

APPLICA INC
Form 4
January 25, 2007

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 *
HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

(Last) (First) (Middle)

C/O INTERNATIONAL FUND SERVICES, THIRD FL BISHOP SQUARE REDMONDS HILL

(Street)

DUBLIN IRELAND, L2 00000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
APPLICA INC [APN]

3. Date of Earliest Transaction (Month/Day/Year)
01/23/2007

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 01/23/2007 | | P | 15,220,632 A | \$ 8.25 0 (1) | D (2) (3) (4) | |

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)

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| 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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. C/O INTERNATIONAL FUND SERVICES THIRD FL BISHOP SQUARE REDMONDS HILL DUBLIN IRELAND, L2 00000 | | X | | |
| HARBERT MANAGEMENT CORP ONE RIVERCHASE PARKWAY SOUTH BIRMINGHAM, AL 35244 | | X | | |
| HARBINGER CAPITAL PARTNERS OFFSHORE MANAGER, L.L.C. ONE RIVERCHASE PARKWAY SOUTH BIRMINGHAM, AL 35244 | | X | | |
| HMC INVESTORS, L.L.C. ONE RIVERCHASE PARKWAY SOUTH BIRMINGHAM, AL 35244 | | X | | |
| FALCONE PHILIP 555 MADISON AVE 16TH FLOOR NEW YORK, NY 10022 | | X | | |
| HARBERT RAYMOND J ONE RIVERCHASE PARKWAY SOUTH BIRMINGHAM, AL 35244 | | X | | |
| LUCE MICHAEL D ONE RIVERCHASE PARKWAY SOUTH BIRMINGHAM, AL 35244 | | X | | |

Signatures

| | |
|---|------------|
| Harbinger Capital Partners Master Fund I, Ltd.: /s/ William R. Lucas, Jr., By Harbinger Capital Partners Offshore Manager, L.L.C., Investment Manager, By HMC Investors, L.L.C., Managing Member of Harbinger Management, By William R. Lucas, Jr., Exec VP | 01/25/2007 |
| __Signature of Reporting Person | Date |
| Harbert Management Corporation: /s/ William R. Lucas, Jr., Executive Vice President & General Counsel | 01/25/2007 |
| __Signature of Reporting Person | Date |
| Harbinger Capital Partners Offshore Manager, L.L.C.: /s/ William R. Lucas, Jr., By HMC Investors, L.L.C., Managing Member, By William R. Lucas, Jr., Executive Vice President | 01/25/2007 |
| __Signature of Reporting Person | Date |
| HMC Investors, L.L.C.: /s/ William R. Lucas, Jr., Executive Vice President | 01/25/2007 |
| __Signature of Reporting Person | Date |
| /s/ Philip A. Falcone | 01/25/2007 |
| __Signature of Reporting Person | Date |
| /s/ Raymond J. Harbert | 01/25/2007 |
| __Signature of Reporting Person | Date |
| /s/ Michael D. Luce | 01/25/2007 |
| __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) All of Applica Incorporated's ("APPLICA") outstanding common stock and options were cancelled in a merger of a wholly-owned subsidiary of APN Holding Company, Inc. into Applica on January 23, 2007 (the "MERGER"). APN Holding Company, Inc. is wholly owned by Harbinger Capital Partners Master Fund I, Ltd. (the "MASTER FUND") and Harbinger Capital Partners Special Situations Fund, L.P. ("SPECIAL SITUATIONS FUND").

(2) Prior to the Merger, shares of Applica common stock were owned directly by the Master Fund and the Special Situations Fund. The securities directly owned by the Master Fund may be deemed to have been indirectly beneficially owned by Harbinger Capital Partners Offshore Manager, L.L.C. ("HARBINGER MANAGEMENT"), the investment manager of the Master Fund, HMC Investors, L.L.C., the managing member of Harbinger Management ("HMC INVESTORS"), and Harbert Management Corporation ("HMC"), the managing member of HMC Investors. The securities directly owned by the Special Situations Fund may be deemed to have been indirectly beneficially owned by Harbinger Capital Partners Special Situations GP, LLC ("SS-GP"), the general partner of the Special Situations Fund, HMC - New York, Inc. ("HMC-NY"), the managing member of SS-GP, and HMC, the parent of HMC-NY.

(3) Philip Falcone is the portfolio manager of the Master Fund and the Special Situations Fund and is a shareholder of HMC. Raymond J. Harbert and Michael D. Luce are shareholders of HMC. As a result, each of Messrs. Falcone, Harbert and Luce may also be deemed to have indirectly beneficially owned the securities owned directly by the Master Fund and the Special Situations Fund.

(4) Each Reporting Person identified as a possible indirect beneficial owner herein disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is or was the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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