

HARBINGER GROUP INC.

Form 10-Q/A

September 09, 2011

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

**Form 10-Q/A
Amendment No. 1**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the quarterly period ended July 3, 2011

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number: 1-4219

Harbinger Group Inc.

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction of
incorporation or organization)*

74-1339132

*(I.R.S. Employer
Identification No.)*

**450 Park Avenue, 27th Floor
New York, NY**

(Address of principal executive offices)

10022

(Zip Code)

(212) 906-8555

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes or No .

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes or No .

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting
company

(Do not check if a smaller
reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes or No

There were 139,284,286 shares of the registrant's common stock outstanding as of August 10, 2011.

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EX-101 DEFINITION LINKBASE DOCUMENT

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Explanatory Note

This Amendment No. 1 on Form 10-Q/A (this Form 10-Q/A) amends the Quarterly Report on Form 10-Q of Harbinger Group Inc. for the quarter ended July 3, 2011 filed on August 12, 2011 (the Form 10-Q) for the sole purpose of furnishing the interactive data disclosure as Exhibit 101 in accordance with Rule 405 of Regulation S-T. Other than as expressly set forth above, this Form 10-Q. This Form 10-Q/A speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Form 10-Q.

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PART II. OTHER INFORMATION

Item 6. Exhibits

| Exhibit No. | Description of Exhibits |
|--------------------|---|
| 2.1 | Agreement and Plan of Merger, dated as of November 4, 2009, by and between, Zapata Corporation (Zapata), a Nevada corporation, and Harbinger Group Inc., a Delaware corporation and wholly-owned subsidiary of Zapata (Incorporated herein by reference to Exhibit 2.1 to the Company s Current Report on Form 8-K filed December 28, 2009 (File No. 1-4219)). |
| 2.2 | Contribution and Exchange Agreement, dated as of September 10, 2010, by and among Harbinger Group Inc., Harbinger Capital Partners Master Fund I, Ltd., Harbinger Capital Partners Special Situations Fund, L.P. and Global Opportunities Breakaway Ltd. (Incorporated herein by reference to Exhibit 2.1 to the Company s Current Report on Form 8-K filed September 14, 2010 (File No. 1-4219)). |
| 2.3 | Amendment, dated as of November 5, 2010, to the Contribution and Exchange Agreement, dated as of September 10, 2010, by and among Harbinger Group Inc., Harbinger Capital Partners Master Fund I, Ltd., Harbinger Capital Special Situations Fund, L.P. and Global Opportunities Breakaway Ltd (Incorporated herein by reference to Exhibit 10.3 to the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2010 filed November 9, 2010 (File No. 1-4219)). |
| 2.4 | Transfer Agreement, dated as of March 7, 2011, between Harbinger Group Inc. and Harbinger Capital Partners Master Fund I, Ltd. (Incorporated herein by reference to Exhibit 2.1 to the Company s Current Report on Form 8-K filed March 10, 2011 (File No. 1-4219)). |
| 2.5 | First Amended and Restated Stock Purchase Agreement, dated as of February 17, 2011, between Harbinger OM, LLC and OM Group (UK) Limited (Incorporated herein by reference to Exhibit 2.2 to the Company s Current Report on Form 8-K filed March 10, 2011 (File No. 1-4219)). |
| 2.6 | Letter Agreement, dated April 6, 2011, between OM Group (UK) Limited and Harbinger OM, LLC (Incorporated herein by reference to Exhibit 2.2 to the Company s Current Report on Form 8-K filed April 11, 2011 (File No. 1-4219)). |
| 2.7 | Letter Agreement, dated April 6, 2011, from Old Mutual PLC and OM Group (UK) Limited to Harbinger OM, LLC (Incorporated herein by reference to Exhibit 2.3 to the Company s Current Report on Form 8-K filed April 11, 2011 (File No. 1-4219)). |
| 3.1 | Certificate of Incorporation of Harbinger Group Inc. (Incorporated herein by reference to Exhibit 3.1 to the Company s Current Report on Form 8-K filed December 28, 2009 (File No. 1-4219)). |
| 3.2 | Bylaws of Harbinger Group Inc. (Incorporated herein by reference to Exhibit 3.2 to the Company s Current Report on Form 8-K filed December 28, 2009 (File No. 1-4219)). |
| 3.3 | Certificate of Designation of Series A Participating Convertible Preferred Stock of Harbinger Group Inc., dated as of May 12, 2011 (incorporated by reference to Exhibit 4.1 to the Company s Current Report on Form 8-K filed May 13, 2011 (File No. 1-4219)). |

