SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Zargar Ehsan	HRG GROUP, INC. [HRG]	

1. Name and Address of Reporting Person			2. Issuer Name	5. Relationship
Zargar Ehsan			HRG GROUP, INC. [HRG]	Director / 10% Owner
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 04/27/2018	X Officer (give title below) / Other (specify below) EVP, COO, GC & Corp. Sec'y
C/O HRG GROUP, INC.				
450 PARK AVENUE, 29TH FLOOR				
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
NEW YORK NY 10022				X Form filed by One Reporting Person
(City) (State) (Zip)				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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/27/2018		M[(1)]		30,000	A	$4.68	123,077	D	
Common Stock	04/27/2018		M[(1)]		19,644	A	$8.52	142,721	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	$4.68	04/27/2018		M[(1)]			30,000	[(2)]	12/07/2021	Common Stock	30,000	$0	0	D	
Employee Stock Option (right to buy)	$8.52	04/27/2018		M[(1)]			19,644	[(2)]	11/29/2022	Common Stock	19,644	$0	0	D	

Explanation of Responses:

1. This report is being filed in connection with the exercise of employee stock options by the reporting person. The exercise price and taxes associated with the exercise of the employee stock options were paid in cash by the reporting person to the Issuer. None of the shares of Common Stock received in the transaction have been sold.

2. This grant of employee stock options has fully vested and is currently exercisable.

/s/ Ehsan Zargar   05/01/2018

** Signature of Reporting Person   Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.