OneMain Holdings, Inc.
Form 424B3
May 09, 2018

The information in this preliminary prospectus supplement and the accompanying prospectus is not complete and may be changed. A registration statement relating to the securities has been declared effective by the Securities and Exchange Commission. This preliminary prospectus supplement and the accompanying prospectus are neither offers to sell nor solicitations of offers to buy these securities in any jurisdiction where the offer or sale thereof is not permitted.

Filed Pursuant to Rule 424(b)(3)
Registration Statement No. 333-221391
333-221391-01

Subject to Completion, dated May 9, 2018

PRELIMINARY PROSPECTUS SUPPLEMENT
(To Prospectus dated November 7, 2017)

Springleaf Finance Corporation
$500,000,000
% Senior Notes due 2026

Springleaf Finance Corporation (SFC) is offering $500 million aggregate principal amount of % Senior Notes due 2026 (the notes). The notes will bear interest at a rate of % per annum. The notes will mature on , 2026. Interest will accrue on the notes from , 2018. Interest on the notes is payable on and of each year, commencing on , 2018.

The notes will be SFC s general unsecured obligations and will rank equally in right of payment with all of SFC s existing and future unsubordinated debt. The notes will be effectively subordinated to all of SFC s secured obligations to the extent of the value of the assets securing such obligations, and structurally subordinated to any existing and future liabilities of SFC s subsidiaries.

The notes will be guaranteed by SFC s indirect parent company, OneMain Holdings, Inc. (formerly Springleaf Holdings, Inc.) (OMH), but the notes will not be guaranteed by OneMain Financial Holdings, LLC (formerly OneMain Financial Holdings, Inc.) (OMFH), any of SFC s subsidiaries or any other party.

SFC intends to use the net proceeds from this offering to redeem the remaining $400 million in aggregate principal amount of OMFH 7.250% Senior Notes due 2021 and other general corporate purposes, which may include other debt repurchases and repayments. Accordingly, SFC will have broad discretion over the use of proceeds from this offering. See Summary—Recent Developments.

Investing in the notes involves risks. See Risk Factors beginning on page S-12 of this prospectus supplement and page 7 of the accompanying prospectus and those risk factors in the documents incorporated by reference in this prospectus supplement and the accompanying prospectus.

	Per Note	Note Total
Public offering price[1]	%	$
Underwriting discount	%	$
Proceeds, before expenses, to us	%	$

(1) Plus accrued interest, if any, from , 2018, if settlement occurs after that date.

Neither the Securities and Exchange Commission (the SEC) nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The notes will not be listed on any securities exchange.

We expect that beneficial interests in the notes will be credited in book-entry form through the facilities of The Depository Trust Company (DTC) to the accounts of its participants, including Euroclear Bank S.A./N.V., as operator of the Euroclear System, and Clearstream Banking, *societé anonyme*, on or about , 2018, which is the second business day following the date of pricing of the notes.

Joint Book-Running Managers

Morgan Stanley RBC Capital Markets

Barclays Citigroup Credit Suisse

Goldman Sachs & Co. LLC SOCIETE GENERALE

Co-Managers

Natixis Deutsche Bank Securities Drexel Hamilton

, 2018

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and the accompanying prospectus are part of a shelf registration statement that we filed with the SEC. Under this shelf registration process, we may sell the securities described in the accompanying prospectus at our discretion in one or more offerings. You should read (i) this prospectus supplement, (ii) the accompanying prospectus, (iii) any free writing prospectus prepared by or on behalf of us or to which we have referred you and (iv) the documents incorporated by reference herein and therein that are described in this prospectus supplement and the accompanying prospectus under the heading Where You Can Find More Information.

We and the underwriters have not authorized anyone to provide you with any information other than that contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or any free writing prospectus prepared by or on behalf of us or to which we have referred you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may have provided you. We and the underwriters are offering to sell, and seeking offers to buy, these securities only in jurisdictions where the offers and sales are permitted. You should assume that the information appearing in this prospectus supplement and the accompanying prospectus or any other documents incorporated by reference in either is accurate only as of the stated date of each document in which the information is contained. After the stated date, our business, financial condition, results of operations and prospects may have changed.

This prospectus supplement and the accompanying prospectus summarize certain documents and other information to which we refer you for a more complete understanding of what we discuss in this prospectus supplement and the accompanying prospectus. In making an investment decision, you should rely on your own examination of our Company (as defined herein) and the terms of this offering and the notes, including the merits and risks involved.

We and the underwriters are not making any representation to any purchaser of the notes regarding the legality of the purchaser s investment in the notes. You should not consider any information contained or incorporated by reference in this prospectus supplement or the accompanying prospectus to be legal, business or tax advice. You should consult your own attorney, business advisor and tax advisor for legal, business and tax advice regarding an investment in the notes.

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NON-GAAP FINANCIAL MEASURES

The SEC has adopted rules to regulate the use of non-GAAP financial measures in filings with the SEC and in other public disclosures. These measures are derived on the basis of methodologies other than in accordance with accounting principles generally accepted in the United States of America (GAAP).

We use adjusted pretax income (loss), a non-GAAP financial measure in this prospectus supplement and accompanying prospectus, as a key performance measure. Adjusted pretax income (loss) represents income (loss) before income taxes on a Segment Accounting Basis (as defined below) and excludes acquisition-related transaction and integration expenses, net gain (loss) on sales of personal and real estate loans, net gain on sale of SpringCastle interests, SpringCastle transaction costs, losses resulting from repurchases and repayments of debt, debt refinance costs, net loss on liquidation of our United Kingdom subsidiary, and income attributable to non-controlling interests. Management believes adjusted pretax income (loss) is useful in assessing the profitability of our segments and uses adjusted pretax income (loss) in evaluating our operating performance and as a performance goal under the Company s executive compensation programs. Adjusted pretax income (loss) is a non-GAAP financial measure and should be considered supplemental to, but not as a substitute for or superior to, income (loss) before income taxes, net income, or other measures of financial performance prepared in accordance with GAAP. Segment Accounting Basis refers to a basis used to report the operating results of our segments, which reflects our allocation methodologies for certain costs and excludes the impact of applying purchase accounting.

See Summary—Summary Consolidated Historical Financial Data of OMH and its Subsidiaries and Summary—Summary Consolidated Historical Financial Data of SFC and its Subsidiaries in this prospectus supplement for quantitative reconciliations of income (loss) before income taxes on a Segment Accounting Basis to adjusted pretax income (loss). See also Note 22 of the Notes to Consolidated Financial Statements in each of OMH s and SFC s Annual Reports on Form 10-K for the year ended December 31, 2017 and Note 16 of the Notes to Condensed Consolidated Financial Statements in each of OMH s and SFC s Quarterly Reports on Form 10-Q for the quarter ended March 31, 2018, which are incorporated by reference herein, for reconciliations of segment information on a Segment Accounting Basis to consolidated financial statement amounts.

INDUSTRY AND MARKET DATA

We obtained the market and competitive position data used or incorporated by reference in this prospectus supplement and accompanying prospectus from our own research, surveys or studies conducted by third parties and industry or general publications. Industry publications and surveys generally state that they have obtained information from sources believed to be reliable, but do not guarantee the accuracy and completeness of such information. While we believe that each of these studies and publications is reliable, neither we nor the underwriters have independently verified such data and neither we nor the underwriters make any representation as to the accuracy of such information. Similarly, we believe our internal research is reliable, but it has not been verified by any independent sources.

FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus and the documents incorporated by reference herein and therein contain or incorporate by reference certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are not statements of historical fact but instead represent only management s current beliefs regarding future events. By their nature, forward-looking statements involve inherent risks, uncertainties and other important factors that may cause actual results, performance or achievements to differ materially from those expressed in or implied by such forward-looking statements. The forward-looking statements made or incorporated by reference in this prospectus supplement and the accompanying prospectus and the documents incorporated by reference herein and therein relate only to events as of the date on which the statements are made. We do not undertake any obligation to publicly update or review any forward-looking statement except as required by law, whether as a result of new information, future developments or otherwise. Forward-looking statements include, without limitation, statements concerning future plans, objectives, goals, projections, strategies, events or performance, and underlying assumptions and other statements related thereto. Statements preceded by, followed by or that otherwise include the words anticipates, appears, are likely, believes, estimates, expects, foresees, intends, plans, projects and similar expressions or future or conditional verbs suc would, should, could, may, or will, are intended to identify forward-looking statements.

