

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)

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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 (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 | Expiration | Amount or | or Indirect |
| Exercisable | Date | Number of | (I) |
| | | Shares | (Instr. 5) |

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 |
| Uniform InvestCo LP 901 MARQUETTE AVE. S., SUITE 3300 MINNEAPOLIS, MN 55402 | Â | Â | Â | See Remarks |
| Uniform InvestCo GP LLC 901 MARQUETTE AVE. S., SUITE 3300 MINNEAPOLIS, MN 55402 | Â | Â | Â | See Remarks |
| Varde Fund VI-A, L.P. 901 MARQUETTE AVE. S., SUITE 3300 MINNEAPOLIS, MN 55402 | Â | Â | Â | See Remarks |
| VARDE INVESTMENT PARTNERS LP 901 MARQUETTE AVE. S., SUITE 3300 MINNEAPOLIS, MN 55402 | Â | Â | Â | See Remarks |
| Varde Investment Partners (Offshore) Master, L.P. 901 MARQUETTE AVE. S., SUITE 3300 MINNEAPOLIS, MN 55402 | Â | Â | Â | See Remarks |
| Varde Investment Partners G.P., LLC 901 MARQUETTE AVE. S., SUITE 3300 MINNEAPOLIS, MN 55402 | Â | Â | Â | See Remarks |
| Varde Skyway Master Fund, L.P. 901 MARQUETTE AVE. S., SUITE 3300 MINNEAPOLIS, MN 55402 | Â | Â | Â | See Remarks |
| Varde Skyway fund G.P., LLC 901 MARQUETTE AVE. S., SUITE 3300 MINNEAPOLIS, MN 55402 | Â | Â | Â | See Remarks |
| Varde Fund XII (Master), L.P. 901 MARQUETTE AVE. S., SUITE 3300 MINNEAPOLIS, MN 55402 | Â | Â | Â | See Remarks |

Signatures

UNIFORM INVESTCO LP, By: Uniform InvestCo GP LLC, By: Varde Partners, Inc., By: /s/
David A. Marple, Name: David A. Marple, Title: General Counsel

07/03/2018

__Signature of Reporting Person

Date

UNIFORM INVESTCO GP LLC, By: Varde Partners, Inc., By: /s/ David A. Marple, Name:

07/03/2018

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David A. Marple, Title: General Counsel

Signature of Reporting Person Date

THE VARDE FUND VI-A, L.P., By: Varde Investment 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 INVESTMENT PARTNERS, L.P., By: Varde Investment 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 INVESTMENT PARTNERS (OFFSHORE) MASTER, L.P., By: Varde Investment 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 INVESTMENT 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

THE VARDE SKYWAY MASTER FUND, L.P., By: The Varde Skyway Fund 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 SKYWAY FUND 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 FUND XII (MASTER), L.P., By: 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

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 Holdings, 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 1 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.