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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**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 11, 2015**

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**HRG GROUP, INC.**

(Exact name of registrant as specified in its charter)

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

**1-4219**  
(Commission  
File Number)

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

**450 Park Avenue, 29th Floor,  
New York, NY**  
(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)

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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:

- 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 11, 2015, HRG Group, Inc. (“HRG” or the “Company”) announced that it proposed to offer \$150.0 million aggregate principal amount of 7.875% Senior Secured Notes due 2019 (the “7.875% Notes”) and separately offer \$150.0 million aggregate principal amount of 7.750% Senior Notes due 2022 (the “7.750% Notes” and together with the 7.875% Notes, the “Notes”). The initial purchasers will offer the Notes to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Act”), and to certain persons in offshore transactions in accordance with Regulation S under the Act. The 7.875% Notes are expected to be issued under the indenture governing the Company’s outstanding 7.875% Senior Secured Notes due 2019 and the 7.750% Notes are expected to be issued under the indenture governing the Company’s outstanding 7.750% Senior Notes due 2022.

A copy of the press release announcing the offerings is furnished with this report as Exhibit 99.1 and is incorporated herein by reference.

In connection with the proposed offerings, the Company expects to deliver preliminary offering circulars to potential investors. Certain financial information of Armored AutoGroup Parent Inc. contained in the preliminary offering circulars, which has not previously been disclosed by the company, is attached as Exhibit 99.2. Such information is incorporated herein by reference.

This report, including its exhibits, does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale of any security in any jurisdiction in which such offering, solicitation or sale would be unlawful.

This information shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of HRG’s filings under the Act or the Exchange Act, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

### Forward-Looking Statements

**“Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995:** This report contains, and certain oral statements made by our representatives from time to time may contain, forward-looking statements, including those statements regarding the commencement or completion of the offerings, the completion of the AAG Acquisition, the completion of any related financings (including HRG’s participation therein) and the achievement of any expected benefits of such transactions, expected dividends from our subsidiaries, our or our subsidiaries’ capital needs and potential acquisitions, dispositions or other transactions by us or our subsidiaries. Generally, forward-looking statements include information concerning possible or assumed future distributions from subsidiaries, other actions, events, results, strategies and expectations and are identifiable by use of the words “believes,” “expects,” “intends,” “anticipates,” “plans,” “seeks,” “estimates,” “projects,” “may,” “will,” “could,” “might,” or “continues” or similar expressions. Such forward-looking statements 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 statements. These statements are based on the beliefs and assumptions of HRG’s management and the management of HRG’s subsidiaries (including target businesses). Factors that could cause actual results, events and developments to differ include, without limitation: the completion of the AAG Acquisition, the completion of any related financings (including HRG’s participation therein) and the achievement of any expected benefits of such transactions; the ability of HRG’s subsidiaries (including, target businesses following their acquisition) to generate sufficient net income and cash flows to make upstream cash distributions; the decision of HRG subsidiaries’ boards to make upstream cash distributions, which is subject to numerous factors such as restrictions contained in applicable financing agreements, state and regulatory restrictions and other relevant considerations as determined by the applicable board; HRG’s liquidity, which may be impacted by a variety of factors, including the capital needs of HRG’s current and future subsidiaries; capital market conditions; commodity market conditions; foreign exchange rates; HRG’s and its subsidiaries’ ability to identify, pursue or complete any suitable future acquisition or

disposition opportunities, including realizing such transaction's expected benefits, efficiencies/cost avoidance or savings, income and margins, growth, economies of scale, streamlined/combined operations, economic performance and conditions to, and the timetable for, completing applicable financial reporting requirements; litigation; potential and contingent liabilities; management's plans; changes in regulations; taxes; and the risks that may affect the performance of the operating subsidiaries of HRG and those factors listed under the caption "Risk Factors" in HRG's most recent Annual Report on Form 10-K and Quarterly Reports 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. HRG 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, except as required by law.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated May 11, 2015
99.2	Excerpts from Preliminary Offering Circulars, dated May 11, 2015