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As set forth more fully under Part I, Item 1A. Risk Factors in OMH s and SFC s respective most recent Annual Reports on Form 10-K and Part II, Item 1. Legal Proceedings and Part II, Item 1A. Risk Factors in OMH s and SFC s respective subsequent Quarterly Reports on Form 10-Q, which are incorporated by reference herein, important factors that could cause actual results, performance or achievements to differ materially from those expressed in or implied by forward-looking statements include, without limitation, the following:

- the inability to obtain, or delays in obtaining, cost savings and synergies from the OneMain Acquisition (as defined herein), and risks and other uncertainties associated with the integration of the companies;
- any litigation, fines or penalties that could arise relating to the OneMain Acquisition or Apollo-Värde Transaction (as defined herein);
- various uncertainties and risks in connection with the OneMain Acquisition or Apollo-Värde Transaction which may result in an adverse impact on us;
- the impact of the Apollo-Värde Transaction on our relationships with employees and third parties;
- various risks relating to continued compliance with the settlement agreement with the U.S. Department of Justice entered into in connection with the OneMain Acquisition;
- any inability to repay or default in the repayment of intercompany indebtedness owed to SFC or OMH by our subsidiaries or affiliates or owed by SFC or OMH to our subsidiaries or affiliates;
- any inability to perform or default in the performance of any contractual obligations, including intercompany indebtedness, that currently exist or may in the future exist between SFC and OMH or between SFC or OMH, on the one hand, and any of our subsidiaries or affiliates, on the other hand;
- changes in general economic conditions, including the interest rate environment in which we conduct business and the financial markets through which we can access capital and also invest cash flows from our Consumer and Insurance segment;
- levels of unemployment and personal bankruptcies;
- natural or accidental events such as earthquakes, hurricanes, tornadoes, fires, or floods affecting our customers, collateral, or branches or other operating facilities;
- war, acts of terrorism, riots, civil disruption, pandemics, disruptions in the operation of our information systems, cyber-attacks or other security breaches, or other events disrupting business or commerce;
- changes in the rate at which we can collect or potentially sell our finance receivables portfolio;
- the effectiveness of our credit risk scoring models in assessing the risk of customer unwillingness or lack of capacity to repay;
- changes in our ability to attract and retain employees or key executives to support our businesses;
- changes in the competitive environment in which we operate, including the demand for our products, customer responsiveness to our distribution channels, our ability to make technological improvements and the strength and ability of our competitors to operate independently or to enter into business combinations that result in a more attractive range of customer products or provide greater financial resources;
- risks related to the acquisition or sale of assets or businesses or the formation, termination or operation of joint ventures or other strategic alliances or arrangements, including loan delinquencies or net charge-offs, integration or migration issues, increased costs of servicing, incomplete records, and retention of customers;
- risks associated with our insurance operations, including insurance claims that exceed our expectations or insurance losses that exceed our reserves;
- the inability to successfully implement our growth strategy for our consumer lending business, as well as various risks associated with successfully acquiring portfolios of consumer loans, pursuing acquisitions, and/or establishing joint ventures;
- declines in collateral values or increases in actual or projected delinquencies or net charge-offs;

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- changes in federal, state or local laws, regulations, or regulatory policies and practices, including the Dodd-Frank Wall Street Reform and Consumer Protection Act (which, among other things, established the Consumer Financial Protection Bureau, which has broad authority to regulate and examine financial institutions, including us), that affect our ability to conduct business or the manner in which we conduct business, such as licensing requirements, pricing limitations or restrictions on the method of offering products, as well as changes that may result from increased regulatory scrutiny of the sub-prime lending industry, our use of third-party vendors and real estate loan servicing, or changes in corporate or individual income tax laws or regulations, including effects of the enactment of Public Law 115-97 amending the Internal Revenue Code of 1986, as amended (the Code);
- potential liability relating to real estate and personal loans which we have sold or may sell in the future, or relating to securitized loans, if it is determined that there was a non-curable breach of a representation or warranty made in connection with such transactions;
- the costs and effects of any actual or alleged violations of any federal, state or local laws, rules or regulations, including any litigation associated therewith, any impact to our business operations, reputation, financial position, results of operations or cash flows arising therefrom, any impact to our relationships with lenders, investors or other third parties attributable thereto, and the costs and effects of any breach of any representation, warranty or covenant under any of our contractual arrangements, including indentures or other financing arrangements or contracts, as a result of any such violation;
- the costs and effects of any fines, penalties, judgments, decrees, orders, inquiries, investigations, subpoenas or enforcement or other proceedings of any governmental or quasi-governmental agency or authority and any litigation associated therewith;
- our continued ability to access the capital markets or the sufficiency of our current sources of funds to satisfy our cash flow requirements;
- our ability to comply with our debt covenants;
- our ability to generate sufficient cash to service all of our indebtedness;
- any material impairment or write-down of the value of our assets;
- the effects of any downgrade of our debt ratings by credit rating agencies, which could have a negative impact on our cost of and/or access to capital;
- our substantial indebtedness, which could prevent us from meeting our obligations under our debt instruments and limit our ability to react to changes in the economy or our industry, or our ability to incur additional borrowings;
- the impacts of our securitizations and borrowings;
- our ability to maintain sufficient capital levels in our regulated and unregulated subsidiaries;
- changes in accounting standards or tax policies and practices and the application of such new standards, policies and practices;
- changes in accounting principles and policies or changes in accounting estimates
- effects of the acquisition of Fortress by an affiliate of SoftBank Group Corp. (SoftBank);
- effects, if any, of the contemplated acquisition by an investor group of shares of our common stock beneficially owned by Fortress and its affiliates;
- any failure or inability to achieve the performance requirements related to a loan portfolio initially acquired through a joint venture (the SpringCastle Portfolio) set forth in the purchase agreement, dated March 31, 2016, entered in connection with the sale of our 47% equity interest in the SpringCastle Portfolio;
- the effect of future sales of our remaining portfolio of real estate loans and the transfer of servicing of these loans, including the environmental liability and costs for damage caused by hazardous waste if a real estate loan goes into default; and
- other risks described in Risk Factors in this prospectus supplement.

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If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, our actual results may vary materially from what we may have expressed or implied by these forward-looking statements. We caution that you should not place undue reliance on any of our forward-looking statements. You should specifically consider the factors identified or incorporated by reference in this prospectus supplement and the accompanying prospectus that could cause actual results to differ before making an investment decision to purchase our securities. Furthermore, new risks and uncertainties arise from time to time, and it is impossible for us to predict those events or how they may affect us.

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SUMMARY

This summary highlights the information contained elsewhere in or incorporated by reference in this prospectus supplement and the accompanying prospectus. Because this is only a summary, it does not contain all of the information that may be important to you. For a more complete understanding of this offering, we encourage you to read this entire prospectus supplement and the accompanying prospectus and the information incorporated by reference herein and therein, including the financial statements and the notes to those statements.

In this prospectus supplement, except as otherwise indicated or the context otherwise requires, each reference to (i) SFC refers to Springleaf Finance Corporation, (ii) OMH refers to OneMain Holdings, Inc. (formerly Springleaf Holdings, Inc.), (iii) SFI refers to Springleaf Finance, Inc., (iv) OMFH refers to OneMain Financial Holdings, LLC (formerly OneMain Financial Holdings, Inc.), (v) OneMain refers to OMFH and its subsidiaries and (v) the Company, we, us and our refers to OMH and its subsidiaries, whether directly or indirectly owned. See —Organizational Structure below.

We are a leading consumer finance company providing responsible loan products to customers through our branch network and the internet. We have over a 100-year track record of high quality origination, underwriting and servicing of personal loans, primarily to non-prime consumers. Our deep understanding of local markets and customers, together with our proprietary underwriting process and data analytics, allow us to price, manage and monitor risk effectively through changing economic conditions. With an experienced management team, a strong balance sheet, proven access to the capital markets and strong demand for consumer credit, we believe we are well positioned for future growth.

