

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>FALCONE PHILIP</u> (Last) (First) (Middle) <u>C/O HARBINGER GROUP INC.</u> <u>450 PARK AVENUE, 30TH FLOOR</u> (Street) <u>NEW YORK NY 10022</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO (See Remarks)</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/30/2014</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			

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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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	(A)	(D)	Date Exercisable	Expiration Date					
Warrant (right to buy)	(1)	05/30/2014		A		1		(2)	03/10/2019	Common Stock	3,000,000	\$0	1	D

Explanation of Responses:

- As previously disclosed by the Issuer, at the Annual Stockholders Meeting of the Issuer held on May 30, 2014, the stockholders of the Issuer approved the Harbinger Group Inc. 2014 Warrant Award Plan, which made effective the warrant grant made to Mr. Philip Falcone to purchase up to 3,000,000 shares of the Issuer's common stock ("Shares") at a per Share exercise price equal to 105% of the closing price of Shares on the date of grant.
- Except as otherwise provided in the warrant, the warrants will expire on March 10, 2019 and will vest in five equal tranches over the five-years, with the first 20% having vested on May 30, 2014 and an additional 20% vesting on each of March 10, 2015, 2016, 2017 and 2018.

Remarks:

Mr. Falcone is the portfolio manager of Harbinger Capital Partners Master Fund I, Ltd., Harbinger Capital Partners Special Situations Fund, L.P. and Global Opportunities Breakaway Ltd. and is associated with certain other entities affiliated with Harbinger Capital Partners, LLC (collectively, the "HCP Funds"). The HCP Funds are stockholders of the Issuer and report their Share ownership on separate Form 4s. While Mr. Falcone does not directly own the Shares owned by the HCP Funds, Mr. Falcone may be deemed to be deemed to beneficially own the Shares owned by the HCP Funds. In addition, Mr. Falcone and the HCP Funds may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. Each such person disclaims beneficial ownership of such securities except to the extent of his or its pecuniary interest therein. This report shall not be deemed an admission that any such person is a member of a group or the beneficial owner of any securities for purposes of Section 16 of the Securities Exchange Act of 1934, or for any other purpose.

/s/ Philip A. Falcone 06/20/2014
 ** 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.

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