SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person* HARBINGER GROUP INC.			2. Date of Event Requiring Statement (Month/Day/Year) 09/15/2011		3. Issuer Name and Ticker or Tra CROSSTEX ENERGY		TXI]			
(Last) (First) (Middle) 450 PARK AVENUE					4. Relationship of Reporting Pers (Check all applicable) Director X		n(s) to Issuer 10% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year)	
27TH FLOOR					Officer (give title below)	Other (specify below)		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person		
(Street) NEW YORK	NY	10022						x	Form filed b	y More than One
(City)	(State)	(Zip)								
		-	Table I - Non	-Derivat	ive Securities Beneficial	ly Owned				
1. Title of Security (Instr. 4)								4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock (par value \$0.01 per share)					5,229,965	I		See f	ootnote ⁽¹⁾	
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4) 2. Date Exerc Expiration Da (Month/Day/Y			ate	Underlying Derivative Security (Instr. 4) Conver or Exercise		rcise	ise Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
			Date Exercisable	Expiration Date	n Title	Amount or Number of Shares	Price c Deriva Securi	tive	Direct (D) or Indirect (I) (Instr. 5)	
1. Name and Address of Reporting Person [*] HARBINGER GROUP INC.										
(Last) 450 PARK AV	(First)	(Middle))							
27TH FLOOF	ε									
(Street) NEW YORK	NY	10022								
(City)	(State)	(Zip)								
1. Name and Address of Reporting Person [*] <u>FALCONE PHILIP</u>										
(Last) 450 PARK AV	(First)	(Middle))							
30TH FLOOR										
(Street) NEW YORK	NY	10022								
(City)	(State)	(Zip)								

Explanation of Responses:

1. The shares of the Issuer's common stock, par value \$0.01 per share (the "Shares") reported herein, are beneficially owned by Harbinger Group Inc. ("HGI") through a wholly-owned subsidiary. Mr. Falcone, as the portfolio manager and managing member of the entity which is the managing member of the general partner or investment manager of certain investment vehicles that own a majority of HGI, may also be deemed to beneficially own such Shares. HGI and Mr. Falcone are referred to herein as the "Reporting Persons." Each of the Reporting Persons disclaims beneficial ownership of the Shares except to the extent of its or his pecuniary interest therein, and this Form 3 shall not be deemed an admission that such Reporting Person is the beneficial owner of the Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

<u>Harbinger Group Inc. By: /s/</u>							
Francis T. McCarron,	09/20/2011						
Executive Vice President and	09/20/2011						
<u>Chief Financial Officer</u>							
<u>/s/ Philip A. Falcone</u>	<u>09/20/2011</u>						

** 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 5 (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.