

FCFI Acquisition LLC

Form 4

December 18, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)

12/18/2017

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	12/18/2017		S		7,500,000	D	\$ 25.1
					54,937,500	I	

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

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

**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 control  
number.**

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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	X	X		
FIG LLC 1345 AVENUE OF THE AMERICAS, 45TH FLOOR NEW YORK, NY 10105	X	X		
Fortress Operating Entity I LP 1345 AVENUE OF THE AMERICAS, 45TH FLOOR NEW YORK, NY 10105	X	X		
FIG Corp. 1345 AVENUE OF THE AMERICAS, 45TH FLOOR NEW YORK, NY 10105	X	X		
FCFI Acquisition LLC 1345 AVENUE OF THE AMERICAS, 45TH FLOOR NEW YORK, NY 10105	X	X		
Springleaf Financial Holdings, LLC C/O FORTRESS INVESTMENT GROUP 1345 AVENUE OF THE AMERICAS, 45TH FLOOR NEW YORK, NY 10105	X	X		

## Signatures

/s/ David N. Brooks, as Authorized Signatory of Fortress Investment Group LLC	12/18/2017
__Signature of Reporting Person	Date
/s/ David N. Brooks, as Authorized Signatory of FIG LLC	12/18/2017

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<u>Signature of Reporting Person</u>	Date
/s/ David N. Brooks, as Authorized Signatory of Fortress Operating Entity I LLP	12/18/2017
<u>Signature of Reporting Person</u>	Date
/s/ David N. Brooks, as Authorized Signatory of FIG Corp	12/18/2017
<u>Signature of Reporting Person</u>	Date
/s/ David N. Brooks, as Authorized Signatory of FCFI Acquisition LLC	12/18/2017
<u>Signature of Reporting Person</u>	Date
/s/ Cameron MacDougall, as Authorized Signatory of Springleaf Financial Holdings, LLC	12/18/2017
<u>Signature of Reporting Person</u>	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) 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. 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. (continued in footnote 2)
- (2) On December 18, 2017, Springleaf Financial Holdings, LLC ("SFH") completed the sale (the "Sale") of 7,500,000 shares of common stock at a price of \$25.10 per share in an underwritten public secondary offering. Immediately following the Sale, SFH owned 54,937,500 shares of common stock.

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.