

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): May 14, 2012

**HARBINGER GROUP INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-4219**  
(Commission File No.)

**74-1339132**  
(IRS Employer  
Identification No.)

**450 Park Avenue, 27th Floor,**  
**New York, New York 10022**  
(Address of principal executive offices)

**(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))
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Item 7.01    Regulation FD Disclosure.

On May 14, 2012, Spectrum Brands Holdings, Inc. (“Spectrum”), a majority owned subsidiary of Harbinger Group Inc. (“HGI”), issued a press release announcing that it will participate in the Citi 2012 Global Consumer Conference on May 22, 2012 in New York City. Spectrum’s presentation is scheduled to commence at 11:35 a.m. Eastern Time (10:35 a.m. Central Time). Spectrum also stated that it will provide a webcast of the presentation and will replay the presentation on the investor relations section of its website. Interested parties should read Spectrum’s aforementioned press release and other announcements and public filings regarding the date, time and access information and any changes thereto, by visiting Spectrum Brands’ website: <http://www.spectrumbrands.com/>

**Forward-Looking Statements:**

“Safe Harbor” Statement Under the Private Securities Litigation Reform Act of 1995: Some of the statements contained in this report may be forward-looking statements 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, 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, capital market conditions, the risk that HGI may not be successful in identifying any suitable future acquisition opportunities, 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. 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.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report on Form 8-K to be signed on its behalf by the undersigned, thereunto duly authorized.

**SPECTRUM BRANDS HOLDINGS, INC.**

By: /s/ Thomas A. Williams

Name: Thomas A. Williams

Title: Executive Vice President and Chief  
Financial Officer

Dated: May 14, 2012

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