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 0 Shares.

HCPSS specifically disclaims beneficial ownership in the Shares reported herein except to the extent it actually exercises voting or dispositive power with respect to such Shares.

(a, b) As of the date hereof, the Breakaway LP may be deemed to be the beneficial owner of 3,057,213 Shares, constituting 1.5% of the Shares.

The Breakaway LP has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 3,057,213 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 3,057,213 Shares.

The Breakaway LP specifically disclaims beneficial ownership in the Shares reported herein except to the extent it actually exercises voting or dispositive power with respect to such Shares.

(a, b) As of the date hereof, the Breakaway MM may be deemed to be the beneficial owner of 0 Shares, constituting 0% of the Shares.

The Breakaway MM has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 0 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 0 Shares.

The Breakaway MM specifically disclaims beneficial ownership in the Shares reported herein except to the extent it actually exercises voting or dispositive power with respect to such Shares.

(a, b) As of the date hereof, HCP II may be deemed to be the beneficial owner of 3,057,213 Shares, constituting 1.5% of the Shares.

HCP II has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 3,057,213 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 3,057,213 Shares.

HCP II specifically disclaims beneficial ownership in the Shares reported herein except to the extent it actually exercises voting or dispositive power with respect to such Shares.

(a, b) As of the date hereof, HCP II GP may be deemed to be the beneficial owner of 3,057,213 Shares, constituting 1.5% of the Shares.

HCP II GP has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 3,057,213 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 3,057,213 Shares.

HCP II GP specifically disclaims beneficial ownership in the Shares reported herein except to the extent it actually exercises voting or dispositive power with respect to such Shares.

(a, b) As of the date hereof, Harbinger Holdings may be deemed to be the beneficial owner of 22,980,813 Shares, constituting 11.4% of the Shares.

Harbinger Holdings has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 22,980,813 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 22,980,813 Shares.

Harbinger Holdings specifically disclaims beneficial ownership in the Shares reported herein except to the extent it actually exercises voting or dispositive power with respect to such Shares.

(a, b) As of the date hereof, Philip Falcone may be deemed to be the beneficial owner of 26,038,026 Shares, constituting 12.9% of the Shares.

Without giving effect to Shares that Mr. Falcone may acquire upon the exercise of the Warrant, as of the date hereof, Mr. Falcone may be deemed to (i) be the beneficial owner of 26,038,026 Shares, constituting 12.9% of the Shares; and (ii) have sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 26,038,026 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 26,038,026 Shares. See Item 3 hereof for a description of the Shares that Mr. Falcone may deemed to beneficially own pursuant to the terms of the Warrant.

Mr. Falcone specifically disclaims beneficial ownership in the Shares reported herein except to the extent he actually exercises voting or dispositive power with respect to such Shares.

(c) Set forth on Exhibit B hereto are the trade dates, the number of shares sold and the average price per share on each trade date, for all transactions by the Reporting Persons since Amendment No. 27 to the Schedule 13D was filed on July 2, 2015.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

No Material Change.

Item 7. Material to be Filed as Exhibits.

Exhibit A:

ExhibitTransactions in the Shares since Amendment No. 27 to the Schedule 13D was filed on July 2, 2015. B:

Joint Filing Agreement

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

By:		Harbinger Capital Partners LLC
By:		Harbinger Holdings, LLC, Manager
By:		/s/ Philip Falcone
Name:	Philip Falcone	
Title:	Managing Member	

HARBINGER CAPITAL PARTNERS LLC

Title: Managing Member

By:		Harbinger Holdings, LLC, Manager
By:		/s/ Philip Falcone
Name:	Philip Falcone	
Title:	Managing Member	

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P.

By:	Harbinger Capital Partners Special Situations GP, LLC
By:	Harbinger Holdings, LLC, Managing Member
By: Name: Philip Falcone Title: Managing Member	/s/ Philip Falcone

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP, LLC

By:	Harbinger Holdings, LLC, Managing Member	
By:	/s/ Philip Falcone	
Name: Philip Falcone		

GLOBAL OPPORTUNITIES BREAKAWAY FUND, L.P.

By:	Global Opportunities Breakaway Funds GP, LLC, General Partner
By:	Global Opportunities Breakaway MM, L.L.C., Managing Member
By: Name: Philip Falcone	/s/ Philip Falcone
Title: Managing Member	

GLOBAL OPPORTUNITIES BREAKAWAY MM, L.L.C.

