

HARBINGER GROUP INC.  
Form 4  
February 13, 2015

**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 \*  
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)
			Code	V Amount (A) or (D) Price			
Common Stock	12/26/2014		G <sup>(1)</sup>	V 36,075 D \$ 0	1,953,027	D	
Common Stock	02/10/2015		S	167,110 D \$ 12 <sup>(2)</sup>	1,785,917	D	
Common Stock	02/11/2015		S	6,591 D \$ 12.0502 <sup>(3)</sup>	1,779,326	D	
Common Stock	02/12/2015		S	7,107 D \$ 12.04 <sup>(4)</sup>	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.

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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)	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.

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