

HARBINGER GROUP INC.
Form SC 13D/A
May 19, 2014

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Harbinger Group Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

41146A106

(CUSIP Number)

David N. Brooks

Secretary, Vice President and General Counsel

c/o Fortress Investment Group LLC

1345 Avenue of the Americas

New York, New York 10105

(212) 798-6100

With copies to:

David M. Feldman, Esq.

Glenn R. Pollner, Esq.

Gibson, Dunn & Crutcher LLP

200 Park Avenue

New York, NY 10166

(212) 351-4000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 15, 2014

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box: "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 41146A106

(1) Name of Reporting Persons

CF Turul LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

OO

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

Delaware

(7) Sole Voting Power:

NUMBER OF

SHARES

0

BENEFICIALLY (8) Shared Voting Power:

OWNED BY

EACH

32,994,740

(9) Sole Dispositive Power:

REPORTING

PERSON

0

WITH: (10) Shared Dispositive Power:

32,994,740

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

32,994,740

(12) Check Box if the Aggregate Amount in Row (11) Excludes certain shares (See Instructions):

(13) Percent of Class Represented by Amount in Row (11):

15.9%

(14) Type of Reporting Person (See Instructions):

OO

CUSIP No. 41146A106

(1) Name of Reporting Persons

Fortress Operating Entity I LP

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

Not applicable

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

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Delaware

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32,994,740 (1)(2)

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(13) Percent of Class Represented by Amount in Row (11):

15.9%

(14) Type of Reporting Person (See Instructions):

PN; IA

(1) The Reporting Person disclaims beneficial ownership as described in Item 5.

(2) Solely as sole managing member of FIG LLC.

CUSIP No. 41146A106

(1) Name of Reporting Persons

Fortress Credit Opportunities Advisors LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

Not applicable

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

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REPORTING

PERSON

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WITH:

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32,994,740 (1)(2)

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

32,994,740 (2)

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(13) Percent of Class Represented by Amount in Row (11):

15.9%

(14) Type of Reporting Person (See Instructions):

OO; IA

(1) The Reporting Person disclaims beneficial ownership as described in Item 5.

(2) Solely in its role as an investment adviser to managed funds that own membership interests in CF Turul LLC.

CUSIP No. 41146A106

(1) Name of Reporting Persons

Fortress Credit Opportunities MA Advisors LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

Not applicable

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

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CUSIP No. 41146A106

(1) Name of Reporting Persons

Fortress Credit Opportunities MA II Advisors LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

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(3) SEC Use Only:

(4) Source of Funds (See Instructions):

Not applicable

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CUSIP No. 41146A106

(1) Name of Reporting Persons

FCO MA LSS Advisors LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

Not applicable

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CUSIP No. 41146A106

(1) Name of Reporting Persons

Fortress Credit Opportunities MA Maple Leaf Advisors LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

Not applicable

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CUSIP No. 41146A106

(1) Name of Reporting Persons

Fortress Global Opportunities (Yen) Advisors LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

Not applicable

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

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CUSIP No. 41146A106

(1) Name of Reporting Persons

Drawbridge Special Opportunities Advisors LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

Not applicable

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

Delaware

NUMBER OF