

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): September 3, 2013

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, 30th Floor
New York, NY 10023
(Address of principal executive offices)

(212) 906-8555
(Registrant's telephone number, including area code)

N/A
(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 8.01 Other Events

Spectrum Brands' New Term Loans and Amendment to its Loan and Security Agreement

On September 4, 2013, Spectrum Brands, Inc. ("Spectrum Brands"), a majority indirectly-owned subsidiary of Harbinger Group Inc., announced that it had closed on \$1.15 billion of term loans (the "New Term Loans") pursuant to the New Term Loan Commitment Agreement No. 1 among Spectrum Brands, SB/RH Holdings, LLC ("Holdings"), the lenders party thereto, and Deutsche Bank AG New York Branch, as administrative agent (the "Term Administrative Agent"). The proceeds of the New Term Loans were used (i) to fund the consummation of the Company's previously announced cash tender offer and consent solicitation (the "Tender Offer and Consent Solicitation") to purchase any and all of its outstanding 9.500% Senior Secured Notes due 2018 (the "Notes"), (ii) to fund the Satisfaction and Discharge (as defined below) with respect to Notes not tendered in the Tender Offer and Consent Solicitation and (iii) for working capital and general corporate purposes.

In connection with the New Term Loans, the Tender Offer and Consent Solicitation and the Satisfaction and Discharge, Spectrum Brands also entered into (i) No. 1 Amendment to the Term Credit Agreement of Spectrum Brands dated as of December 17, 2012 with Holdings, Spectrum Brands Canada, Inc., as Canadian borrower, Term Administrative Agent and lenders party thereto from time to time and (ii) that certain Sixth Amendment to its Loan and Security Agreement, dated as of June 16, 2010, with Holdings, Bank of America, as collateral agent and administrative agent, certain subsidiaries of Spectrum Brands and lenders party thereto from time to time.

Interested parties should read Spectrum Brands' announcements and public filings regarding the New Term Loans.

Spectrum Brands' Tender Offer Results and Satisfaction and Discharge

Spectrum Brands also announced that it had accepted for purchase, pursuant to Tender Offer and Consent Solicitation, \$898,067,000 aggregate principal amount of the Notes. The Tender Offer and Consent Solicitation expired at 11:59 p.m, New York City time, on September 3, 2013.

On September 4, 2013, Spectrum Brands announced the satisfaction and discharge of the indenture governing the Notes (the "Satisfaction and Discharge").

Interested parties should read Spectrum Brands' announcements and public filings regarding the Tender Offer and Consent Solicitation and the Satisfaction and Discharge.

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.

HARBINGER GROUP INC.

By: /s/ Ehsan Zargar

Name: Ehsan Zargar

Title: Vice President, Counsel and
Corporate Secretary

Dated: September 4, 2013
