OneMain Holdings, Inc. Form 4

May 12, 2016

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue.

See Instruction 1(b).

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)

(Last)

(City)

1. Name and Address of Reporting Person * Hedlund Michael A

2. Issuer Name and Ticker or Trading Symbol

OneMain Holdings, Inc. [OMF]

C/O ONEMAIN HOLDINGS. INC., 601 N.W. SECOND STREET

(First)

(State)

3. Date of Earliest Transaction (Month/Day/Year) 05/11/2016

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Director 10% Owner _X__ Officer (give title Other (specify below) below)

principal accounting officer

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

EVANSVILLE, IN 47708

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date		3.	4. Securities			5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if		ansactionAcquired (A) or			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	ay/Year) (Instr. 8)		4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
				())		Reported			
				(A)		Transaction(s)			
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(,		
Common									
stock, par value \$0.01	05/11/2016		A	5,000 (1)	A	\$0	5,000	D	
per share									

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr. 3	and 4)		Own
	Security										Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration Date	or Title Number of			
						Exercisable					
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Hedlund Michael A C/O ONEMAIN HOLDINGS, INC. 601 N.W. SECOND STREET **EVANSVILLE, IN 47708**

principal accounting officer

Signatures

/s/ Jack R. Erkilla, attorney-in-fact for Michael A. Hedlund

05/12/2016

**Signature of Reporting Person Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Consists of employee restricted stock units granted under the Springleaf Holdings, Inc. 2013 Omnibus Incentive Plan. The units vest as follows: 1667 units on each of May 11, 2017 and May 11, 2018; and 1666 units on May 10, 2019, subject to the reporting person's **(1)** continued employment through the specified vesting date. The reporting person will receive one share of common stock for each vested restricted stock unit.

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.

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