We staff each of our branch offices with local, well-trained personnel who have significant experience in the industry. Our business model revolves around an effective origination, underwriting, and servicing process that leverages each branch office s local presence in these communities along with the personal relationships developed with our customers. Credit quality is also driven by our long-standing underwriting philosophy, which takes into account each prospective customer s household budget, and his or her willingness and capacity to repay the loan.

In connection with our personal loan business, our insurance subsidiaries offer our customers credit and non-credit insurance policies covering our customers and the property pledged as collateral for our personal loans. As of March 31, 2018, we had approximately $14.9 billion of personal loans due from approximately 2.3 million customer accounts across 44 states, including approximately $5.3 billion of personal loans held by SFC and its subsidiaries.

We also pursue strategic acquisitions and dispositions of assets and businesses, including loan portfolios and other financial assets, as well as fee-based opportunities in servicing loans for others in connection with potential strategic portfolio acquisitions through our centralized operations. We service the SpringCastle Portfolio, in which we sold our 47% ownership interest on March 31, 2016.

Our Corporate History and Corporate Information

In November 2010, an affiliate of Fortress indirectly acquired (the Fortress Acquisition) an 80% economic interest in SFI, a financial services holding company, from an affiliate of American International Group, Inc. (AIG). Following the Fortress Acquisition, AIG indirectly retained a 20% economic interest in SFI. All of the common stock of SFC is owned by SFI. Following a restructuring completed in connection with the initial public offering of OMH, all of the common stock of SFI is owned by OMH.

SFC was incorporated in Indiana in 1927 as successor to a business started in 1920. SFI was incorporated in Indiana in 1974. OMH was incorporated in Delaware in 2013. In October 2013, OMH completed an initial public offering of its common stock. On November 15, 2015, OMH acquired all of the outstanding equity interests of OMFH for approximately $4.5 billion in cash (the OneMain Acquisition). In connection with the OneMain Acquisition, OMH changed its name from Springleaf Holdings, Inc. to OneMain Holdings, Inc. As a result of the OneMain Acquisition, OMFH became a wholly owned, indirect subsidiary of OMH. OMFH is not a subsidiary of SFC and SFC is not a subsidiary of OMFH. See —Organizational Structure.

As of March 31, 2018, Springleaf Financial Holdings, LLC (the Initial Stockholder) owned approximately 40.5% of OMH s common stock. The Initial Stockholder is owned primarily by a private equity fund managed by an affiliate of Fortress, a leading global investment manager that offers alternative and

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traditional investment products, and AIG Capital Corporation, a subsidiary of AIG. On February 26, 2018, the Initial Stockholder sold all of the remaining shares beneficially owned by AIG.

On January 3, 2018, an investor group led by funds managed by affiliates of Apollo Global Management, LLC and Värde Partners, Inc. entered into a definitive agreement (the Apollo-Värde Transaction) with the Initial Stockholder and OMH to acquire from the Initial Stockholder 54,937,500 shares of OMH s common stock (representing approximately 40.6% of the outstanding shares of OMH s common stock as of such date), representing the entire holdings of OMH s stock beneficially owned by Fortress. The Apollo-Värde Transaction is expected to close in the second quarter of 2018 and is subject to regulatory approvals and other customary closing conditions.

Our executive offices are located at 601 N.W. Second Street, Evansville, Indiana 47708, and our telephone number is (812) 424-8031. Our website address is *www.omf.com*. The information on our website is not a part of this prospectus supplement and is not incorporated into this prospectus supplement or the accompanying prospectus by reference.

Recent Developments

The Offering

SFC intends to issue $500 million aggregate principal amount of % senior notes offered hereby. SFC intends to use the net proceeds from this offering to redeem the remaining $400 million in aggregate principal amount of OMFH 7.250% Senior Notes due 2021 (the 2021 OMFH Notes) and other general corporate purposes, which may include other debt repurchases and repayments. Accordingly, SFC will have broad discretion over the use of proceeds from this offering.

Partial Redemption of 2021 OMFH Notes

On April 18, 2018, OMFH redeemed $400 million in aggregate principal amount of its outstanding 2021 OMFH Notes at a redemption price in cash equal to the sum of (i) 103.625% of the principal amount of the notes and (ii) any accrued and unpaid interest up to but excluding the redemption date on the principal amount (such redemption, the April 2018 OMFH Notes Redemption).

Organizational Structure

The following chart summarizes our organizational structure as of March 31, 2018, as well as our and OneMain s outstanding indebtedness as of March 31, 2018 after giving effect to certain transactions described in the footnotes below. See OMH Capitalization, SFC Capitalization and Description of Certain Other Indebtedness for more information.

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This chart is provided for illustrative purposes only and does not represent all of our or OneMain s subsidiaries or obligations.

(a) Management consists of outstanding shares of common stock owned by our directors and executive officers as of March 31, 2018.

(b) Formerly Springleaf Holdings, Inc.

(c) On November 12, 2015, in connection with the closing of the OneMain Acquisition, Springleaf Financial Cash Services, Inc. (CSI), a wholly owned subsidiary of SFC, entered into a revolving demand note with Independence (the Cash Services Note), whereby CSI agreed to make advances to Independence from time to time. As of March 31, 2018, $2.8 billion was outstanding under the Cash Services Note, and the maximum borrowing amount under the note was $3.4 billion. See Description of Certain Other Indebtedness—Independence Indebtedness—Cash Services Note.

(d) As part of our ongoing efforts related to the integration of Springleaf and OneMain, we may contribute the equity of Independence to SFC during 2018 (the Independence Contribution). No assurance can be given that the Independence Contribution will be completed in 2018 or at all.

(e) Reflects the net decrease of debt occurring after March 31, 2018, totaling $204 million (the 2018 OMFH Net Debt Decrease) relating to OMFH’s revolving conduit facilities and securitizations.

(f) Reflects the April 2018 OMFH Notes Redemption and the proposed redemption by OMFH of the remaining $400 million in aggregate principal amount of its outstanding 2021 OMFH Notes with a portion of the expected net proceeds from this offering. See Summary—Recent Developments—Partial Redemption of the 2021 OMFH Notes.

(g) Reflects the net decrease of debt occurring after March 31, 2018 through May 4, 2018 totaling $66 million (the 2018 SFC Net Debt Decrease) relating to SFC’s revolving conduit facilities and securitizations.

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The Offering

The summary below describes the principal terms of the notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The following is not intended to be complete. You should carefully review the Description of the Notes section of this prospectus supplement, which contains a more detailed description of the terms and conditions of the notes.

Issuer
Springleaf Finance Corporation, an Indiana corporation (the Issuer).
Notes to be Issued
$500 million aggregate principal amount of % senior notes due , 2026.
Maturity
The notes will mature on , 2026.
Interest Rate
The notes will bear interest at the rate of % per annum, payable semi-annually in arrears.
Interest Payment Dates
Each and , commencing on , 2018. Interest will accrue from the issue date of the notes.
Ranking
The notes will be SFC s senior unsecured obligations and will rank equally in right of payment with all of SFC s other existing and future unsubordinated indebtedness from time to time outstanding. The notes will not be guaranteed by any of SFC s subsidiaries. The notes will be effectively subordinated to all of SFC s secured obligations to the extent of the value of the assets securing such obligations and structurally subordinated to any existing and future obligations of SFC s subsidiaries with respect to claims against the assets of such subsidiaries.
As a result of the OneMain Acquisition, OMFH became a wholly owned, indirect subsidiary of OMH. On November 8, 2016, OMH, OMFH and the trustee under the OMFH Indenture entered into a supplemental indenture pursuant to which OMH agreed to fully and unconditionally guarantee, on a senior unsecured basis (the OMFH Notes Guarantee), the payment of principal of, and premium and interest on, the OMFH Notes (as defined herein).

OMFH is not a subsidiary of SFC and SFC is not a subsidiary of OMFH. OMFH and its subsidiaries will not be guarantors of the notes; accordingly, the notes will be structurally subordinated to all existing and future obligations of OMFH and its subsidiaries with respect to claims against their assets (except to the extent that OMH or SFC have recognized claims against OneMain). Although they may do so in the future, SFC and its subsidiaries are not guarantors of any indebtedness of OneMain.

