

HARBINGER GROUP INC.
Form 4
February 13, 2015

FORM 4

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

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).

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

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/26/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	12/26/2014		G ⁽¹⁾	V	36,075	D	\$ 0	1,953,027	D
Common Stock	02/10/2015		S		167,110	D	\$ 12 ⁽²⁾	1,785,917	D
Common Stock	02/11/2015		S		6,591	D	\$ 12.0502 ⁽³⁾	1,779,326	D
Common Stock	02/12/2015		S		7,107	D	\$ 12.04 ⁽⁴⁾	1,772,219	D
	02/13/2015		S		34,623	D		1,737,596	D

Common Stock \$ 11.861
(5)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
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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 02/13/2015

**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) This transaction represents a charitable donation of shares by the reporting person.
 - (2) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$12.00 to \$12.01. Upon request of the staff of the Securities and Exchange Commission, Harbinger Group Inc. (the

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"Company") or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

- The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions
- (3) ranged from \$12.05 to \$12.06. Upon request of the staff of the Securities and Exchange Commission, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

- The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions
- (4) ranged from \$12.00 to \$12.10. Upon request of the staff of the Securities and Exchange Commission, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

- The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions
- (5) ranged from \$11.85 to \$11.90. Upon request of the staff of the Securities and Exchange Commission, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

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.