

**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) August 13, 2010

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))

Section 8 — Other Events

Item 8.01 Other Events

On August 13, 2010, a Special Committee of the Board of Directors of Harbinger Group Inc. (the “Company”) received a letter from Harbinger Capital Partners Master Fund I, Ltd, Harbinger Capital Partners Special Situations Fund, L.P. and Global Opportunities Breakaway Ltd. (collectively, the “Harbinger Parties”) proposing that the Harbinger Parties contribute to the Company at least a majority of the total outstanding shares of common stock of Spectrum Brands Holdings, Inc. (“Spectrum Brands Holdings”), in exchange for newly-issued shares of common stock of the Company. Spectrum Brands Holdings (NYSE: SPB) is a global branded consumer products company. The Harbinger Parties currently beneficially own approximately 66.9% of Spectrum Brands Holdings’ outstanding common stock and approximately 51.6% of the Company’s outstanding common stock. Under the proposal in such letter, the shares of common stock of each of Spectrum Brands Holdings and the Company would be valued at their respective volume weighted average price for the 30-day trading period ending as of the date of the proposal letter. The nonbinding proposal is conditioned upon the negotiation of mutually acceptable transaction documentation. The proposal is expected to be considered by the Special Committee and no assurance can be given that an agreement on terms satisfactory to the Special Committee or the Company will be entered into or consummated by the Company with respect to this proposal or any other transaction.

The Special Committee consists solely of directors who have been determined by the Board of Directors of the Company to be independent under the New York Stock Exchange rules.

This description of the letter to the Special Committee is qualified by reference to a complete copy of the letter which is filed as exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

See Part I, “Item 1A. Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2009 and Part II, “Item 1A. Risk Factors” in the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010.

Section 9 — Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 99.1 Letter to Special Committee of the Board of Directors of Harbinger Group Inc., dated August 13, 2010, proposing that Harbinger Capital Partners Master Fund I, Ltd, Harbinger Capital Partners Special Situations Fund, L.P. and Global Opportunities Breakaway Ltd. contribute common stock of Spectrum Brands Holdings, Inc. to Harbinger Group Inc.
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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: August 17, 2010

By: /s/ Francis T. McCarron

Name: Francis T. McCarron

Title: Executive Vice President and Chief Financial Officer



August 13, 2010

Special Committee of the Board of Directors
Harbinger Group, Inc.
450 Park Avenue, 27th Floor
New York, NY 10022

Ladies and Gentlemen:

Harbinger Capital Partners Master Fund I, Ltd ("Harbinger Master"), Harbinger Capital Partners Special Situations Fund, L.P. ("Harbinger Special Situations") and Global Opportunities Breakaway Ltd. ("Global Opportunities") and, together with Harbinger Master and Harbinger Special Situations, "we" or "Harbinger") are pleased to submit this non-binding proposal to contribute the common equity of Spectrum Brands Holdings, Inc. ("Spectrum Brands Holdings") held by Harbinger to Harbinger Group, Inc. ("you" or "HRG"). Harbinger owns in excess of 65% of the outstanding common stock of Spectrum Brands Holdings and is entitled to nominate a majority of its board of directors.

As you may be aware, Spectrum Brands Holdings is the parent company of the newly-combined businesses of Spectrum Brands, Inc. ("Spectrum") and Russell Hobbs, Inc. ("Russell Hobbs"). Spectrum is a global branded consumer products company with leading market positions in six major product categories: consumer batteries, pet supplies, electric shaving and grooming, electric personal care, portable lighting and home and garden control products. Russell Hobbs markets and distributes small kitchen and home appliances, pet and pest products, and personal care products utilizing a broad portfolio of well recognized brand names, including Black & Decker[®], George Foreman[®], Russell Hobbs[®], Toastmaster[®], LitterMaid[®], and Farberware[®].

As we envision the transaction, on the closing date, Harbinger would contribute to HRG at least a majority of the total outstanding shares of common stock of Spectrum Brands Holdings, in exchange for newly-issued shares of common stock of HRG. The shares of common stock of each company would be valued at its respective volume weighted average price for the 30-trading day period ending as of the date of this letter.

Our proposal is conditioned upon the negotiation of mutually acceptable transaction documentation containing customary terms and conditions, including a registration rights agreement providing for demand and piggy back rights with respect to the shares of HRG held by the Harbinger Parties. We will provide you with initial drafts of a Contribution and Exchange Agreement and a Registration Rights Agreement under separate cover. We contemplate that HRG would succeed to Harbinger's rights and obligations under existing agreements between Harbinger and Spectrum Brands Holdings, including a registration rights agreement with respect to the shares of Spectrum Brands Holdings.

We are excited about the opportunity and are prepared to devote considerable resources toward negotiating definitive transaction documentation as expeditiously as possible.

HARBINGER CAPITAL PARTNERS

450 Park Avenue, 30th Floor New York, NY 10022 Main 212-339-5800 Fax 212-339-5801

This letter and the proposal contained herein are not intended to create or constitute any legally binding obligation, liability or commitment by Harbinger regarding the proposed transaction, and, other than any exclusivity and/or confidentiality agreements we have entered into or may enter into with you, there will be no legally binding contract or agreement between us regarding the proposed transaction unless and until a definitive transaction agreement is executed.

We believe our proposal is compelling and that it is in the best interests of HRG and its minority stockholders. Our legal and financial advisors in connection with the transaction described herein are Paul, Weiss, Rifkind, Wharton & Garrison LLP and Credit Suisse, respectively. We and our advisors are prepared to meet immediately with you and your advisors in order to answer any questions about our proposal and to work out the details for moving toward definitive transaction documentation. Please feel free to contact me at (212-339-5188) to discuss or clarify any aspect of this proposal.

Very truly yours,

HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

By: Harbinger Capital Partners LLC, its investment manager



By: _____

Name: Peter A. Jenson

Title: Vice President and COO

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P.

By: Harbinger Capital Partners Special Situations GP, LLC, its general partner



By: _____

Name: Peter A. Jenson

Title: Vice President and COO

GLOBAL OPPORTUNITIES BREAKAWAY LTD.

By: Harbinger Capital Partners II LP, its investment manager



By: _____

Name: Peter A. Jenson

Title: Vice President and COO

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