As of March 31, 2018, after giving effect to this offering and the expected use of net proceeds therefrom and the April 2018 OMFH Notes Redemption, the aggregate amount of unsubordinated indebtedness outstanding with which the guarantee of the notes by OMH would have ranked equally would have been approximately $5.9 billion. As of March 31, 2018, after giving effect to (i) this offering and the expected use of net proceeds therefrom and (ii) the 2018 SFC Net Debt Decrease, SFC s subsidiaries would have had approximately $3.2 billion of indebtedness (including securitizations and borrowings under revolving conduit facilities) to which the notes would have been structurally subordinated.

As of March 31, 2018, after giving effect to (i) this offering and the expected use of net proceeds therefrom and (ii) the 2018 SFC Net Debt Decrease, the aggregate amount of SFC s unsubordinated indebtedness

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outstanding with which the notes would have ranked equally would have been approximately $5.9 billion. As of March 31, 2018, after giving effect to (i) this offering and the expected use of net proceeds therefrom, (ii) the April 2018 OMFH Notes Redemption, (iii) the 2018 SFC Net Debt Decrease and (iv) the 2018 OMFH Net Debt Decrease, OMH and its subsidiaries would have had $15.3 billion of indebtedness outstanding.

As of March 31, 2018, after giving effect to (i) this offering and the expected use of net proceeds therefrom, (ii) the April 2018 OMFH Notes Redemption and (iii) the 2018 OMFH Net Debt Decrease, OneMain would have had approximately $5.6 billion of indebtedness outstanding (excluding any indebtedness owed by OMFH to SFC or its parent).

See Description of Certain Other Indebtedness.

Optional Redemption
The notes may be redeemed at any time and from time to time, in whole or in part, at SFC s option, at a make-whole redemption price, as described in this prospectus supplement under the caption Description of the Notes—Optional Redemption.
Guarantee
The payment of principal of, and premium and interest on, the notes will be fully and unconditionally guaranteed on an unsecured basis by OMH, SFC s indirect parent company. See Description of the Notes—Guarantee.
Certain Covenants
The notes contain certain restrictions, including a limitation that restricts SFC s ability and the ability of SFC s subsidiaries to incur liens on certain assets. See Description of the Notes—Limitations on Liens.
The notes also restrict SFC s ability to merge with or into, or sell or convey all or substantially all of our assets to, any other corporation or entity. See Description the Notes—Merger and Consolidation.

Use of Proceeds
SFC intends to use the net proceeds from this offering to redeem the remaining $400 million in aggregate principal amount of OMFH 7.250% Senior Notes due 2021 and other general corporate purposes, which may include other debt repurchases and repayments. Accordingly, SFC will have broad discretion over the use of proceeds from this offering. See Summary—Recent Developments.
Governing Law
The indenture and the notes will be governed by, and construed in accordance with, the laws of the State of New York.
No Prior Market
The notes will be new securities for which there is no market. Although the underwriters have informed us that they intend to make a market in the notes, they are not obligated to do so and may discontinue market-making at any time without notice. Accordingly, a liquid market for the notes may not develop or be maintained.
Risk Factors
You should carefully consider the information set forth herein under Risk Factors and in the section entitled Risk Factors in the most recent Annual Report on Form 10-K filed by each of OMH and SFC and the other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus in deciding whether to purchase the notes.

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SUMMARY CONSOLIDATED HISTORICAL FINANCIAL DATA OF OMH AND ITS SUBSIDIARIES

The following tables present OMH s summary historical financial information as of and for the periods described below.

The summary historical consolidated statement of operations data for the years ended December 31, 2015, 2016 and 2017 and the summary historical consolidated balance sheet data as of December 31, 2016 and 2017 have been derived from OMH s audited consolidated financial statements incorporated by reference into this prospectus supplement and the accompanying prospectus. The summary historical consolidated balance sheet data as of December 31, 2015 has been derived from OMH s audited consolidated financial statements, which are not incorporated by reference herein, and which have been revised for a change in accounting policy for the derecognition of loans within a purchased credit impaired pool.

The summary historical consolidated statement of operations data for the three months ended March 31, 2018 and March 31, 2017 and the summary historical consolidated balance sheet data as of March 31, 2018 have been derived from OMH s unaudited condensed consolidated financial statements incorporated by reference into this prospectus supplement and the accompanying prospectus. The summary historical consolidated balance sheet data as of March 31, 2017 has been derived from OMH s unaudited condensed consolidated financial statements for the three months then ended, which are not incorporated by reference herein. The unaudited condensed consolidated financial statements include all adjustments necessary for a fair presentation of the information set forth herein. Interim results of operations are not necessarily indicative of the results to be expected for the full year.

The summary historical financial information should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and OMH s audited consolidated financial statements and related notes in OMH s Annual Report on Form 10-K for the year ended December 31, 2017 and Management s Discussion and Analysis of Financial Condition and Results of Operations and OMH s unaudited condensed consolidated financial statements and related notes in OMH s Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, each of which is incorporated by reference herein.

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(dollars in millions, except per share amounts)	At or for the Three Months Ended March 31, 2018	2017	At or for the Years Ended December 31, 2017	2016	2015[(a)]
Consolidated Statements of Operations Data:					
Interest income	$ 862	$ 759	$ 3,196	$ 3,110	$ 1,930
Interest expense	200	202	816	856	715
Provision for finance receivable losses	254	245	955	932	716
Net gain on sale of SpringCastle interests	—	—	—	167	—
Net gain on sales of personal and real estate loans and related trust assets	—	—	—	18	—
Other revenues	137	141	560	588	262
Acquisition-related transaction and integration expenses	10	23	69	108	62
Other expenses	367	373	1,485	1,631	925
Income (loss) before income taxes	168	57	431	356	(226)
Income tax expense (benefit)	44	24	248	113	(133)
Net income (loss)	124	33	183	243	(93)
Net income attributable to non-controlling interests	—	—	—	28	127
Net income (loss) attributable to OneMain Holdings, Inc.	$ 124	$ 33	$ 183	$ 215	$ (220)
Earnings (loss) per share of OneMain Holdings, Inc.:					
Basic	$ 0.91	$ 0.25	$ 1.35	$ 1.60	$ (1.72)
Diluted	$ 0.91	$ 0.25	$ 1.35	$ 1.59	$ (1.72)
Consolidated Balance Sheet Data:					
Net finance receivables, less unearned insurance premium and claim reserves and allowance for finance receivable losses	$ 13,713	$ 13,388	$ 13,670	$ 12,457	$ 14,305
Total assets	20,467	17,973	19,433	18,123	21,190
Long-term debt[(b)]	15,898	13,679	15,050	13,959	17,300
Total liabilities	17,085	14,868	16,155	15,057	18,460
OneMain Holdings, Inc. shareholders' equity	3,382	3,105	3,278	3,066	2,809
Non-controlling interests	—	—	—	—	(79)
Total shareholders' equity	3,382	3,105	3,278	3,066	2,730
Other Operating Data:					
Ratio of earnings to fixed charges	1.81	1.27	1.51	1.40	(c)

(a) Selected financial data for 2015 includes OMFH's results effective from November 1, 2015, pursuant to our contractual agreements with Citigroup in connection with the OneMain Acquisition.

(b) Long-term debt is comprised of the following:

(dollars in millions)	March 31, 2018	2017	December 31, 2017	2016	2015
Long-term debt:					

Consumer securitization debt*	$ 9,015	$ 7,933	$ 8,688	$ 8,240	$ 9,034
Borrowings under revolving conduit facilities	—	10	—	—	2,620
Total secured debt	9,015	7,943	8,688	8,240	11,654
Total existing senior notes	6,711	5,564	6,190	5,547	5,474
Total existing senior debt	15,726	13,507	14,878	13,787	17,128
Junior subordinated debt (hybrid debt)	172	172	172	172	172
Total debt	$ 15,898	$ 13,679	$ 15,050	$ 13,959	$ 17,300

* Includes long-term debt from our Acquisitions and Servicing segment of $1.9 billion at December 31, 2015.

(c) Earnings did not cover total fixed charges by $226 million in 2015.

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(a) Non-GAAP Financial Measures

Adjusted Pretax Income (Loss). Management uses adjusted pretax income (loss), a non-GAAP financial measure, as a key performance measure of our segments. Adjusted pretax income (loss) is a non-GAAP financial measure and should be considered supplemental to, but not as a substitute for or superior to, income (loss) before income taxes, net income, or other measures of financial performance prepared in accordance with GAAP. See Non-GAAP Financial Measures.

