

**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): November 5, 2010**

**HARBINGER GROUP INC.**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation)

**1-4219**  
(Commission File Number)

**74-1339132**  
(IRS Employer Identification No.)

**450 Park Avenue, 27th Floor, New York, New York**  
(Address of Principal Executive Offices)

**10022**  
(Zip Code)

**(212) 906-8555**  
(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))

### **Item 1.01 Entry Into a Material Definitive Agreement.**

On November 5, 2010, Harbinger Group Inc. (the “Company”) entered into a Purchase Agreement (the “Purchase Agreement”) with certain initial purchasers named therein (collectively, the “Initial Purchasers”). Pursuant to the Purchase Agreement, the Initial Purchasers have agreed to purchase, and the Company has agreed to sell, \$350 million aggregate principal amount of the Company’s 10.625% Senior Secured Notes due 2015 (the “Notes”). The Notes are being issued at 98.587% of the principal amount thereof. The Initial Purchasers intend to resell the Notes in an offering exempt from registration under the Securities Act of 1933, as amended (the “Offering”). The Company expects the Offering to close on November 15, 2010, subject to the satisfaction of customary closing conditions. The Purchase Agreement contains representations and warranties, covenants and closing conditions that are customary for transactions of this type. In addition, the Company has agreed to indemnify the Initial Purchasers against certain liabilities on customary terms.

The net proceeds of the Offering will be held in a segregated escrow account until the Company has acquired at least 27,756,905 shares of common stock, par value \$0.01 per share, of Spectrum Brands Holdings, Inc. pursuant to the terms of the previously announced Contribution and Exchange Agreement, dated as of September 10, 2010, by and among the Company and Harbinger Capital Partners Master Fund I, Ltd., Harbinger Capital Partners Special Situations Fund, L.P. and Global Opportunities Breakaway Ltd., as amended on November 5, 2010, and certain other customary conditions. If the escrow conditions are not fulfilled by March 31, 2011, the Company will redeem the notes at the issue price of the notes, plus accrued yield and accrued and unpaid interest. The Company intends to use the net proceeds from the Offering for general corporate purposes, which may include acquisitions and other investments.

The Notes will not be registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States absent such registration or an exemption from the registration requirements of such Act. This report shall not constitute an offer to sell or a solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale of any securities in any jurisdiction where such an offering or sale would be unlawful. This report contains information about pending transactions, and there can be no assurance that these transactions will be completed.

In the ordinary course of their businesses, the Initial Purchasers and certain of their affiliates have in the past and may in the future engage in investment and commercial banking or other transactions of a financial nature with the Company or its affiliates, including the provision of certain advisory services and the making of loans to the Company and its affiliates.

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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: November 5, 2010

By: /s/ Francis T. McCarron

Name: Francis T. McCarron

Title: Executive Vice President and Chief Financial  
Officer