

HRG GROUP, INC.  
Form SC 13G/A  
February 14, 2017

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No 3)\*

HRG GROUP INC.  
(Name of Issuer)

Common Stock, par value \$0.01  
(Title of Class of Securities)

41146A106  
(CUSIP Number)

December 31, 2016  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES  
ONLY)

LEON G. COOPERMAN

2

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF  
ORGANIZATION

United States

SOLE VOTING POWER

5

6,887,154

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

6

220,500

SOLE DISPOSITIVE POWER

7

6,887,154

SHARED DISPOSITIVE POWER

8

220,500

9

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

7,107,654

10

CHECK IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

3.54%

12 TYPE OF REPORTING PERSON  
IN

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Item 1(a). Name of Issuer:

HRG GROUP INC.

Item 1(b). Address of Issuer's Principal Executive Offices:

450 Park Avenue, 29<sup>th</sup> Floor  
New York NY 10022

Item 2(a). Name of Person Filing:

This statement is filed on behalf of Leon G. Cooperman ("Mr. Cooperman"). Mr. Cooperman is engaged in, among other activities, investing for his own account.

Mr. Cooperman is the Managing Member of Omega Associates, L.L.C. ("Associates"), a limited liability company organized under the laws of the State of Delaware. Associates is a private investment firm formed to invest in and act as general partner of investment partnerships or similar investment vehicles. Associates is the general partner of limited partnerships organized under the laws of Delaware known as Omega Capital Partners, L.P. ("Capital LP"), Omega Capital Investors, L.P. ("Investors LP"), and Omega Equity Investors, L.P. ("Equity LP"), These entities are private investment firms engaged in the purchase and sale of securities for investment for their own accounts.

Mr. Cooperman is the President, CEO, and sole stockholder of Omega Advisors, Inc. ("Advisors"), a Delaware corporation, engaged in investing for its own account and providing investment management services, and Mr. Cooperman controls said entity.

Advisors serves as the investment manager to Omega Overseas Partners, Ltd. ("Overseas"), a Cayman Island exempted company, with a registered address at c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands, British West Indies. Mr. Cooperman has investment discretion over Overseas' portfolio investments and is deemed to control such investments.

Advisors serve as a discretionary investment advisor to a limited number of institutional clients (the "Managed Accounts"). As to the Shares (as defined below) owned by the Managed Accounts, there would be shared power to dispose or to direct the disposition of such Shares because the owners of the Managed Accounts may be deemed beneficial owners of such Shares pursuant to Rule 13d-3 under the Act as a result of their right to terminate the discretionary account within a period of 60 days.

Mr. Cooperman is the ultimate controlling person of Associates, Capital LP, Investors LP, Equity LP, Overseas, and Advisors. The principal business office of Associates, Capital LP, Investors LP, Equity LP, Overseas, Charitable LP, Credit LP and Advisors is 810 Seventh Avenue, 33rd floor, New York, New York 10019.

Item 2(b). Address of Principal Business Office or, if none, Residence:

The principal business office of Mr. Cooperman is St. Andrew's Country Club, 7118 Melrose Castle Lane, Boca Raton, FL 33496

Item 2(c). Citizenship:

Mr. Cooperman is a United States citizen.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.01 (the "Shares")

Item 2(e). CUSIP Number:

41146A106

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Item 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c);

This Item 3 is inapplicable.

Item 4. Ownership.

(a)(b) Amount beneficially owned and percent of  
Class:

Mr. Cooperman may be deemed the beneficial owner of 7,107,654 Shares, which constitutes approximately 3.54 % of the total number of Shares outstanding. This consists of 2,562,767 Shares owned by Capital LP, of which 1,393,000 Shares are restricted stock; 871,503 Shares owned by Investors LP, of which 420,786 Shares are restricted stock; 1,319,300 Shares owned by Equity LP, of which 729,000 Shares are restricted stock; 2,133,584 Shares owned by Overseas, of which 773,417 Shares are restricted stock; and 220,500 Shares owned by Managed Accounts, of which 121,000 Shares are restricted stock. The term "restricted stock" as used herein refers to the restricted shares that were purchased in a private sale from Harbinger Capital Partners Master Fund I, Ltd. ("Harbinger") on September 26, 2013.

(b) Percent of class:

3.54%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

6,887,154

(ii) Shared power to vote or to direct the vote:

220,500

(iii) Sole power to dispose or to direct the disposition of:

6,887,154

(iv) Shared power to dispose or to direct the disposition of:

220,500

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

This Item 6 is not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

This Item 7 is not applicable.

Item 8. Identification and Classification of Members of the Group.

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group.

This Item 9 is not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2017

LEON G.  
COOPERMAN  
By: /s/ Edward Levy  
Edward Levy  
Attorney-in-Fact

Duly authorized under POA effective as of August 10, 2016 and filed on August 12, 2016.

\* Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).