

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): March 28, 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 1.02 Termination of a Material Definitive Agreement.

On March 29, 2012, Spectrum Brands, Inc. (“Spectrum”), a majority indirectly-owned subsidiary of Harbinger Group Inc., announced the satisfaction and discharge of the indenture governing Spectrum's 12% Senior Subordinated Toggle Notes due 2019 (the “Spectrum Notes”).

Interested parties should read Spectrum’s announcements and public filings regarding the Spectrum Notes.

Item 8.01 Other Events.

In addition, on March 29, 2012 Spectrum announced the expiration of its previously disclosed tender offer for the Spectrum Notes at midnight, New York City time, on March 28, 2012.

Interested parties should read Spectrum’s announcements and public filings regarding the tender offer.

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: March 29, 2012