The reconciliations of income (loss) before income taxes on a Segment Accounting Basis to adjusted pretax income (loss) (non-GAAP) by segment were as follows:

	Three Months Ended March 31,		Year Ended December 31,		
(dollars in millions)	**2018**	**2017**	**2017**	**2016**	**2015**
Consumer and Insurance					
Income before income taxes—Segment Accounting Basis	$ 174	$ 142	$ 676	$ 688	$ 345
Adjustments:					
Acquisition-related transaction and integration expenses*	10	20	66	100	16
Net gain on sale of personal loans	—	—	—	(22)	—
Net loss on repurchases and repayments of debt	27	1	18	14	—
Debt refinance costs	—	—	—	4	—
Adjusted pretax income (non-GAAP)	$ 211	$ 163	$ 760	$ 784	$ 361
Acquisitions and Servicing					
Income before income taxes —Segment Accounting Basis	$ 1	$ 1	$ 1	$ 225	$ 254
Adjustments:					
Net gain on sale of SpringCastle interests	—	—	—	(167)	—
Acquisition-related transaction and integration expenses*	—	—	—	1	1
SpringCastle transaction costs	—	—	—	1	—
Income attributable to non-controlling interests	—	—	—	(28)	(127)
Adjusted pretax income (non-GAAP)	$ 1	$ 1	$ 1	$ 32	$ 128
Other					
Loss before income tax benefit—Segment Accounting Basis	$ (10)	$ (13)	$ (41)	$ (90)	$ (284)
Adjustments:					
Net loss on sale of real estate loans	—	—	—	12	—
Net loss on repurchases and repayments of debt	—	—	—	1	—
Acquisition-related transaction and integration expenses*	—	6	6	27	48
Debt refinance costs	—	—	—	1	—
Net loss on liquidation of United Kingdom subsidiary	—	—	—	6	—
Adjusted pretax loss (non-GAAP)	$ (10)	$ (7)	$ (35)	$ (43)	$ (236)

* Acquisition-related transaction and integration expenses incurred as a result of the OneMain Acquisition and the sale of branches to Lendmark Financial Services, LLC completed on May 2, 2016 include (i) compensation and employee benefit costs, such as retention awards and severance costs, (ii) accelerated amortization of acquired

software assets, (iii) rebranding to the OneMain brand, (iv) branch infrastructure and other fixed asset integration costs, (v) information technology costs, such as internal platform development, software upgrades and licenses, and technology termination costs, (vi) legal fees and project management costs, (vii) system conversions, including payroll, marketing, risk, and finance functions, and (viii) other costs and fees directly related to the OneMain Acquisition and integration.

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SUMMARY CONSOLIDATED HISTORICAL FINANCIAL DATA OF SFC AND ITS SUBSIDIARIES

The following tables present SFC s summary historical financial information as of and for the periods described below.

The summary historical consolidated statement of operations data for the years ended December 31, 2015, 2016 and 2017 and the summary historical consolidated balance sheet data as of December 31, 2016 and 2017 have been derived from SFC s audited consolidated financial statements incorporated by reference into this prospectus supplement and the accompanying prospectus. The summary historical consolidated balance sheet data as of December 31, 2015 has been derived from SFC s audited consolidated financial statements, which are not incorporated by reference herein, and which have been revised for a change in accounting policy for the derecognition of loans within a purchased credit impaired pool.

The summary historical consolidated statement of operations date for the three months ended March 31, 2018 and March 31, 2017 and the summary historical consolidated balance sheet data as of March 31, 2018 has been derived from SFC s unaudited condensed consolidated financial statements incorporated by reference into this prospectus supplement and the accompanying prospectus. The summary historical consolidated balance sheet data as of March 31, 2017 has been derived from SFC s unaudited condensed consolidated financial statements for the three months then ended, which are not incorporated by reference herein. The unaudited condensed consolidated financial statements include all adjustments necessary for a fair presentation of the information set forth herein. Interim results of operations are not necessarily indicative of the results to be expected for the full year.

The summary historical financial information should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and SFC s audited consolidated financial statements and related notes in SFC s Annual Report on Form 10-K for the year ended December 31, 2017 and Management s Discussion and Analysis of Financial Condition and Results of Operations and SFC s unaudited condensed consolidated financial statements and related notes in SFC s Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, each of which is incorporated by reference herein.

(dollars in millions)	At or for the Three Months Ended March 31, 2018	2017	At or for the Years Ended December 31, 2017	2016	2015
Consolidated Statements of Operations Data:					
Interest income	$ 328	$ 297	$ 1,241	$ 1,350	$ 1,657
Interest expense	130	127	517	556	667
Provision for finance receivable losses	81	71	324	329	339
Net gain on the sale of SpringCastle	—	—	—	167	—
Net gain on sale of personal and real estate loans and related trust assets	—	—	—	18	—
Other revenues	95	106	407	389	243
Other expenses	141	162	614	693	735
Income before income taxes	71	43	193	346	159
Income taxes	17	16	99	113	18
Net income	54	27	94	233	141
Net income attributable to non-controlling interests	—	—	—	28	127
Net income attributable to Springleaf Finance Corporation.	$ 54	$ 27	$ 94	$ 205	$ 14
Consolidated Balance Sheet Data:					
Net finance receivables, less unearned insurance premium and claim reserves and allowance for finance receivable losses	$ 5,144	$ 4,469	$ 5,094	$ 4,543	$ 6,090
Total assets	12,349	9,866	10,824	9,719	12,188
Long-term debt*	9,291	6,823	7,865	6,837	9,582
Total liabilities	9,894	7,495	8,418	7,376	10,156
Springleaf Finance Corporation shareholders' equity	2,455	2,371	2,406	2,343	2,111
Non-controlling interests	—	—	—	—	(79)
Total shareholders' equity	2,455	2,371	2,406	2,343	2,032
Other Operating Data:					
Ratio of earnings to fixed charges	1.54	1.33	1.37	1.61	1.24

*Long-term debt is comprised of the following:

(dollars in millions)	March 31, 2018	2017	December 31, 2017	2016	2015
Long-term debt:					
Consumer securitization debt*	$ 3,221	$ 2,629	$ 3,041	$ 2,675	$ 4,313
Borrowings under revolving conduit facilities	—	10	—	—	1,200
Total secured debt	3,221	2,639	3,041	2,675	5,513
Total existing senior notes	5,898	4,012	4,652	3,990	3,897
Total existing senior debt	9,119	6,651	7,693	6,665	9,410
Junior subordinated debt (hybrid debt)	172	172	172	172	172

Total debt	$ 9,291	$ 6,823	$ 7,865	$ 6,837	$ 9,582

*Includes long-term debt from our Acquisitions and Servicing segment of $1.9 billion at December 31, 2015.

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(a) Non-GAAP Financial Measures

Adjusted Pretax Income (Loss). Management uses adjusted pretax income (loss), a non-GAAP financial measure, as a key performance measure of our segments. Adjusted pretax income (loss) is a non-GAAP financial measure and should be considered supplemental to, but not as a substitute for or superior to, income (loss) before income taxes, net income, or other measures of financial performance prepared in accordance with GAAP. See Non-GAAP Financial Measures.

