



---

**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): June 23, 2011

**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, 27th Floor, New York, New York**

(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 (see General Instruction A.2. below):

- 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))
- 
-

## **TABLE OF CONTENTS**

[Item 1.01 Entry Into a Material Definitive Agreement](#)  
[SIGNATURES](#)

---

**Item 1.01 Entry Into a Material Definitive Agreement.**

On June 23, 2011, Harbinger Group Inc. (the “Company”) entered into a Purchase Agreement (the “Purchase Agreement”) with the initial purchaser named therein (the “Initial Purchaser”). Pursuant to the Purchase Agreement, the Initial Purchaser has agreed to purchase, and the Company has agreed to sell, \$150 million aggregate principal amount of the Company’s 10.625% Senior Secured Notes due 2015 (the “Notes”). The notes were priced at 101.000% of par with a coupon of 10.625%, plus accrued interest from May 15, 2011. The Initial Purchaser intends to resell the Notes in an offering exempt from registration under the Securities Act of 1933, as amended (the “Offering”). The Company expects the Offering to close on June 28, 2011, subject to the satisfaction of customary closing conditions. The Purchase Agreement contains representations and warranties, covenants and closing conditions that are customary for transactions of this type. In addition, the Company has agreed to indemnify the Initial Purchaser against certain liabilities on customary terms.

The Company expects to use the net proceeds from the Offering for working capital by it and its subsidiaries and for general corporate purposes, including the financing of future acquisitions and other investments.

The Notes offered in the offering will not be registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States absent such registration or an exemption from the registration requirements of such Act. This report shall not constitute an offer to sell or a solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale of any securities in any jurisdiction where such an offering or sale would be unlawful. This report contains information about pending transactions, and there can be no assurance that these transactions will be completed.

In the ordinary course of its business, the Initial Purchaser and certain of its affiliates have in the past and may in the future engage in investment and commercial banking or other transactions of a financial nature with the Company or its affiliates, including the provision of certain advisory services and the making of loans to the Company and its affiliates.

---

**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: June 23, 2011

By: /s/ Francis T. McCarron

Name: Francis T. McCarron

Title: Executive Vice President and Chief  
Financial Officer