

HARBINGER GROUP INC.
Form 4
May 19, 2014

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 *
CF Turul LLC

(Last) (First) (Middle)

1345 AVENUE OF THE AMERICAS, 46TH FLOOR

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

HARBINGER GROUP INC. [HRG]

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

05/15/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

____ Form filed by One Reporting Person
____ X 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, \$0.01 par value	05/15/2014		C	32,994,740	A <u>(1)</u> 32,994,740	D <u>(2)</u>	

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)	Amount or Number of Shares
Series A Part Conv Pref Stock par value \$0.01 per share	(1)	05/15/2014		C	205,000 (1)	05/13/2011 (3)	Common Stock, \$0.01 par value	32,994,74

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CF Turul LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105		X		
Fortress Credit Opportunities Advisors LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105		X		
FIG LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105		X		
Fortress Operating Entity I LP 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105		X		
FIG Corp. 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105		X		
Fortress Investment Group LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105		X		
Briger Peter L JR 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105		X		
Dakolias Constantine M 1345 AVENUE OF THE AMERICAS, 46TH FLOOR		X		

NEW YORK, NY 10105

Signatures

/s/ CF Turul LLC, by Constantine M. Dakolias, its President	05/19/2014
__Signature of Reporting Person	Date
/s/ FCOA, by Constantine M. Dakolias, its President	05/19/2014
__Signature of Reporting Person	Date
/s/ FIG LLC, by David N. Brooks, its Secretary	05/19/2014
__Signature of Reporting Person	Date
/s/ FOE I, by David N. Brooks, its Secretary, Vice President and General Counsel	05/19/2014
__Signature of Reporting Person	Date
/s/ FIG Corp., by David N. Brooks, its Secretary, Vice President and General Counsel	05/19/2014
__Signature of Reporting Person	Date
/s/ Fortress, by David N. Brooks, its Secretary, Vice President and General Counsel	05/19/2014
__Signature of Reporting Person	Date
/s/ Peter L. Briger, Jr.	05/19/2014
__Signature of Reporting Person	Date
/s/ Constantine M. Dakolias	05/19/2014
__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).

Pursuant to the terms of the Preferred Stock, 204,999 shares of Series A Participating Convertible Preferred Stock held by CF Turul LLC (1) ("CF Turul") converted into Harbinger Group Inc. common stock ("Common Stock") on a 160.9507-to-1 basis. CF Turul retained one share of Series A Preferred Stock, which share is no longer convertible into Common Stock.

This Form 4 is filed on behalf of CF Turul, Fortress Credit Opportunities Advisors LLC ("FCOA"), FIG LLC, Fortress Investment Operating Entity I LP ("FOE I"), FIG Corp., Fortress Investment Group LLC, ("Fortress"), Peter L. Briger, Jr. ("Briger") and Constantine M. Dakolias ("Dakolias" and together with Briger, the "Committee Members"). Each of FCOA, FIG LLC, FOE I, FIG Corp., Fortress and the Committee Members may be deemed to be the indirect beneficial owner of the securities directly owned by CF Turul under Rule 16a 1(a)(1) promulgated under the Securities Exchange Act of 1934, as amended. These securities are directly owned by CF Turul. FCOA, FIG LLC, FOE I, FIG Corp., Fortress and the Committee Members may be deemed to have indirect beneficial ownership of these securities. However, pursuant to Rule 16a-1(a)(4) promulgated under the Exchange Act, each of FCOA, FIG LLC, FOE I, FIG Corp., Fortress and the Committee Members disclaims beneficial ownership of such securities.

(3) The Preferred Stock had no expiration date.

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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