The reconciliations of income (loss) before income taxes on a Segment Accounting Basis to adjusted pretax income (loss) (non-GAAP) by segment were as follows:

	Three Months Ended March 31,		**Year Ended December 31,**		
(dollars in millions)	**2018**	**2017**	**2017**	**2016**	**2015**
Consumer and Insurance					
Income before income taxes—Segment Accounting Basis	$ 17	$ 7	$ 26	$ 56	$ 260
Adjustments:					
Net gain on sale of personal loans	—	—	—	(22)	—
Net loss on repurchases and repayments of debt	—	—	17	8	—
Debt refinance costs	—	—	—	4	—
Other	1	—	—	—	—
Adjusted pretax income (non-GAAP)	$ 18	$ 7	$ 43	$ 46	$ 260
Acquisitions and Servicing					
Income (loss) before income taxes —Segment Accounting Basis	$ (1)	$ —	$ (2)	$ 219	$ 244
Adjustments:					
Net gain on sale of SpringCastle interests	—	—	—	(167)	—
SpringCastle transaction costs	—	—	—	1	—
Income attributable to non-controlling interests	—	—	—	(28)	(127)
Adjusted pretax income (loss) (non-GAAP)	$ (1)	$ —	$ (2)	$ 25	$ 117
Other					
Income (loss) before income tax—Segment Accounting Basis	$ 63	$ 54	$ 240	$ 143	$ (195)
Adjustments:					
Net loss on sale of real estate loans	—	—	—	12	—
Net loss on liquidation of United Kingdom subsidiary	—	—	—	6	—
Net loss on repurchase and repayment of debt	—	—	—	1	—
Debt refinance costs	—	—	—	1	—
Adjusted pretax income (loss) (non-GAAP)	$ 63	$ 54	$ 240	$ 163	$ (195)

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RISK FACTORS

In addition to the other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus, including the matters addressed under Forward-Looking Statements, you should carefully consider the following risks before investing in the notes. You should also read the risk factors and other cautionary statements, including those described under the sections entitled Risk Factors in OMH s and SFC s most recent Annual Reports on Form 10-K and the sections entitled Legal Proceedings and Risk Factors in OMH s and SFC s subsequent Quarterly Reports on Form 10-Q, which are incorporated by reference in this prospectus supplement and the accompanying prospectus.

We are subject to certain risks and hazards due to the nature of the business activities we conduct. The risks discussed below and incorporated by reference in this prospectus supplement and the accompanying prospectus, any of which could materially and adversely affect our business, financial condition, liquidity, results of operations and prospects, are not the only risks we face. We may experience additional risks and uncertainties not currently known to us or, as a result of developments occurring in the future, conditions that we currently deem to be immaterial may also materially and adversely affect our business, financial condition, liquidity, results of operations and prospects.

Risks Related to the Notes

If current market conditions or our financial performance deteriorates, we may not be able to generate sufficient cash to service all of our indebtedness, including the notes offered hereby, and we may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.

Our ability to make scheduled payments or to refinance our debt obligations, including the notes offered hereby, depends on our financial and operating performance, which is subject to prevailing economic and competitive conditions, which may deteriorate in the future, and to certain financial, business, and other factors beyond our control.

At March 31, 2018, after giving effect to (i) this offering and the expected use of net proceeds therefrom, (ii) the April 2018 OMFH Notes Redemption, (iii) the 2018 SFC Net Debt Decrease and (iv) the 2018 OMFH Net Debt Decrease, OMH and its subsidiaries would have had $1.6 billion of cash and cash equivalents, and, after giving effect to (i) this offering and the expected use of net proceeds therefrom, (ii) the 2018 SFC Net Debt Decrease and (iii) $625 million of advances by SFC to OMFH under the OMFH Demand Note as of May 8, 2018 (the 2018 OMFH Demand Note Advances), SFC would have had $950 million of cash and cash equivalents. See OMH Capitalization and SFC Capitalization. During 2017 and the three months ended March 31, 2018, OMH generated net income of $183 million and $124 million, respectively, and SFC generated net income of $94 million and $54 million, respectively. OMH s and SFC s net cash outflow from operating and investing activities totaled $637 million and $955 million, respectively, in 2017, and OMH s net cash inflow and SFC s net cash outflow from operating and investing activities totaled $174 million and $143 million, respectively, in the three months ended March 31, 2018. At March 31, 2018, OMH had $4.8 billion in unpaid principal balance (UPB) of unencumbered personal loans, and SFC had $1.9 billion UPB of unencumbered personal loans. At March 31, 2018, OMH and SFC had $316 million UPB of unencumbered real estate loans (including $186 million held for sale). We intend to support our liquidity position by pursuing additional debt financings (including new securitizations and new debt issuances, debt refinancing transactions and standby funding facilities), or a combination of the foregoing.

We cannot give any assurance that we would be able to take any of these actions, that these actions would be successful even if undertaken, that these actions would permit us to meet our scheduled debt obligations, or that these actions would be permitted under the terms of our existing or future debt agreements. In the absence of sufficient cash resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt and other obligations. In addition, there is no assurance that Independence, which is the obligor under the Cash Services Note, will be able to satisfy its obligations to SFC thereunder in part or at all. Independence is a holding company with no direct operations and is therefore dependent on dividends and other distributions or loans or advances from its subsidiaries (including OMFH) to generate the funds necessary to meet its financial obligations, including its obligations under the Cash Services Note. The debt instruments under which OMFH is an obligor limit OMFH s ability to dividend funds to Independence. See Description of Certain Other Indebtedness—Independence Indebtedness—Cash Services Note for a description of the Cash Services Note.

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Further, our ability to refinance our debt on attractive terms or at all, as well as the timing of any refinancings, depends upon a number of factors over which we have little or no control, including general economic conditions, such as unemployment levels, housing markets and interest rates, disruptions in the financial markets, the market s view of the quality, value, and liquidity of our assets, our current and potential future earnings and cash flows, and our credit ratings. In addition, any financing, particularly any securitization, that is reviewed by a rating agency is subject to the rating agency s view of the quality and value of any assets supporting such financing, our processes to generate cash flows from, and monitor the status of, such assets, and changes in the methodology used by the rating agencies to review and rate the applicable financing. This process may require significant time and effort to complete and may not result in a favorable rating or any rating at all, which could reduce the effectiveness of such financing or render it unexecutable.

If we cannot make scheduled payments on our debt, we will be in default and, as a result our debt holders could declare all outstanding principal and interest to be due and payable, which could also result in an event of default and declaration of acceleration under certain of our other debt agreements.

Our indebtedness is significant, which could affect our ability to meet our obligations under our debt instruments and could materially and adversely affect our business and our ability to react to changes in the economy or our industry.

We currently have a significant amount of indebtedness. As of March 31, 2018, after giving effect to (i) this offering and the expected use of net proceeds therefrom and (ii) the 2018 SFC Net Debt Decrease, SFC and its subsidiaries would have had $9.7 billion of total indebtedness outstanding, and, after giving effect to (i) this offering and the expected use of net proceeds therefrom, (ii) the April 2018 OMFH Notes Redemption, (iii) the 2018 SFC Net Debt Decrease and (iv) the 2018 OMFH Net Debt Decrease, OMH and its subsidiaries would have had $15.3 billion of indebtedness outstanding. In addition, as of March 31, 2018, after giving effect to (i) this offering and the expected use of net proceeds therefrom and (ii) the April 2018 OMFH Notes Redemption, the aggregate amount of unsubordinated indebtedness outstanding with which the guarantee of the notes by OMH would have ranked equally would have been approximately $5.9 billion. As of March 31, 2018, after giving effect to (i) this offering and the expected use of net proceeds therefrom, (ii) the April 2018 OMFH Notes Redemption and (iii) the 2018 OMFH Net Debt Decrease, OneMain would have had approximately $5.6 billion of indebtedness outstanding, excluding any debt owed by OMFH to SFC or its parent.

The amount of indebtedness could have important consequences, including the following:

- it may require us to dedicate a significant portion of our cash flow from operations to the payment of the principal of, and interest on, our indebtedness, which reduces the funds available for other purposes, including finance receivable originations;
- it could limit our ability to withstand competitive pressures and reduce our flexibility in responding to changing regulatory, business and economic conditions;
- it may limit our ability to incur additional borrowings or securitizations for working capital, capital expenditures, business development, debt service requirements, acquisitions or general corporate or other purposes, or to refinance our indebtedness;
- it may require us to seek to change the maturity, interest rate and other terms of our existing debt;
- it may place us at a competitive disadvantage to competitors that are proportionately not as highly leveraged;
- it may cause a downgrade of our debt and long-term corporate ratings; and
- it may cause us to be more vulnerable to periods of negative or slow growth in the general economy or in our business.

In addition, meeting our anticipated liquidity requirements is contingent upon our continued compliance with our existing debt agreements. An event of default or declaration of acceleration under one of our existing debt agreements could also result in an event of default and declaration of acceleration under certain of our other existing debt agreements. Such an acceleration of our debt would have a material adverse effect on our liquidity and our ability to continue as a going concern.

