

HARBINGER GROUP INC.
Form SC 13G/A
January 27, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

HARBINGER GROUP INC.

(Name of Issuer)

Common Stock, par value \$0.01

(Title of Class of Securities)

41146A106

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 41146A106 Page 2 of 5

1 NAME OF REPORTING PERSONS LEON G. COOPERMAN
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
 (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION United States

| | | |
|---|-----------------------------------|-----------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 5 SOLE VOTING POWER | 7,646,926 |
| | 6 SHARED VOTING POWER | 3,164,237 |
| | 7 SOLE DISPOSITIVE POWER | 7,646,926 |
| | 8 SHARED DISPOSITIVE POWER | 3,164,237 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,811,163

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 5.38 %
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON IN

CUSIP No. 41146A106 Page 3 of 5

Item 1(a). Name of Issuer:

**HARBINGER
GROUP INC.
(the "Company")**

**Item 1(b). Address of
Issuer's
Principal
Executive
Offices:**

450 Park
Avenue, 30th
Floor
New York NY
10022

**Item 2(a). Name of Person
Filing:**

This statement is
filed on behalf of
Leon G.
Cooperman
("Mr.
Cooperman").
Mr. Cooperman
is, among other
activities, an
investor engaged
in investing for
his own account.

Mr. Cooperman
is the Managing
Member of
Omega
Associates,
L.L.C.
("Associates"), a
limited liability
company

organized under
the laws of the
State of
Delaware.

Associates is a
private
investment firm
formed to invest
in and act as
general partner
of investment
partnerships or
similar
investment
vehicles.

Associates is the
general partner
of limited
partnerships
organized under
the laws of
Delaware known
as Omega
Capital Partners,
L.P. ("Capital
LP"), Omega
Capital
Investors,
L.P. ("Investors
LP"), and
Omega Equity
Investors,
L.P. ("Equity
LP"), These
entities are
private
investment firms
engaged in the
purchase and
sale of securities
for investment
for their own
accounts.

Mr. Cooperman
is the President,
CEO, and
majority
stockholder of

Omega
Advisors, Inc.
("Advisors"), a
Delaware
corporation,
engaged in
investing for its
own account and
providing
investment
management
services, and Mr.
Cooperman is
deemed to
control said
entity.

Advisors serves
as the investment
manager to
Omega Overseas
Partners, Ltd.
("Overseas"), a
Cayman Island
exempted
company, with a
registered
address at c/o
Intertrust
Corporate
Services
(Cayman)
Limited, 190
Elgin Avenue,
George Town,
Grand Cayman
KY1-9005,
Cayman Islands,
British West
Indies. Mr.
Cooperman has
investment
discretion over
Overseas'
portfolio
investments and
is deemed to
control such
investments.

Advisors serve as a discretionary investment advisor to a limited number of institutional clients (the "Managed Accounts"). As to the Shares owned by the Managed Accounts, there would be shared power to dispose or to direct the disposition of such Shares because the owners of the Managed Accounts may be deemed beneficial owners of such Shares pursuant to Rule 13d-3 under the Act as a result of their right to terminate the discretionary account within a period of 60 days.

Mr. Cooperman is the ultimate controlling person of Associates, Capital LP, Investors LP, Equity LP, Overseas, and Advisors.

**Item 2(b). Address of
Principal
Business Office
or, if None,
Residence:**

The principal
business office
of
Mr. Cooperman
is 11431 W.
Palmetto Park
Road, Boca
Raton FL 33428.

Item 2(c). Citizenship:

Mr. Cooperman is a United States citizen.

CUSIP No . 41146A106 Page 4 of 5

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.01 (the "Shares").

Item 2(e). CUSIP Number:

41146A106

**If This Statement is Filed Pursuant to
§§240.13d-1(b), or 240.13d-2(b) or (c):**

Item 3.

This Item 3 is inapplicable.

Item 4. Ownership.

(a) (b) Amount beneficially owned and Percent of Class:

Mr. Cooperman may be deemed the beneficial owner of 10,811,163 Shares, which constitutes approximately 5.38 % of the total number of Shares outstanding. This consists of 2,374,367 Shares owned by Capital LP, of which 1,393,000 Shares are restricted stock; 1,096,459 Shares owned by Investors LP, of which 783,000 Shares are restricted stock; 1,103,100 Shares owned by Equity LP, of which 729,000 Shares are restricted stock; 3,073,000 Shares owned by Overseas, of which 2,095,000 Shares are restricted stock; and 3,164,237 Shares owned by Managed Accounts, of which 1,696,000 Shares are restricted stock .The term "restricted stock" as used herein refers to the restricted shares that were purchased in a private sale from Harbinger Capital Partners Master Fund I, Ltd. ("Harbinger") on September 26, 2013.

(b)Percent of class:

5.38 %

(c)Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

7,646,926

(ii) Shared power to vote or to direct the vote

3,164,237

(iii) Sole power to dispose or to direct the disposition of

7,646,926

(iv) Shared power to dispose or to direct the disposition of

3,164,237

CUSIP No . 41146A106 Page 5 of 5

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

This Item 6 is not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

This Item 7 is not applicable.

Item 8. Identification and Classification of Members of the Group.

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group.

This Item 9 is not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: January 27, 2015 as of December 31, 2014

LEON G. COOPERMAN

By: /s/ ALAN M. STARK

Alan M. Stark

Attorney-in-Fact

Duly authorized under POA effective as of March 1, 2013 and filed on May 20, 2013.