

Springleaf Holdings, Inc.
Form 4
July 01, 2014

FORM 4

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

OMB APPROVAL

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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

2. Issuer Name and Ticker or Trading Symbol
Springleaf Holdings, Inc. [LEAF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1345 AVENUE OF THE AMERICAS,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/30/2014

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

NEW YORK, NY 10105

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.01 per share	06/30/2014		J	0	(1) (2) (1) (2)	73,437,500	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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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ Cameron MacDougall, as Authorized Signatory of Fortress Investment Group LLC

07/01/2014

__Signature of Reporting Person

Date

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/s/ Cameron MacDougall, as Authorized Signatory of FIG LLC	07/01/2014
**Signature of Reporting Person	Date
/s/ Cameron MacDougall, as Authorized Signatory of Fortress Operating Entity I LLP	07/01/2014
**Signature of Reporting Person	Date
/s/ Cameron MacDougall, as Authorized Signatory of FIG Corp	07/01/2014
**Signature of Reporting Person	Date
/s/ Cameron MacDougall, as Authorized Signatory of FCFI Acquisition LLC	07/01/2014
**Signature of Reporting Person	Date
/s/ Cameron MacDougall, as Authorized Signatory of Springleaf Financial Holdings, LLC	07/01/2014
**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).

(1) On June 30, 2014 new Series B common members were admitted to Springleaf Financial Holdings, LLC ("Holdings"), an entity whose assets consist primarily of shares of Springleaf Holdings, Inc. common stock and that is controlled by FCFI Acquisition LLC ("FCFI"). FCFI was previously the sole Series B common member of Holdings. No shares of Springleaf Holdings, Inc. common stock were sold in connection with the issuance of the new Series B common members. 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. 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. (continued in footnote 2)

(2) (continued from footnote 1) 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.

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.