

Zargar Ehsan
Form 4
May 01, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Zargar Ehsan

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O HRG GROUP, INC., 450 PARK AVENUE, 29TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
04/27/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, COO, GC & Corp. Sec'y

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/27/2018		M ⁽¹⁾	V	30,000 \$ 4.68	A	123,077 D
Common Stock	04/27/2018		M ⁽¹⁾	V	19,644 \$ 8.52	A	142,721 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)

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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 or Number of Shares
Employee Stock Option (right to buy)	\$ 4.68	04/27/2018		M ⁽¹⁾	30,000	⁽²⁾ 12/07/2021	Common Stock 30,000
Employee Stock Option (right to buy)	\$ 8.52	04/27/2018		M ⁽¹⁾	19,644	⁽²⁾ 11/29/2022	Common Stock 19,644

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zargar Ehsan C/O HRG GROUP, INC. 450 PARK AVENUE, 29TH FLOOR NEW YORK, NY 10022			EVP, COO, GC & Corp. Sec'y	

Signatures

/s/ Ehsan Zargar 05/01/2018
 **Signature of Date
 Reporting Person

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).
- This report is being filed in connection with the exercise of employee stock options by the reporting person. The exercise price and taxes associated with the exercise of the employee stock options were paid in cash by the reporting person to the Issuer. None of the shares of Common Stock received in the transaction have been sold.
- (1) associated with the exercise of the employee stock options were paid in cash by the reporting person to the Issuer. None of the shares of Common Stock received in the transaction have been sold.
- (2) This grant of employee stock options has fully vested and is currently exercisable.

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.