

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

**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

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>HARBINGER 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>06/14/2012</u>	
		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			

**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)	Date Exercisable	Expiration Date					
Call Option (obligation to sell)	(1)	06/14/2012		S		0 <sup>(1)</sup>		06/14/2012	06/14/2014	Common Stock	(1)	0 <sup>(1)</sup>	D <sup>(2)</sup> (3)(4)	

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)
1. Name and Address of Reporting Person* <u>HARBINGER CAPITAL PARTNERS LLC</u>  (Last) (First) (Middle) <u>450 PARK AVENUE, 30TH FLOOR</u>  (Street) <u>NEW YORK NY 10022</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>HARBINGER HOLDINGS, LLC</u>

(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:**

- On June 14, 2012, Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund") entered into an agreement pursuant to which the counterparty to the agreement was provided the right to purchase from the Master Fund an aggregate of up to \$50 million in value of the Master Funds' shares of the Issuer's common stock (the "HGI Shares") and the securities of certain other issuers that it owns, which may be exercised at any time prior to June 14, 2014. If such counterparty decides to purchase the HGI Shares, it may do so at a price of \$6.50 per HGI Share until June 14, 2013 and \$7.00 per HGI Share until June 14, 2014.
- The HGI Shares covered by the option are owned directly by the Master Fund, which is a Reporting Person.
- The HGI Shares covered by the option 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.
- Each Reporting Person listed in Footnote 3 disclaims beneficial ownership of the HGI Shares subject to the option 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 such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

**Remarks:**

(+) Philip A. Falcone, Keith M. Hladek and Robin Roger serve on the board of directors of the Issuer. Mr. Falcone is Chief Investment Officer and Chief Executive Officer of Harbinger LLC, Mr. Hladek is Chief Financial Officer and Co-Chief Operating Officer of Harbinger LLC and Ms. Roger is a Managing Director, General Counsel, Co-Chief Operating Officer and Chief Compliance Officer of Harbinger LLC. As a result, the persons listed herein may be deemed directors of the Issuer by deputization.

Harbinger Capital Partners  
Master Fund I, Ltd.(+) By:  
Harbinger Capital Partners  
LLC, By: Harbinger Holdings,  
LLC, Manager By: /s/ Philip  
Falcone 06/18/2012

Harbinger Capital Partners  
LLC(+) By: Harbinger  
Holdings, LLC, Manager By:  
/s/ Philip Falcone 06/18/2012

Harbinger Holdings, LLC(±)  
By: /s/ Philip Falcone 06/18/2012

/s/ Philip Falcone(±) 06/18/2012

\*\* 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.