

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.</u>  (Last) (First) (Middle) <u>C/O INTERNATIONAL FUND SVS. (IRELAND) LT</u> <u>78 SIR JOHN ROGERSON'S QUAY</u>  (Street) <u>DUBLIN 2 L2 00000</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HRG GROUP, INC. [ HRG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  *See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/17/2015</u>	
	4. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (par value \$0.01 per share)	04/17/2015		S		102,410	D	\$12.22 <sup>(1)(2)</sup>	30,314,491	D <sup>(3)(4)(5)</sup>	
Common Stock (par value \$0.01 per share)	04/20/2015		S		101,729	D	\$12.14 <sup>(2)(6)</sup>	30,212,762	D <sup>(3)(4)(5)</sup>	
Common Stock (par value \$0.01 per share)	04/21/2015		S		88,058	D	\$12.15 <sup>(2)(7)</sup>	30,124,704	D <sup>(3)(4)(5)</sup>	
Common Stock (par value \$0.01 per share)	04/17/2015		S		48,090	D	\$12.22 <sup>(2)(8)</sup>	3,443,797	D <sup>(9)(10)(11)</sup>	
Common Stock (par value \$0.01 per share)	04/20/2015		S		47,771	D	\$12.14 <sup>(2)(12)</sup>	3,396,026	D <sup>(9)(10)(11)</sup>	
Common Stock (par value \$0.01 per share)	04/21/2015		S		41,351	D	\$12.15 <sup>(2)(13)</sup>	3,354,675	D <sup>(9)(10)(11)</sup>	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

1. Name and Address of Reporting Person* <u>HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.</u>  (Last) (First) (Middle) <u>C/O INTERNATIONAL FUND SVS. (IRELAND) LT</u> <u>78 SIR JOHN ROGERSON'S QUAY</u>  (Street) <u>DUBLIN 2 L2 00000</u>  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>HARBINGER CAPITAL PARTNERS LLC</u>
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(Last) (First) (Middle)

450 PARK AVENUE, 30TH FLOOR

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P.](#)

(Last) (First) (Middle)

450 PARK AVENUE, 30TH FLOOR

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP, LLC](#)

(Last) (First) (Middle)

450 PARK AVENUE, 30TH FLOOR

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[HARBINGER HOLDINGS, LLC](#)

(Last) (First) (Middle)

450 PARK AVENUE, 30TH FLOOR

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[FALCONE PHILIP](#)

(Last) (First) (Middle)

450 PARK AVENUE, 30TH FLOOR

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

**Explanation of Responses:**

1. The sale price represents the weighted average sale price for multiple transactions reporting on this line. The prices of the transactions ranged from \$12.12 to \$12.39, inclusive.
2. 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 on this line.
3. These Shares are owned directly by Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"), which is a Reporting Person.
4. These Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners LLC ("Harbinger LLC"), the investment manager of the Master Fund; Harbinger Holdings, LLC ("Harbinger Holdings"), the manager of Harbinger LLC; and Philip Falcone, the managing member of Harbinger Holdings and the portfolio manager of the Master Fund.
5. Each person listed in Footnote 4 disclaims beneficial ownership of the Shares except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
6. The sale price represents the weighted average sale price for multiple transactions reporting on this line. The prices of the transactions ranged from \$12.10 to \$12.23, inclusive.
7. The sale price represents the weighted average sale price for multiple transactions reporting on this line. The prices of the transactions ranged from \$12.125 to \$12.22, inclusive.
8. The sale price represents the weighted average sale price for multiple transactions reporting on this line. The prices of the transactions ranged from \$12.12 to \$12.39, inclusive.
9. These Shares are owned directly by Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund"), which is a Reporting Person.
10. These Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners Special Situations GP, LLC ("HCPSS"), the general partner of the Special Situations Fund; Harbinger Holdings, the managing member of HCPSS; and Philip Falcone, the managing member of Harbinger Holdings and the portfolio manager of the Special Situations Fund.
11. Each Reporting Person listed in Footnote 10 disclaims beneficial ownership of the Shares except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that

such Reporting Person is the beneficial owner of the Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

12. The sale price represents the weighted average sale price for multiple transactions reporting on this line. The prices of the transactions ranged from \$12.10 to \$12.23, inclusive.

13. The sale price represents the weighted average sale price for multiple transactions reporting on this line. The prices of the transactions ranged from \$12.125 to \$12.22, inclusive.

**Remarks:**

(+) The persons listed herein may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. While Mr. Falcone does not directly own any of the securities of the Issuer directly owned by the other reporting persons herein, Mr. Falcone may be deemed to be the beneficial owner of such securities. Securities of the Issuer directly owned by Mr. Falcone are reported in separate Form 4s filed by Mr. Falcone. Each person listed herein disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by such person. This report shall not be deemed an admission that such person is a member of a group or the beneficial owner of any securities not directly owned by such person.

Harbinger Capital Partners  
Master Fund I, Ltd. By:  
Harbinger Capital Partners 04/21/2015  
LLC, By: Harbinger Holdings,  
LLC, Manager By: /s/ Philip  
Falcone

Harbinger Capital Partners  
LLC By: Harbinger Holdings, 04/21/2015  
LLC, Manager By: /s/ Philip  
Falcone

Harbinger Capital Partners  
Special Situations Fund, L.P.  
By: Harbinger Capital Partners  
Special Situations GP, LLC 04/21/2015  
By: Harbinger Holdings, LLC,  
Managing Member By: /s/  
Philip Falcone

Harbinger Capital Partners  
Special Situations GP, LLC  
By: Harbinger Holdings, LLC, 04/21/2015  
Managing Member By: /s/  
Philip Falcone

Harbinger Holdings, LLC By: 04/21/2015  
/s/ Philip Falcone

/s/ Philip Falcone 04/21/2015

\*\* 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 4 (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.**