

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, 2005
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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
 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, par value \$0.01 per share	06/25/2018		S		54,937,500	D	\$ 26 0

By
 Springleaf
 Financial
 Holdings,
 LLC (1) (2)
(3)

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

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 (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 Beneficially (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.

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