**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.

**HRG Group, Inc.**

Date: May 11, 2015

By: /s/ Ehsan Zargar

Name: Ehsan Zargar

Title: Senior Vice President, General Counsel & Corporate Secretary

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**EXHIBIT INDEX**

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**HRG GROUP, INC.  
ANNOUNCES LAUNCH OF  
TACK-ON NOTES OFFERINGS**

NEW YORK, NY – May 11, 2015, – HRG Group, Inc. (“HRG” or the “Company”) announced today an offering of \$150.0 million in aggregate principal amount of its 7.875% Senior Secured Notes due 2019 (the “7.875% Notes”) and a separate offering of \$150.0 million in aggregate principal amount of its 7.750% Senior Notes due 2022 (the “7.750% Notes”). The 7.875% Notes are to be issued under the indenture governing HRG’s outstanding 7.875% Senior Secured Notes due 2019 and the 7.750% Notes are to be issued under the indenture governing HRG’s outstanding 7.750% Senior Notes due 2022. The Company expects to use the net proceeds from the issuance of the 7.875% Notes for working capital by it and its subsidiaries and for general corporate purposes, including further investments in HRG’s existing businesses and the financing of future acquisitions and businesses. The Company expects to use the net proceeds from the issuance of the 7.750% Notes and available cash on hand to make an equity investment through one of its wholly owned subsidiaries in Spectrum Brands Holdings, Inc. (“Spectrum Brands”), a subsidiary of HRG, in connection with Spectrum Brands’ acquisition of Armored AutoGroup Parent Inc. (the “AAG Acquisition”). The offerings are not contingent on each other, nor are they conditioned on the completion of the AAG Acquisition. The offerings are subject to market conditions and other factors.

The offerings will be made solely by means of a private placement to qualified institutional buyers and reoffered pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to certain persons in offshore transactions pursuant to Regulation S under the Securities Act.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale of any security in any jurisdiction in which such offering, solicitation or sale would be unlawful.

**About the Company**

HRG Group, Inc. (formerly “Harbinger Group Inc.”) is a diversified holding company focused on owning and acquiring businesses that the Company believes can, in the long term, generate sustainable free cash flow or attractive returns on investment. The Company’s principal operations are conducted through businesses that: offer branded consumer products (such as consumer batteries, residential locksets, residential builders’ hardware, faucets, shaving and grooming products, personal care products, small household appliances, specialty pet supplies, lawn, garden and home pest control products, personal insect repellents); offer life insurance and annuity products; provide asset-backed loans; and own energy assets. Although the Company intends to own or seek to acquire controlling equity interests, the Company may also make investments in debt instruments and hold minority equity interests in companies.

## Forward-Looking Statements

“Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995: This press release contains, and certain oral statements made by our representatives from time to time may contain, forward-looking statements, including those statements regarding the commencement or completion of the offerings, the completion of the AAG Acquisition, the completion of any related financings (including HRG’s participation therein) and the achievement of any expected benefits of such transactions. These statements are based on the beliefs and assumptions of HRG’s management and the management of HRG’s subsidiaries (including target businesses). Forward-looking statements include information describing the offerings and other actions, events, results, strategies and expectations and are identifiable by use of the words “believes,” “expects,” “intends,” “anticipates,” “plans,” “seeks,” “estimates,” “projects,” “may,” “will,” “could,” “might,” or “continues” or similar expressions. Factors that could cause actual results, events and developments to differ include, without limitation, capital market conditions, the completion of the AAG Acquisition, the completion of any related financings (including HRG’s participation therein) and the achievement of any expected benefits of such transactions, the ability of HRG’s subsidiaries (including target businesses following their acquisition) to generate sufficient net income and cash flows to make upstream cash distributions, HRG’s and its subsidiaries’ abilities to identify any suitable future acquisition opportunities, efficiencies/cost avoidance, cost savings, income and margins, growth, economies of scale, combined operations, future economic performance, conditions to, and the timetable for, completing the integration of financial reporting of acquired or target businesses with HRG or HRG’s subsidiaries, completing future acquisitions and dispositions, litigation, potential and contingent liabilities, management’s plans, changes in regulations, taxes and the risks that may affect the performance of the operating subsidiaries of HRG and those factors listed under the caption “Risk Factors” in HRG’s most recent Annual Report on Form 10-K and Quarterly Reports 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. HRG 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, except as required by law.

## Investors and Media:

HRG Group  
James Hart, 212-906-8560  
Investor Relations  
investorrelations@HRGgroup.com

**Source:** HRG Group, Inc.

### Summary Historical Financial Information and Other Data of AAG

The following summary historical financial data for the fiscal year ended December 31, 2014 have been derived from AAG's audited consolidated financial statements, which have been incorporated by reference herein.

