

**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>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>01/07/2011</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			
Common Stock (par value \$0.01 per share)	01/07/2011		A	(1)(2)	92,069,447	A	(1)(2)	95,932,068	D	(1)(2)(3)(4)(5)(12)
Common Stock (par value \$0.01 per share)	01/07/2011		A	(1)(2)	18,722,409	A	(1)(2)	21,493,161	D	(1)(2)(6)(7)(8)(12)
Common Stock (par value \$0.01 per share)	01/07/2011		A	(1)(2)	9,117,974	A	(1)(2)	12,434,660	D	(1)(2)(9)(10)(11)

**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)		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	Date Exercisable	Expiration Date					

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

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

(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\*

[GLOBAL OPPORTUNITIES BREAKAWAY LTD.](#)

(Last) (First) (Middle)

MAPLES CORPORATE SERVICES LIMITED  
PO BOX 309, UGLAND HOUSE

(Street)

GRAND CAYMAN E9 KY1-1104

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[HARBINGER CAPITAL PARTNERS II LP](#)

(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 II 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*			
<a href="#">FALCONE PHILIP</a>			
(Last)	(First)	(Middle)	
450 PARK AVENUE, 30TH FLOOR			
(Street)	NEW YORK	NY	10022
(City)	(State)	(Zip)	

#### Explanation of Responses:

- On January 7, 2011, pursuant to the terms of a Contribution and Exchange Agreement, by and among the Issuer and Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"), Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund") and Global Opportunities Breakaway Ltd. (the "Breakaway Fund"), the Master Fund contributed to the Issuer 21,312,372 shares of Spectrum Brands Holdings, Inc.'s common stock ("SPB Shares"), the Special Fund contributed to the Issuer 4,333,891 SPB Shares and the Breakaway Fund contributed to the Issuer 2,110,642 SPB Shares. On such date, the market value of the SPB Shares was \$30.93 per share.
- In exchange for their contributed SPB Shares, the Master Fund received from the Issuer 92,069,447 shares of the Issuer's common stock, par value \$0.01 per share ("HGI Shares"), the Special Fund received from the Issuer 18,722,409 HGI Shares and the Breakaway Fund received from the Issuer 9,117,974 HGI Shares. The transaction was approved by the board of directors of the Issuer for purposes of 16b-3(d). See Remarks below.
- These HGI Shares are owned directly by the Master Fund, which is a Reporting Person.
- These HGI 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.
- Each Reporting Person listed in Footnote 4 disclaims beneficial ownership of the HGI 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 HGI Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- These HGI Shares are owned directly by the Special Situations Fund, which is a Reporting Person.
- These HGI 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.
- Each person listed in Footnote 7 disclaims beneficial ownership of the HGI 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 HGI Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- These HGI Shares are owned directly by the Breakaway Fund, which is a Reporting Person.
- These HGI Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners II LP ("HCP II"), the investment manager of the Breakaway Fund; Harbinger Capital Partners II GP LLC ("HCP GP II"), the general partner of HCP II; and Philip Falcone, the managing member of HCP II GP and the portfolio manager of the Breakaway Fund.
- Each person listed in Footnote 10 disclaims beneficial ownership of the HGI 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 HGI Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- Holdings reported in Column 5 reflect certain internal transfers of securities between the Master Fund and the Special Situations Fund that were not otherwise reportable.

#### 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. 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. (+) Messrs. Philip A. Falcone, Peter A. Jenson and Keith M. Hladek serve on the board of directors of the Issuer. Mr. Falcone is Chief Investment Officer and Chief Executive Officer of Harbinger LLC, Mr. Jenson is Chief Operating Officer of Harbinger LLC, and Mr. Hladek is Chief Financial 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](#) [01/11/2011](#)

[Harbinger Capital Partners LLC\(+\) By: Harbinger Holdings, LLC, Manager By: /s/ Philip Falcone](#) [01/11/2011](#)

[Harbinger Capital Partners Special Situations Fund, L.P. \(+\) By: Harbinger Capital Partners Special Situations GP, LLC By: Harbinger Holdings, LLC, Managing Member By: /s/ Philip Falcone](#) [01/11/2011](#)

[Harbinger Capital Partners Special Situations GP, LLC\(+\) By: Harbinger Holdings, LLC, Managing Member By: /s/ Philip Falcone](#) [01/11/2011](#)

[Global Opportunities Breakaway Ltd. \(+\) By: Harbinger Capital Partners II LP By: Harbinger Capital Partners II GP LLC, General Partner By: /s/ Philip Falcone](#) [01/11/2011](#)

[Harbinger Capital Partners II LP \(+\) By: Harbinger Capital](#) [01/11/2011](#)

Partners II GP LLC, General  
Partner By: /s/ Philip Falcone  
Harbinger Capital Partners II  
GP LLC (±) By: /s/ Philip  
Falcone 01/11/2011  
Harbinger Holdings, LLC(±)  
By: /s/ Philip Falcone 01/11/2011  
/s/ Philip Falcone(±) 01/11/2011  
\*\* 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.**