

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
 FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

CIK (Filer ID Number) 0000109177	Previous Names None	Entity Type
Name of Issuer HARBINGER GROUP INC.	ZAPATA CORP	<input checked="" type="checkbox"/> Corporation
Jurisdiction of Incorporation/Organization DELAWARE	ZAPATA NORNESS INC	<input type="checkbox"/> Limited Partnership
Year of Incorporation/Organization Over Five Years Ago	ZAPATA OFF SHORE CO	<input type="checkbox"/> Limited Liability Company
X Within Last Five Years (Specify Year) 2009	Zapata Corporation	<input type="checkbox"/> General Partnership
Yet to Be Formed		<input type="checkbox"/> Business Trust
		<input type="checkbox"/> Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer HARBINGER GROUP INC.			
Street Address 1 450 PARK AVENUE		Street Address 2 27TH FLOOR	
City NEW YORK	State/Province/Country NEW YORK	ZIP/PostalCode 10022	Phone Number of Issuer 212-906-8555

3. Related Persons

Last Name Falcone	First Name Philip	Middle Name A.
Street Address 1 450 Park Avenue	Street Address 2 27th Floor	
City New York	State/Province/Country NEW YORK	ZIP/PostalCode 10022
Relationship: X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

President and Chief Executive Officer

Last Name Jenson	First Name Peter	Middle Name A.
Street Address 1 450 Park Avenue	Street Address 2 27th Floor	
City New York	State/Province/Country NEW YORK	ZIP/PostalCode 10022
Relationship: X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Secretary and Chief Operating Officer

Last Name	First Name	Middle Name
McCarron	Francis	T.
Street Address 1	Street Address 2	
450 Park Avenue	27th Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10022
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Executive Vice President and Chief Financial Officer

Last Name	First Name	Middle Name
Asali	Omar	M.
Street Address 1	Street Address 2	
450 Park Avenue	27th Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10022
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Chan	Lap	Wai
Street Address 1	Street Address 2	
450 Park Avenue	27th Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10022
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Hladek	Keith	
Street Address 1	Street Address 2	
450 Park Avenue	27th Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10022
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Hudgins	Thomas	
Street Address 1	Street Address 2	
450 Park Avenue	27th Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10022
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
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Leffler, Jr.

Robert

Street Address 1

Street Address 2

450 Park Avenue

27th Floor

City

State/Province/Country

ZIP/PostalCode

New York

NEW YORK

10022

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Maura

David

Street Address 1

Street Address 2

450 Park Avenue

27th Floor

City

State/Province/Country

ZIP/PostalCode

New York

NEW YORK

10022

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Roger

Robin

Street Address 1

Street Address 2

450 Park Avenue

27th Floor

City

State/Province/Country

ZIP/PostalCode

New York

NEW YORK

10022

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture

Health Care

Retailing

Banking & Financial Services

Biotechnology

Restaurants

Commercial Banking

Health Insurance

Technology

Insurance

Hospitals & Physicians

Computers

Investing

Pharmaceuticals

Telecommunications

Investment Banking

Other Health Care

Other Technology

Pooled Investment Fund

Manufacturing

Travel

Is the issuer registered as an investment company under the Investment Company Act of 1940?

Real Estate

Airlines & Airports

Yes

No

Commercial

Lodging & Conventions

Yes

Construction

Tourism & Travel Services

Other Banking & Financial Services

REITS & Finance

Other Travel

Business Services

Residential

Other

Energy

Other Real Estate

Coal Mining

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
Rule 504 (b)(1)(i)	X Rule 506
Rule 504 (b)(1)(ii)	Securities Act Section 4(5)
Rule 504 (b)(1)(iii)	Investment Company Act Section 3(c)
	Section 3(c)(1) Section 3(c)(9)
	Section 3(c)(2) Section 3(c)(10)
	Section 3(c)(3) Section 3(c)(11)
	Section 3(c)(4) Section 3(c)(12)
	Section 3(c)(5) Section 3(c)(13)
	Section 3(c)(6) Section 3(c)(14)
	Section 3(c)(7)

7. Type of Filing

X New Notice Date of First Sale 2011-05-12 First Sale Yet to Occur
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$1 USD

12. Sales Compensation

Recipient	Recipient CRD Number	None
Jefferies & Company, Inc.	2347	

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD
Number

None

None

None

Street Address 1

Street Address 2

520 Madison Avenue

16th Floor

City

State/Province/Country

ZIP/Postal Code

New York

NEW YORK

10022

State(s) of Solicitation (select all that apply)

Check "All States" or check individual
States

All States

Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount USD or Indefinite

Total Amount Sold \$280,000,000 USD

Total Remaining to be Sold USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$8,400,000 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is

the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
HARBINGER GROUP INC.	/s/ Francis T. McCarron	Francis T. McCarron	Executive Vice President and Chief Financial Officer	2011-05- 26

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
