

Fortress Investment Group LLC  
 Form 4  
 June 27, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
 Fortress Investment Group LLC

(Last) (First) (Middle)

1345 AVENUE OF THE AMERICAS, 45TH FLOOR

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 OneMain Holdings, Inc. [OMF]

3. Date of Earliest Transaction (Month/Day/Year)  
 06/25/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
X 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)                              |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock, par value \$0.01 per share | 06/25/2018                           |  | S                              | 54,937,500 D  | \$ 26 0   | I  | By Springleaf Financial Holdings, LLC <sup>(1)</sup> <sup>(2)</sup> <sub>(3)</sub> |

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

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SEC 1474 (9-02)

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**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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Fortress Investment Group LLC  
1345 AVENUE OF THE AMERICAS  
45TH FLOOR  
NEW YORK, NY 10105

FIG LLC  
1345 AVENUE OF THE AMERICAS  
45 FLOOR  
NEW YORK, NY 10105

Fortress Operating Entity I LP  
1345 AVENUE OF THE AMERICAS  
45TH FLOOR  
NEW YORK, NY 10105

FIG Corp.  
1345 AVENUE OF THE AMERICAS  
45TH FLOOR  
NEW YORK, NY 10105

FCFI Acquisition LLC  
1345 AVENUE OF THE AMERICAS  
45TH FLOOR  
NEW YORK, NY 10105

Springleaf Financial Holdings, LLC  
C/O FORTRESS INVESTMENT GROUP  
1345 AVENUE OF THE AMERICAS, 45TH FLOOR  
NEW YORK, NY 10105

## Signatures

|  |            |
|--|------------|
| Fortress Investment Group LLC, by /s/ David N. Brooks, its Secretary                                     | 06/27/2018 |
| __Signature of Reporting Person  | Date       |
| FIG LLC, by /s/ David N. Brooks, its Secretary   | 06/27/2018 |
| __Signature of Reporting Person  | Date       |
| Fortress Operating Entity I LP, by FIG Corp., its general partner, by /s/ David N. Brooks, its Secretary | 06/27/2018 |
| __Signature of Reporting Person  | Date       |
| FIG Corp., by /s/ David N. Brooks, its Secretary   | 06/27/2018 |
| __Signature of Reporting Person  | Date       |
| FCFI Acquisition LLC, by /s/ David N. Brooks, its Secretary  | 06/27/2018 |
| __Signature of Reporting Person  | Date       |
| Springleaf Financial Holdings, LLC, by /s/ Cameron MacDougall, its Secretary                             | 06/27/2018 |
| __Signature of Reporting Person  | Date       |

## Explanation of Responses:

\* 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).

(1) FCFI Acquisition LLC holds 92.9% of the voting membership interests in Springleaf Financial Holdings, LLC. Fortress Investment Fund V (Fund A) L.P., Fortress Investment Fund V (Fund B) L.P., Fortress Investment Fund V (Fund C) L.P., Fortress Investment Fund V (Fund D), L.P., Fortress Investment Fund V (Fund E) L.P., Fortress Investment Fund V (Fund F) L.P. and Fortress Investment Fund V (Fund G) L.P. (collectively, the "Fund V Funds") collectively own 100% of FCFI Acquisition LLC. FIG LLC is the investment manager of each of the Fund V Funds. Fortress Operating Entity I LP ("FOE I") is the 100% owner of FIG LLC. FIG Corp. is the general partner of FOE I. FIG Corp. is a wholly owned subsidiary of Fortress Investment Group LLC.

(2) Each reporting person disclaims beneficial ownership of all reported shares except to the extent of its pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for the purposes of Section 16 or otherwise.

(3) Pursuant to the Share Purchase Agreement, dated as of January 3, 2018, among OMH Holdings, L.P. ("OMH"), Springleaf Financial Holdings, LLC ("SFH") and OneMain Holdings, Inc. (the "Company"), SFH sold 54,937,500 shares of Company common stock at a price of \$26.00 per share to OMH.

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.