

Springleaf Holdings, Inc.
Form 3
October 15, 2013

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 Fortress Investment Group LLC | | | (Month/Day/Year) | Springleaf Holdings, Inc. [LEAF] | |
| (Last) | (First) | (Middle) | 10/15/2013 | | |
| 1345 AVENUE OF THE AMERICAS,Â | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| NEW YORK,Â NYÂ 10105 | | | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | (give title below) (specify below) | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

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 per share | 73,437,500 | I | By Springleaf Financial Holdings, LLC <u>(1)</u> <u>(2)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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| Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|------------|----------------------------|------------------------------|---|
| | | Title | | | |

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 | 10/15/2013 |
| __Signature of Reporting Person | Date |
| /s/ Cameron MacDougall, as Authorized Signatory of FIG LLC | 10/15/2013 |
| __Signature of Reporting Person | Date |
| /s/ Cameron MacDougall, as Authorized Signatory of Fortress Operating Entity I LLP | 10/15/2013 |
| __Signature of Reporting Person | Date |
| /s/ Cameron MacDougall, as Authorized Signatory of FIG Corp. | 10/15/2013 |
| __Signature of Reporting Person | Date |
| /s/ Cameron MacDougall, as Authorized Signatory of FCFI Acquisition LLC | 10/15/2013 |
| __Signature of Reporting Person | Date |

/s/ Cameron MacDougall, as Authorized Signatory of Springleaf Financial Holdings, LLC

10/15/2013

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).

- These shares of Springleaf Holdings, Inc. common stock held by Springleaf Financial Holdings, LLC are controlled by FCFI Acquisition LLC ("FCFI"). 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. FIG Corp. is the general partner of FOE I. FIG Corp. is a wholly owned subsidiary of Fortress Investment Group LLC. (continued in footnote 2)
- (continued from footnote 1) Each reporting person disclaims beneficial ownership of all reported shares except to the extent of its
- (1) 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. FIG Corp. is the general partner of FOE I. FIG Corp. is a wholly owned subsidiary of Fortress Investment Group LLC. (continued in footnote 2)
 - (2) 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.

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Remarks:

Exhibit 24.1 -- Power of Attorney of the Reporting Persons.

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.