

FCFI Acquisition LLC  
Form 4  
November 13, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
11/10/2017

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock, par value \$0.01 per share | 11/10/2017                           |  | S                              |   | 10,000,000  | D  | \$ 26 63,437,500                  |
|  |                                      |  |                                |   |   | I  |                                   |

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

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

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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)   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Fortress Investment Group LLC<br>1345 AVENUE OF THE AMERICAS, 45TH FLOOR<br>NEW YORK, NY 10105                                       | X             | X         |         |       |
| FIG LLC<br>1345 AVENUE OF THE AMERICAS, 45TH FLOOR<br>NEW YORK, NY 10105   | X             | X         |         |       |
| Fortress Operating Entity I LP<br>1345 AVENUE OF THE AMERICAS, 45TH FLOOR<br>NEW YORK, NY 10105                                      | X             | X         |         |       |
| FIG Corp.<br>1345 AVENUE OF THE AMERICAS, 45TH FLOOR<br>NEW YORK, NY 10105   | X             | X         |         |       |
| FCFI Acquisition LLC<br>1345 AVENUE OF THE AMERICAS, 45TH FLOOR<br>NEW YORK, NY 10105  | X             | X         |         |       |
| Springleaf Financial Holdings, LLC<br>C/O FORTRESS INVESTMENT GROUP<br>1345 AVENUE OF THE AMERICAS, 45TH FLOOR<br>NEW YORK, NY 10105 | X             | X         |         |       |

## Signatures

/s/ David N. Brooks, as Authorized Signatory of Fortress Investment Group LLC 11/13/2017

\_\_Signature of Reporting Person

Date

/s/ David N. Brooks, as Authorized Signatory of FIG LLC 11/13/2017

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| <u>Signature of Reporting Person</u>  | Date       |
|---|------------|
| /s/ David N. Brooks, as Authorized Signatory of Fortress Operating Entity I LLP       | 11/13/2017 |
| <u>Signature of Reporting Person</u>  | Date       |
| /s/ David N. Brooks, as Authorized Signatory of FIG Corp                              | 11/13/2017 |
| <u>Signature of Reporting Person</u>  | Date       |
| /s/ David N. Brooks, as Authorized Signatory of FCFI Acquisition LLC                  | 11/13/2017 |
| <u>Signature of Reporting Person</u>  | Date       |
| /s/ Cameron MacDougall, as Authorized Signatory of Springleaf Financial Holdings, LLC | 11/13/2017 |
| <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 November 10, 2017, Springleaf Financial Holdings, LLC ("SFH") completed the sale (the "Sale") of 10,000,000 shares of common stock at a price of \$26.00 per share in an underwritten public secondary offering. Immediately following the Sale, SFH owned 63,437,500 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.

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