

Hicks George G
 Form 3
 July 03, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Hicks George G		(Month/Day/Year)	OneMain Holdings, Inc. [OMF]	
(Last)	(First)	(Middle)	06/25/2018	
901 MARQUETTE AVE. S.,		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
SUITE 3300				
(Street)		(Check all applicable)		
MINNEAPOLIS,Â MNÂ 055402		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See Remarks		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01	11,355,568	I	See footnote <u>(1)</u>

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hicks George G 901 MARQUETTE AVE. S., SUITE 3300 MINNEAPOLIS, MN 55402	Â	Â	Â	See Remarks
Varde SFLT, L.P. 901 MARQUETTE AVE. S., SUITE 3300 MINNEAPOLIS 55402	Â	Â	Â	See Remarks
Varde Fund XII G.P., L.P. 901 MARQUETTE AVE. S., SUITE 3300 MINNEAPOLIS, MN 55402	Â	Â	Â	See Remarks
Varde Fund XII UGP, LLC 901 MARQUETTE AVE. S., SUITE 3300 MINNEAPOLIS, MN 55402	Â	Â	Â	See Remarks
Varde Credit Partners Master, L.P. 901 MARQUETTE AVE. S., SUITE 3300 MINNEAPOLIS, MN 55402	Â	Â	Â	See Remarks
Varde Credit Partners G.P., LLC 901 MARQUETTE AVE. S., SUITE 3300 MINNEAPOLIS, MN 55402	Â	Â	Â	See Remarks
Varde Specialty Finance Fund G.P., L.P. 901 MARQUETTE AVE. S., SUITE 3300 MINNEAPOLIS, MN 55402	Â	Â	Â	See Remarks
Varde Specialty Finance Fund U.G.P., LLC 901 MARQUETTE AVE. S., SUITE 3300 MINNEAPOLIS, MN 55402	Â	Â	Â	See Remarks
VARDE PARTNERS LP 901 MARQUETTE AVE. S., SUITE 3300 MINNEAPOLIS, MN 55402	Â	Â	Â	See Remarks
VARDE PARTNERS INC 901 MARQUETTE AVE. S., SUITE 3300 MINNEAPOLIS, MN 55402	Â	Â	Â	See Remarks

Signatures

THE VARDE FUND XII G.P., L.P., By: The Varde Fund XII UGP, LLC, By: Varde Partners, L.P., By: Varde Partners, Inc., By: /s/ David A. Marple, Name: David A. Marple, Title: General Counsel

07/03/2018

__Signature of Reporting Person

Date

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THE VARDE FUND XII UGP, LLC, By: Varde Partners, L.P., By: Varde Partners, Inc., By: /s/ David A. Marple, Name: David A. Marple, Title: General Counsel 07/03/2018

**Signature of Reporting Person Date

VARDE CREDIT PARTNERS MASTER, L.P., By: Varde Credit Partners G.P., LLC, By: Varde Partners, L.P., By: Varde Partners, Inc., By: /s/ David A. Marple, Name: David A. Marple, Title: General Counsel 07/03/2018

**Signature of Reporting Person Date

VARDE CREDIT PARTNERS G.P., LLC, By: Varde Partners, L.P., By: Varde Partners, Inc., By: /s/ David A. Marple, Name: David A. Marple, Title: General Counsel 07/03/2018

**Signature of Reporting Person Date

VARDE SFLT, L.P., By: The Varde Specialty Finance Fund G.P., L.P., By: The Varde Specialty Finance Fund U.G.P., LLC, By: Varde Partners, L.P., By: Varde Partners, Inc., By: /s/ David A. Marple, Name: David A. Marple, Title: General Counsel 07/03/2018

**Signature of Reporting Person Date

THE VARDE SPECIALTY FINANCE FUND G.P., L.P., By: The Varde Specialty Finance Fund U.G.P., LLC, By: Varde Partners, L.P., By: Varde Partners, Inc., By: /s/ David A. Marple, Name: David A. Marple, Title: General Counsel 07/03/2018

**Signature of Reporting Person Date

THE VARDE SPECIALTY FINANCE FUND U.G.P., LLC, By: Varde Partners, L.P., By: Varde Partners, Inc., By: /s/ David A. Marple, Name: David A. Marple, Title: General Counsel 07/03/2018

**Signature of Reporting Person Date

VARDE PARTNERS, L.P., By: Varde Partners, Inc., By: /s/ David A. Marple, Name: David A. Marple, Title: General Counsel 07/03/2018

**Signature of Reporting Person Date

VARDE PARTNERS, INC., By: /s/ David A. Marple, Name: David A. Marple, Title: General Counsel 07/03/2018

**Signature of Reporting Person Date

GEORGE G. HICKS, By: /s/ George G. Hicks 07/03/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The shares of common stock, par value \$0.01, of OneMain Holdings, Inc. (the "Issuer") reported as beneficially owned are held of record by OMH Holdings, L.P. ("Holdings"). Each Reporting Person disclaims beneficial ownership of any shares of the Issuer's common stock owned of record by OMH Holdings, L.P., in each case, except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that any such entity is the beneficial owner of or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

^

Remarks:

Form^ 2^ of^ 2

Each^ Reporting^ Person^ may^ be^ deemed^ an^ indirect^ beneficial^ holder^ of^ shares^ of^ common^ stock^ of^

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.