By: Name: Philip Falcone Title: Managing Member /s/ Philip Falcone

HARBINGER CAPITAL PARTNERS II LP

By:

By: Name: Philip Falcone Title: Managing Member Harbinger Capital Partners II GP LLC, General Partner

/s/ Philip Falcone

HARBINGER CAPITAL PARTNERS II GP LLC

By: Name: Philip Falcone Title: Managing Member

HARBINGER HOLDINGS, LLC

By: Name: Philip Falcone Title: Managing Member /s/ Philip Falcone

/s/ Philip Falcone

/s/ Philip Falcone Philip Falcone

July 10, 2015

Attention: Intentional misstatements or omissions of fact constitute federal violations (see 18 U.S.C. 1001).

JOINT FILING AGREEMENT

The undersigned hereby agree that this statement on Schedule 13D with respect to the Common Stock, par value \$0.01 per share of HRG Group, Inc., is, and any amendments thereto signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934.

HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

By:		Harbinger Capital Partners LLC
By:		Harbinger Holdings, LLC, Manager
By:		/s/ Philip Falcone
Name:	Philip Falcone	
Title:	Managing Member	

HARBINGER CAPITAL PARTNERS LLC

By:		Harbinger Holdings, LLC, Manager
By:		/s/ Philip Falcone
Name:	Philip Falcone	
Title:	Managing Member	

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P.

By:	Harbinger Capital Partners Special Situations GP, LLC
By:	Harbinger Holdings, LLC, Managing Member
By: Name: Philip Falcone Title: Managing Member	/s/ Philip Falcone

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP, LLC

By:		Harbinger Holdings, LLC, Managing Member
By:		/s/ Philip Falcone
Name:	Philip Falcone	
Title:	Managing Member	

A-1

GLOBAL OPPORTUNITIES BREAKAWAY FUND, L.P.

R	37	•
	y	•

Global Opportunities Breakaway Funds GP, LLC, General Partner

L.L.C., Managing Member

/s/ Philip Falcone

Global Opportunities Breakaway MM,

By:

By: Name: Philip Falcone Title: Managing Member

GLOBAL OPPORTUNITIES BREAKAWAY MM, L.L.C.

By: Name: Philip Falcone Title: Managing Member /s/ Philip Falcone

HARBINGER CAPITAL PARTNERS II LP

By:

By: Name: Philip Falcone Title: Managing Member Harbinger Capital Partners II GP LLC, General Partner

/s/ Philip Falcone

HARBINGER CAPITAL PARTNERS II GP LLC

By: Name: Philip Falcone Title: Managing Member /s/ Philip Falcone

HARBINGER HOLDINGS, LLC

By: Name: Philip Falcone Title: Managing Member /s/ Philip Falcone

/s/ Philip Falcone Philip Falcone

July 10, 2015

A-2

<u>Transaction in the Shares</u> <u>Since Amendment No. 27 to the Schedule 13D</u> <u>was filed on July 2, 2015</u>

SALES BY HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

			Average Price	Price Range
	Trade Date	Number of Shares Sold	(in dollars)	(in dollars)*
7/02/2015		358,632	12.97	12.97-13.10
7/06/2015		69,058	13.06	13.02-13.13
7/07/2015		68,699	12.88	12.825-13.02
7/08/2015		32,760	12.77	12.68-12.88
7/09/2015		838,259	12.97	12.97

SALES BY HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P.

			Average Price	Price Range
	Trade Date	Number of Shares Sold	(in dollars)	(in dollars)*
7/02/2015		168,409	12.97	12.97-13.10
7/06/2015		32,429	13.06	13.02-13.13
7/07/2015		32,260	12.88	12.825-13.02
7/08/2015		15,384	12.77	12.68-12.88
7/09/2015		393,635	12.97	12.97

SALES BY GLOBAL OPPORTUNITIES BREAKAWAY MM, L.L.C.

			Average Price	Price Range
	Trade Date	Number of Shares Sold	(in dollars)	(in dollars)*
7/02/2015		18,513	12.97	12.97-13.10
7/06/2015		3,565	13.06	13.02-13.13
7/07/2015		3,547	12.88	12.825-13.02
7/08/2015		1,690	12.77	12.68-12.88
7/09/2015		43,272	12.97	12.97

* The Reporting Persons undertake to provide upon request by the staff of the Securities and Exchange Commission, HRG Group, Inc. ("HRG") or a security holder of HRG full information regarding the number of Shares sold at each separate price within the range set forth in this column.