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Furthermore, our existing debt agreements do not restrict us from incurring significant additional indebtedness. If our debt obligations increase, whether due to the increased cost of existing indebtedness or the incurrence of additional indebtedness, the consequences described above could be magnified.

There can be no assurance that we will be able to repay or refinance our debt in the future, including the debt of OneMain.

The limited covenants applicable to the notes may not provide protection against some events or developments that may affect our ability to repay the notes or the trading prices for the notes.

The indenture governing the notes, among other things, does not:

- require us to maintain any financial ratios or specific levels of net worth, revenues, income, cash flow or liquidity and, accordingly, does not protect holders of the notes in the event that we experience significant adverse changes in our financial condition or results of operations;
- limit our ability to incur indebtedness, including secured indebtedness (subject to compliance with the lien covenant);
- limit our ability to guarantee unsecured indebtedness or secured indebtedness (subject to compliance with the lien covenant), including, in each case, indebtedness of OneMain;
- limit our ability to sell assets (except as described below) or restrict the use of proceeds from such sale;
- limit SFC's subsidiaries' ability to incur indebtedness, which would be structurally senior to the notes;
- restrict our ability to repurchase or prepay our securities;
- restrict our ability to enter into transactions with our affiliates;
- restrict our ability to make investments or to repurchase or pay dividends or make other payments in respect of our common stock or other securities; or
- restrict our ability to engage in any acquisition or other transaction, other than our ability to merge or consolidate with, or sell all or substantially all of our assets to, another person without the surviving or transferring person (if other than SFC) assuming the obligations under the notes.

Furthermore, we are subject to periodic review by independent credit rating agencies. An increase in the level of our outstanding indebtedness (including as a result of the potential Independence Contribution), or other events that could have an adverse impact on our business, properties, financial condition, results of operations or prospects, may cause the rating agencies to downgrade our debt credit rating generally, and the ratings on the notes, which could adversely impact the trading prices for, or the liquidity of, the notes. Any such downgrade could also adversely affect our cost of borrowing, limit our access to the capital markets or result in more restrictive covenants in future debt agreements.

Redemption may adversely affect your return on the notes.

We have the right to redeem some or all of the notes prior to maturity, as described under Description of the Notes—Optional Redemption. We may redeem the notes at times when prevailing interest rates may be relatively low. Accordingly, you may not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as that of the notes.

Our credit ratings may not reflect all risks of an investment in the notes.

The credit ratings assigned to the notes may not reflect the potential impact of all risks related to trading markets, if any, for, or trading value of, your notes. In addition, real or anticipated changes in our credit ratings will generally affect any trading market, if any, for, or trading value of, your notes. Accordingly, you should consult your own financial and legal advisors as to the risks entailed by an investment in the notes and the suitability of investing in the notes in light of your particular circumstances.

Claims of noteholders will be structurally subordinated to the existing and future obligations of SFC s subsidiaries and OneMain because they will not guarantee the notes.

The notes will not be guaranteed by any of SFC s subsidiaries or OneMain. Accordingly, claims of holders of the notes will be structurally subordinated to the existing and future obligations of SFC s subsidiaries and

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OneMain. All obligations of SFC s subsidiaries or OneMain, as the case may be, will have to be satisfied before any of the assets of such entities would be available for distribution, upon a liquidation or otherwise, to SFC.

SFC s subsidiaries accounted for substantially all of its revenues and assets as of and for the year ended December 31, 2017, and as of and for the three months ended March 31, 2018, and OneMain accounted for a substantial amount of OMH s revenues and assets as of and for the year ended December 31, 2017, and as of and for the three months ended March 31, 2018.

The notes are unsecured, and consequently the notes will be effectively subordinated to any existing and future secured indebtedness.

The notes are unsecured and will be effectively junior to all of SFC s senior secured indebtedness, as well as any future secured indebtedness SFC may incur, to the extent of the value of the assets securing such indebtedness. In addition, the guarantee from OMH is unsecured and will be effectively junior to any existing or future secured indebtedness of OMH to the extent of the value of the assets securing such indebtedness. We may also incur additional secured indebtedness in the future. Upon any distribution to our creditors in a bankruptcy, liquidation or reorganization or similar proceeding relating to us or our property, the holders of our secured debt will be entitled to exercise the remedies available to a secured lender under applicable law and pursuant to the instruments governing such debt and to be paid in full from the assets securing that secured debt before any payment may be made with respect to the notes. In that event, because the notes will not be secured by any of our assets, it is possible that there will be no assets from which claims of holders of the notes can be satisfied or, if any assets remain, that the remaining assets will be insufficient to satisfy those claims in full or at all. If the value of such remaining assets is less than the aggregate outstanding principal amount of the notes and all other debt ranking pari passu with the notes, we may be unable to satisfy our obligations under the notes. In addition, if we fail to meet our payment or other obligations under any secured debt we have or may incur, the holders of such secured debt would be entitled to foreclose on our assets securing that secured debt and liquidate those assets. Accordingly, we may not have sufficient funds to pay amounts due on the notes. As a result, you may lose a portion or the entire value of your investment in the notes.

SFC is a holding company and is dependent on dividends and other distributions from its subsidiaries.

SFC is a holding company with no direct operations. Its principal assets are the equity interests that it holds in its operating subsidiaries. As a result, it is dependent on dividends and other distributions or loans or advances from those subsidiaries to generate the funds necessary to meet its financial obligations, including the payment of principal and interest on the notes offered hereby. SFC s subsidiaries may not generate sufficient cash from operations to enable SFC to make principal and interest payments on its indebtedness, including the notes offered hereby. Furthermore, SFC s insurance subsidiaries are subject to policy holder protection regulations that may limit their ability to pay dividends or make loans or advances to SFC. Moreover, payments to SFC by its subsidiaries will be contingent upon its subsidiaries earnings. SFC s subsidiaries are permitted under the terms of SFC s indebtedness, including the notes offered hereby, to incur additional indebtedness that may restrict payments from those subsidiaries to SFC. We cannot assure you that agreements governing current and future indebtedness of SFC s subsidiaries will permit those subsidiaries to provide SFC with sufficient cash to fund its debt service payments.

SFC s subsidiaries are legally distinct from it and have no obligation, contingent or otherwise, to pay amounts due on SFC s debt or to make funds available to SFC for such payment.

Fortress is our largest stockholder and there can be no assurance that Fortress will act in our best interests as opposed to their own best interests. In addition, Fortress has agreed to sell all of its beneficially owned shares of our stock to an investor group managed by affiliates of Apollo Global Management, LLC and Värde Partners, Inc., and if such sale transaction closes, that investor group will be able to exercise significant influence over decisions

affecting us.

Because of its position as our largest stockholder, Fortress is able to exercise significant influence over decisions affecting us, including:

- our direction and policies;
- mergers or other business combinations and opportunities involving us;

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- further issuance of capital stock or other equity or debt securities by us;
- payment of dividends; and
- approval of our business plans and general business development.

As of March 31, 2018, Fortress indirectly beneficially owned approximately a 40.5% economic interest in us. The concentration of ownership held by Fortress could delay, defer or prevent a change of control of us or impede a merger, takeover or other business combination that may be otherwise favorable to us or to holders of notes offered hereby. In addition, Fortress and entities affiliated with Fortress may conduct business with any business that is competitive or in the same line of business as us, do business with any of our clients, customers or vendors, make investments in the kind of property in which we may make investments or acquire the same or similar types of assets that we may seek to acquire. Fortress is in the business of making or advising on investments in companies and may hold, and may from time to time in the future acquire interests in or provide advice to businesses that directly or indirectly compete with certain portions of our business or are suppliers or customers of ours. Fortress may also pursue acquisitions that may be complementary to our business, and, as a result, those acquisition opportunities may not be available to us. So long as Fortress continues to beneficially own, indirectly or otherwise, a significant amount of our equity, although such amount is less than 50%, Fortress will continue to be able to strongly influence or effectively control our decisions. As described above under —Risks Related to the Notes—The limited covenants applicable to the notes may not provide protection against some events or developments that may affect our ability to repay the notes or the trading prices for the notes, we are not restricted under the indenture from entering into transactions with our affiliates. As such, Fortress will generally not be prohibited under the indenture from entering into transactions with us that may not be favorable to us or the holders of the notes offered hereby. On December 27, 2017, SoftBank acquired Fortress.