	<b>Year Ended December 31, 2014</b>
	<b>(in millions)</b>
Net sales <sup>(1)</sup>	\$ 410.0
Cost of products sold	219.2
Cost of products sold—acquisition related	6.8
Gross profit	184.0
Operating expenses:	
Selling, general and administrative expenses	60.9
Advertising costs	28.8
Research and development costs	2.9
Depreciation and amortization	47.1
Intangible asset impairment	7.0
Total operating expenses	146.7
Operating profit	37.2
Non-operating expenses:	
Interest expense	71.6
Other expense, net	1.3
Loss before income taxes	(35.6)
Benefit for income taxes	11.1
Net loss	(24.5)
<b>Other Data:</b>	
Adjusted EBITDA <sup>(2)</sup>	\$ 140.2

- (1) As a result of AAG acquiring IDQ on March 17, 2014, AAG's financial results for the fiscal year ended December 31, 2014 do not include the financial results of IDQ from January 1, 2014 to March 16, 2014, including net sales of \$33.3 million during such period.
- (2) AAG's EBITDA is defined as net earnings before interest expense (net), income taxes, depreciation and amortization including goodwill impairment, and is used by management to measure operating performance of the business. AAG's "Adjusted EBITDA" is calculated by adding to or subtracting from EBITDA certain items of expense and income, as well as management's estimates of other items, as described below. AAG's EBITDA and Adjusted EBITDA are not measurements of AAG's financial performance or liquidity under GAAP and should not be considered in isolation or as alternatives to operating income, net earnings, cash flows from operating, investing or financing activities or other performance measures derived in accordance with GAAP, or as an alternative to cash flow from operating activities as a measure of AAG's liquidity. The items excluded from AAG's Adjusted EBITDA are significant components in understanding and evaluating financial performance and liquidity. In addition, AAG's measurements of EBITDA and Adjusted EBITDA may not be comparable to similarly titled measures of other companies. Adjusted EBITDA for the years ended December 31, 2014 is calculated as follows:



	<b>Year Ended December 31, 2014 (in millions)</b>
Net loss, as reported	\$ (24.5)
Interest expense	71.6
Benefit for income taxes	(11.1)
Intangible asset impairment	7.0
Depreciation and amortization	55.0
EBITDA	<u>\$ 98.0</u>
Share-based compensation <sup>(a)</sup>	\$ (0.8)
Estimated acquisition and integration related charges <sup>(b)</sup>	12.6
Purchase accounting inventory valuation adjustment <sup>(c)</sup>	6.8
Sponsor monitoring fees <sup>(d)</sup>	2.6
Non-cash write-off of assets <sup>(e)</sup>	(0.4)
Estimated pre-acquisition Adjusted EBITDA of IDQ <sup>(f)</sup>	11.8
Unrealized synergies <sup>(g)</sup>	9.6
Adjusted EBITDA	<u>\$ 140.2</u>

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- (a) Reflects the reversal of non-cash share-based compensation expense related to options granted under AAG's 2010 Stock Option Plan.
- (b) Estimated acquisition and integration costs related to AAG's acquisition of IDQ, including one-time retention charges and other one-time compensation costs, and other immaterial ongoing mergers and acquisitions activity.
- (c) Reflects the one time increase in cost of goods sold due to the sale of inventory revalued in conjunction with AAG's acquisition of IDQ.
- (d) Amounts relate to fees paid to private equity owners of AAG.
- (e) Reflects amounts related to indemnified tax liability related to previous ownership group.
- (f) Reflects management's estimate of pre-acquisition Adjusted EBITDA of IDQ and its consolidated subsidiaries, which was acquired on March 17, 2014. On a GAAP basis, IDQ experienced a net loss for the period. However, this adjustment is for illustrative purposes only and does not represent what the earnings of IDQ and its consolidated subsidiaries would have been had the acquisition occurred on or before January 1, 2014. Moreover, the inclusion of pre-acquisition earnings is not meant to indicate that AAG's Adjusted EBITDA is being presented on a pro forma basis to give effect to the acquisition of IDQ and its consolidated subsidiaries.
- (g) Reflects management's estimate of expected synergies from initiatives implemented by AAG's management in connection with AAG's acquisition of IDQ that have yet to be realized and are expected in future periods. However, there can be no assurances that such synergies will be realized.