

Briger Peter L JR
 Form 3
 May 24, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

CF Turul LLC
 (Last) (First) (Middle)

1345 AVENUE OF THE AMERICAS, 46TH FLOOR

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 05/12/2011

3. Issuer Name and Ticker or Trading Symbol
 HARBINGER GROUP INC. [HRG]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of Shares

(Instr. 5)

Series A Part Conv Pref Stock par value \$0.01 per share ⁽¹⁾ ⁽²⁾	05/13/2011	Â ⁽³⁾	Common Stock, par value \$0.01 per share	31,538,462 ⁽⁴⁾	\$ 6.5 ⁽⁵⁾	D ⁽⁶⁾	Â
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CF Turul LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105	Â	Â X	Â	Â
Fortress Credit Opportunities Advisors LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105	Â	Â X	Â	Â
FIG LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105	Â	Â X	Â	Â
Hybrid GP Holdings LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105	Â	Â X	Â	Â
Fortress Operating Entity I LP 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105	Â	Â X	Â	Â
FIG Corp. 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105	Â	Â X	Â	Â
Fortress Investment Group LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105	Â	Â X	Â	Â
Briger Peter L JR 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105	Â	Â X	Â	Â
Dakolias Constantine M 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105	Â	Â X	Â	Â

Signatures

/s/ CF Turul LLC, by Constantine M. Dakolias, its
President

05/23/2011

**Signature of Reporting Person

Date

/s/ FCOA, by Constantine M. Dakolias, its President

05/23/2011

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<u> </u> **Signature of Reporting Person	Date
/s/ FIG LLC, by David N. Brooks, its Secretary	05/23/2011
<u> </u> **Signature of Reporting Person	Date
/s/ Hybrid, by Constantine M. Dakolias, its President	05/23/2011
<u> </u> **Signature of Reporting Person	Date
/s/ FOE I, by David N. Brooks, its Secretary	05/23/2011
<u> </u> **Signature of Reporting Person	Date
/s/ FIG Corp., by David N. Brooks, its Secretary	05/23/2011
<u> </u> **Signature of Reporting Person	Date
/s/ Fortress, by David N. Brooks, its Secretary	05/23/2011
<u> </u> **Signature of Reporting Person	Date
/s/ Peter L. Briger, Jr.	05/23/2011
<u> </u> **Signature of Reporting Person	Date
/s/ Constantine M. Dakolias	05/23/2011
<u> </u> **Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

This Form 3 is filed on behalf of CF Turul LLC, Fortress Credit Opportunities Advisors LLC ("FCOA"), FIG LLC, Hybrid GP Holdings LLC ("Hybrid"), Fortress Investment Operating Entity I LP ("FOE I"), FIG Corp., Fortress Investment Group LLC, ("Fortress"), Peter L.

- (1) Briger, Jr. ("Briger") and Constantine M. Dakolias ("Dakolias" and together with Briger, the "Committee Members"). Each of FCOA, FIG LLC, Hybrid, FOE I, FIG Corp., Fortress and the Committee Members may be deemed to be the indirect beneficial owner of the securities directly owned by CF Turul LLC under Rule 16a-1(a)(1) promulgated under the Securities Exchange Act of 1934, as amended.
- (2) However, pursuant to Rule 16a-1(a)(4) promulgated under the Exchange Act, each of FCOA, FIG LLC, Hybrid, FOE I, FIG Corp., Fortress and the Committee Members disclaims beneficial ownership of such securities.

- (3) The Series A Participating Convertible Preferred Stock, par value \$0.01 per share of Harbinger Group Inc. (the "Issuer") and initially priced at \$1,000 per share (the "Series A Preferred Stock"), is redeemable at the Issuer's option after the third anniversary of the original issuance date. Subject to certain exceptions, the Series A Preferred Stock is redeemable at the option of the holders thereof on the seventh anniversary of the original issuance date. The Series A Preferred Stock is also subject to earlier redemption, repurchase or conversion in accordance with the terms thereof.

- (4) This is the number of shares of common stock, par value \$0.01 per share of the Issuer (the "Common Stock"), issuable upon conversion of the Series A Preferred Stock as of the date of this filing; however, (i) prior to the effectiveness of shareholder approval, CF Turul LLC may only convert Series A Preferred Stock, and exercise voting rights with respect to the Series A Preferred Stock on an as converted basis, in an amount equal to its pro rata portion of a maximum of 19.9% of the outstanding voting stock of the Issuer, and (ii) until approval is obtained from certain insurance regulatory authorities, CF Turul LLC may not convert Series A Preferred Stock in excess of 9.9% of the outstanding Common Stock and may not vote more than 9.9% of the total number of votes which may be cast in a general election of a director of the Issuer.

- (5) Subject to anti-dilution adjustment pursuant to the terms of the Series A Preferred Stock.
- (6) These securities are directly owned by CF Turul LLC. FCOA, FIG LLC, Hybrid, FOE I, FIG Corp., Fortress and the Committee Members may be deemed to have indirect beneficial ownership of these securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.