On January 3, 2018, an investor group led by funds managed by affiliates of Apollo Global Management, LLC and Värde Partners, Inc. entered into the Apollo-Värde Transaction with the Initial Stockholder and OMH to acquire from the Initial Stockholder 54,937,500 shares (representing approximately 40.6% of the outstanding shares of OMH s common stock as of such date), representing the entire holdings of our stock beneficially owned by Fortress. The Apollo-Värde Transaction is expected to close in the second quarter of 2018 and is subject to regulatory approvals and other customary closing conditions. In connection with the Apollo-Värde Transaction, the Company and Apollo-Värde Group have agreed to a form of Amended and Restated Stockholders Agreement to be executed and delivered upon the consummation of the Apollo-Värde Transaction, which provides for, among other things, certain rights to nominate directors to the Board of Directors of OMH (the Board). Pursuant to the Amended and Restated Stockholders Agreement, for so long as the Apollo-Värde Group (together with any permitted transferees (as defined in the Amended and Restated Stockholders Agreement)) beneficially owns: (a) at least 33% of the outstanding shares of OMH s common stock and other securities of OMH entitled to vote generally in the election of directors of OMH (together, the OMH Securities), the Apollo-Värde Group will be entitled to designate a number of directors equal to the majority of the Board, plus one director and in these circumstances the majority of the directors of the Board shall be independent (the Independent Directors), (b) less than 33%, but at least 20%, of the OMH Securities, the Apollo Värde Group will be entitled to designate a number of directors equal to the majority of the Board, minus one director, unless the Board consists of six or fewer directors, in which case, the Apollo-Värde Group shall be entitled to designate two directors to the Board, (c) less than 20%, but at least 10%, of the OMH Securities, the Apollo-Värde Group will be entitled to designate a number of directors proportional to its interest (rounded up to the nearest whole number), unless the Board consists of six or fewer directors, in which case, the Apollo-Värde Group shall be entitled to designate two directors to the Board, and (d) less than 10%, but at least 5%, of the OMH Securities, Apollo-Värde Group will be entitled to designate a number of directors proportional to its interest (rounded up to the nearest whole number), unless the Board consists of six or fewer directors, in which case, Apollo-Värde Group shall be entitled to designate one director to the Board. If the Apollo-Värde Transaction closes, the Apollo-Värde Group will be able to exercise significant influence over decisions affecting us.

Your ability to transfer the notes may be limited by the absence of an active trading market, and there is no assurance that any active trading market will develop for the notes.

The notes are a new issue of securities for which there is no established public market. The underwriters have advised us that they presently intend to make a market in the notes after completion of the offering, as permitted by applicable laws and regulations. However, the underwriters are not obligated to make a market in

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the notes, and may discontinue their market-making activities at any time without notice. Therefore, we cannot assure you that an active market for the notes will develop or, if developed, that it will continue. If an active trading market for the notes does not develop, the market price and liquidity of such notes may be adversely affected. The liquidity of any trading market in the notes, and the market price quoted for the notes, may be adversely affected by changes in the overall market for these types of securities and by changes in our financial performance or prospects or in the prospects for companies in our industry generally. Historically, the market for non-investment grade debt, such as the notes, has been subject to disruptions that have caused substantial volatility in the prices of securities similar to the notes. We cannot assure you that the market, if any, for the notes will be free from similar disruptions, and any such disruptions may adversely affect the prices at which you may sell your notes. In addition, subsequent to their initial issuance, the notes may trade at a discount from its initial offering price depending upon prevailing interest rates, the market for similar notes, our performance or other factors.

Risks Related to OneMain s Indebtedness

OneMain has a significant amount of indebtedness. Such indebtedness could have important consequences for our business and any investment in our securities.

OneMain currently has a significant amount of indebtedness. The OMFH Indenture contains a number of restrictive covenants that impose significant operating and financial restrictions on OneMain and may limit our ability to integrate OneMain s operations, including, but not limited to, restrictions on OMFH s and its restricted subsidiaries ability to:

- incur or guarantee additional indebtedness or issue certain preferred stock;
- make dividend payments or distributions on or purchases of OMFH’s equity interests, including dividend payments or other distributions to OMH;
- make other restricted payments or investments;
- create certain liens;
- make certain dispositions of assets;
- engage in certain transactions with affiliates;
- sell securities of our subsidiaries;
- in the case of such restricted subsidiaries, incur limitations on the ability to pay dividends or make other payments; and
- merge, consolidate or sell all or substantially all of OneMain’s properties and assets.

In addition, the OMFH Indenture includes a change of control repurchase provision which could require us to offer to repurchase all of the outstanding existing notes of OMFH issued thereunder.

On November 8, 2016, OMH, OMFH and the trustee under the OMFH Indenture entered into a supplemental indenture pursuant to which OMH agreed to guarantee the OMFH Notes pursuant to the OMFH Notes Guarantee. The indenture governing the notes does not prohibit or limit SFC from also guaranteeing the OMFH Notes on an unsecured basis.

SFC intends to use a portion of the net proceeds from this offering to redeem all of the outstanding $400 million in aggregate principal amount of the 2021 OMFH Notes. In connection with such redemption, the OMFH Indenture will be satisfied and discharged.

See Description of Certain Other Indebtedness for more information.

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USE OF PROCEEDS

SFC estimates that the net proceeds from the sale of the notes offered pursuant to this prospectus supplement will be approximately $494 million, after deducting the estimated fees and expenses of this offering. See SFC Capitalization.

SFC intends to use the net proceeds from this offering to redeem the remaining $400 million in aggregate principal amount of OMFH 7.250% Senior Notes due 2021 and other general corporate purposes, which may include other debt repurchases and repayments. Accordingly, SFC will have broad discretion over the use of proceeds from this offering. See Summary—Recent Developments.

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OMH CAPITALIZATION

The following table sets forth OMH s consolidated capitalization, as of March 31, 2018:

- on an actual basis; and
- on an as adjusted basis to give effect to (i) this offering and the expected use of net proceeds therefrom, (ii) the April 2018 OMFH Notes Redemption, (iii) the 2018 SFC Net Debt Decrease and (iv) the 2018 OMFH Net Debt Decrease.

This table contains unaudited information and should be read in conjunction with Summary Consolidated Historical Financial Data of OMH and its Subsidiaries and this prospectus supplement, and Management s Discussion and Analysis of Financial Condition and Results of Operations and OMH s unaudited condensed consolidated financial statements and related notes in OMH s Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, incorporated by reference herein.

	As of March 31, 2018	
(dollars in millions)	**Actual**	**As Adjusted***
Cash and cash equivalents	$ 1,807	$ 1,551
Long-term debt:		
Securitization debt	$ 9,015	$ 8,695
Borrowings under revolving conduit facilities[(a)]	—	50
Existing senior notes	6,711	5,911
Notes offered hereby[(b)]	—	494
Junior subordinated debt (hybrid debt)	172	172
Total debt	15,898	15,321
Total shareholders’ equity	3,382	3,382
Total capitalization	$ 19,280	$ 18,703

*Certain amounts presented are subject to rounding adjustments and, as a result, the totals may not sum.

(a) As of March 31, 2018, OMH had $4.9 billion of undrawn committed capacity under its subsidiaries’ revolving conduit facilities.

(b) Debt issuance costs of approximately $6 million related to the notes offered hereby are reported as a direct reduction from the face amount of the notes.

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SFC CAPITALIZATION

The following table sets forth SFC s consolidated capitalization, as of March 31, 2018:

- on an actual basis; and
- on an as adjusted basis to give effect to (i) this offering and the expected use of net proceeds therefrom, (ii) the 2018 SFC Net Debt Decrease and (iii) the 2018 OMFH Demand Note Advances.

This table contains unaudited information and should be read in conjunction with Summary Consolidated Historical Financial Data of SFC and its Subsidiaries and this prospectus supplement, and Management s Discussion and Analysis of Financial Condition and Results of Operations and SFC s unaudited condensed consolidated financial statements and related notes in SFC s Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, incorporated by reference herein.

	As of March 31, 2018	
(dollars in millions)	**Actual**	**As Adjusted**
Cash and cash equivalents	$ 1,431	$ 950
Long-term debt:		
Securitization debt	$ 3,221	