

HARBINGER GROUP INC.  
Form 8-K  
May 26, 2010

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 8-K  
CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of report (Date of earliest event reported) May 25, 2010  
HARBINGER GROUP INC.**

(Exact Name of Registrant as Specified in Its Charter)  
Delaware

(State or Other Jurisdiction of Incorporation)

1-4219

74-1339132

(Commission File Number)

(IRS Employer Identification No.)

100 Meridian Centre, Suite 350, Rochester, New York

14618

(Address of Principal Executive Offices)

(Zip Code)

(585) 242-2000

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 5 Corporate Governance and Management**

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On May 25, 2010, Harbinger Group Inc. (the Company) held its Annual Meeting of Stockholders (the Annual Meeting), at which two proposals were presented to the Company's stockholders for consideration. The two matters presented for consideration were: (1) to elect two Class III directors and (2) to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010.

The final results of voting on each of the matters submitted to a vote of security holders during the Company's annual meeting of stockholders on May 25, 2010 are as follows:

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
1. Election of Directors:			
Thomas Hudgins	17,369,702	113,700	1,147,575
Robert V. Leffler, Jr.	15,901,664	1,581,738	1,147,575

Under the Company's Bylaws, each of the directors was elected, having received an affirmative vote of the holders of a plurality of the votes cast.

	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
2. Ratification of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010	18,599,201	26,864	4,912	

Under the Company's Bylaws, the selection of Deloitte & Touche LLP was ratified, having received an affirmative vote of the majority of the shares present at the meeting in person or by proxy.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HARBINGER GROUP INC.

Date: May 26, 2010

By: /s/ Francis T. McCarron

Name: Francis T. McCarron

Title: Executive Vice President and Chief  
Financial Officer