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- 3.4* Certificate of Amendment of Certificate of Designation of Series A Participating Convertible Preferred Stock Of Harbinger Group Inc., dated as of August 5, 2011.
- 3.5* Certificate of Designation of Series A-2 Participating Convertible Preferred Stock Of Harbinger Group Inc., dated as of August 5, 2011.
- 4.1 Indenture governing the 10.625% Senior Secured Notes due 2015, dated as of November 15, 2010, by and among Harbinger Group Inc. and Wells Fargo, National Association, as trustee (Incorporated herein by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-4 filed January 28, 2011 (File No. 333-171924)).
- 4.2 Supplemental Indenture, dated June 22, 2011, to the indenture governing the Company's 10.625% Senior Secured Notes due 2015, dated November 15, 2010, by and between the Company and Wells Fargo Bank, National Association, a national banking association, as trustee. (Incorporated herein by reference to Exhibit No. 4.1 to the Company's Current Report on form 8-K filed June 23, 2011 (File No. 1-4219)).
- 4.3 Second Supplemental Indenture, dated June 28, 2011, to the indenture governing the Company's 10.625% Senior Secured Notes due 2015, dated November 15, 2010, by and between the Company and Wells Fargo Bank, National Association, a national banking association, as trustee. (Incorporated herein by reference to Exhibit No. 4.1 to the Company's Current Report on form 8-K filed June 28, 2011 (File No. 1-4219)).
- 4.4 Form of Exchange Note (Included as Exhibit A to Exhibit 4.1 to the Company's Registration Statement on Form S-4 filed January 28, 2011 (File No. 333-171924)).
- 4.5 Security Agreement, dated as of January 7, 2011, between Harbinger Group Inc. and Wells Fargo Bank, National Association (Incorporated herein by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-4 filed January 28, 2011 (File No. 333-171924)).

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| Exhibit No. | Description of Exhibits |
|--------------------|--|
| 4.6 | Collateral Trust Agreement, dated as of January 7, 2011, between Harbinger Group Inc. and Wells Fargo Bank, National Association (Incorporated herein by reference to Exhibit 4.5 to the Company's Registration Statement on Form S-4 filed January 28, 2011 (File No. 333-171924)). |
| 10.1 | Securities Purchase Agreement, dated May 12, 2011, by and among Harbinger Group Inc., CF Turul LLC, Providence TMT Debt Opportunity Fund II, L.P., PECM Strategic Funding L.P., and Wilton Re Holdings Limited (Incorporated herein by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed May 13, 2011 (File No. 1-4219)). |
| 10.2* | Securities Purchase Agreement, dated August 1, 2011, by and among Harbinger Group Inc. and the purchasers of Series A-2 Participating Convertible Preferred Stock named therein. |
| 10.3* | First Amendment to Securities Purchase Agreement, dated August 4, 2011, by and among Harbinger Group Inc. and the purchasers of Series A-2 Participating Convertible Preferred Stock named therein. |
| 10.4 | Registration Rights Agreement, dated as of May 12, 2011, by and among Harbinger Group Inc. and the Holders party thereto (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed May 13, 2011 (File No. 1-4219)). |
| 10.5* | Amendment and Joinder to Registration Rights Agreement, dated as of May 12, 2011, by and among Harbinger Group Inc. and the Holders party thereto. |
| 10.6 | Registration Rights Agreement, dated as of June 28, 2011, between HGI and the initial purchaser named therein (Incorporated herein by reference to Exhibit No. 4.2 to the Company's Current Report on Form 8-K filed June 28, 2011 (File No. 1-4219)). |
| 31.1* | Certification of CEO Pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2* | Certification of CFO Pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1** | Certification of CEO Pursuant to 18 U.S.C Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2** | Certification of CFO Pursuant to 18 U.S.C Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS*** | XBRL Instance Document. |
| 101.SCH*** | XBRL Taxonomy Extension Schema. |
| 101.CAL*** | XBRL Taxonomy Extension Calculation Linkbase. |
| 101.DEF*** | XBRL Taxonomy Definition Linkbase. |

101.LAB*** XBRL Taxonomy Extension Label Linkbase.

101.PRE*** XBRL Taxonomy Extension Presentation Linkbase.

Exhibits and schedules have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The registrant will furnish supplementally a copy of any omitted exhibit or schedule to the Securities and Exchange Commission upon request.

* Previously filed with the Form 10-Q

** Previously furnished with the Form 10-Q

*** Furnished with this Form 10-Q/A. In accordance with regulation S-T, the XBRL-related information in Exhibit 101 to this Form 10-Q/A shall be deemed to be furnished and not filed .

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HARBINGER GROUP, INC.
(Registrant)

Date: September 9, 2011

By: /s/ Francis T. McCarron
Francis T. McCarron
Executive Vice President and Chief Financial
Officer
(on behalf of the Registrant and as Principal
Financial Officer)