

EDENS WESLEY R
Form 4
December 11, 2017

FORM 4

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

OMB APPROVAL

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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 *
EDENS WESLEY R

(Last) (First) (Middle)

C/O FORTRESS INVESTMENT GROUP LLC, 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)
12/07/2017

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	12/07/2017		S		1,000,000	D	\$ 26
					62,437,500	I	
Common Stock, par value \$0.01 per share					25,000	I	

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

By WRE 2012 Trust LLC

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- (2) By virtue of his ownership interest in Fortress and certain of its affiliates, Mr. Edens may be deemed to own the shares listed as beneficially owned by FCFI. Mr. Edens disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. On November 10, 2017, 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. On December 7, 2017 a portion of the greenshoe option was exercised, resulting in the sale by SFH of an additional one million shares of common stock at a price of \$26.00 per share.

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.