

HARBINGER GROUP INC.  
Form 4  
December 05, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Maura David M

2. Issuer Name and Ticker or Trading Symbol  
HARBINGER GROUP INC. [HRG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
12/04/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Managing Director and EVP

C/O HARBINGER GROUP INC., 450 PARK AVENUE, 29TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

NEW YORK, NY 10022

(City) (State) (Zip)

**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)
Common Stock <sup>(1)</sup>	12/04/2014		M	V Amount \$ 4.86 <sub>(2)</sub>	2,166,602	D	
Common Stock <sup>(1)</sup>	12/04/2014		S	V Amount \$ 13.61 <sub>(2)</sub>	1,989,102	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option <sup>(1)</sup>	\$ 4.86	12/04/2014		M	177,500	<sup>(3)</sup> 02/14/2022	Common Stock 177,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maura David M C/O HARBINGER GROUP INC. 450 PARK AVENUE, 29TH FLOOR NEW YORK, NY 10022	X		Managing Director and EVP	

## Signatures

/s/ David M.  
Maura

12/05/2014

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) The transactions reported in this report were effected pursuant to a Rule 10b5-1 trading plan.

(2) The price shown in this Column is the weighted average purchase price of these Shares on the transaction date. The price range for the purchases was \$13.50 to \$13.70 per Share. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, Harbinger Group Inc. or a security holder of Harbinger Group Inc. full information regarding the number of Shares purchased at each separate price.

(3) The original options issued on February 14, 2012 vest, or have vested, annually in equal installments over a period of four years beginning from October 1, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.