

OneMain Holdings, Inc.  
Form SC 14D9/A  
January 20, 2017

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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## SCHEDULE 14D-9

(Rule 14d-101)

### SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)

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#### ONEMAIN HOLDINGS, INC.

(Name of Subject Company)

#### ONEMAIN HOLDINGS, INC.

(Name of Person(s) Filing Statement)

#### COMMON STOCK, \$0.01 PAR VALUE

(Title of Class of Securities)

68268W103

(CUSIP Number of Class of Securities)

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**Jay N. Levine**  
**President and Chief Executive Officer**  
**601 N.W. Second Street**  
**Evansville, Indiana 47708**  
**(812) 424-8031**

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications on Behalf of the Person(s) Filing Statement)

#### With a copy to:

**Joseph A. Coco, Esq.**  
**Thomas W. Greenberg, Esq.**  
**Skadden, Arps, Slate, Meagher & Flom LLP**  
**Four Times Square**  
**New York, New York 10036**

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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## Edgar Filing: OneMain Holdings, Inc. - Form SC 14D9/A

This Amendment No.1 to Schedule 14D-9 amends and supplements the Schedule 14D-9, originally filed by OneMain Holdings, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission on January 9, 2017 (the "Schedule 14D-9"). Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 14D-9.

Except as otherwise noted below, no changes are being made to the Schedule 14D-9.

### **Item 2. Identity and Background of Filing Person**

Item 2 is hereby amended to replace the words "IEG Holdings, Inc." appearing in the second paragraph with "IEG Holdings Corporation."

### **Item 9. Exhibits**

Item 9 is hereby amended and supplemented to add the following exhibit:

<b>Exhibit No.</b>	<b>Description</b>
(a)(2)	Letter sent to Company stockholders, dated as of January 20, 2017.

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

ONEMAIN HOLDINGS, INC.

By: /s/ SCOTT T. PARKER

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Name: Scott T. Parker

Title: *Executive Vice President and Chief Financial Officer*

Dated: January 20, 2017

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[Item 2. Identity and Background of Filing Person](#)

[Item 9. Exhibits](#)

[SIGNATURE](#)