

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>AMERICAN INTERNATIONAL GROUP INC</u>  (Last) (First) (Middle) <u>175 WATER STREET</u>  (Street) <u>NEW YORK NY 10038</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Springleaf Holdings, Inc. [ LEAF ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2014</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	06/30/2014		J		0 <sup>(1)</sup>	D <sup>(1)</sup>	(1)	12,626,727	I	By Springleaf Financial Holdings, LLC <sup>(1)</sup>

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
AMERICAN INTERNATIONAL GROUP INC  
 (Last) (First) (Middle)  
175 WATER STREET  
 (Street)  
NEW YORK NY 10038  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
AIG Capital CORP  
 (Last) (First) (Middle)  
C/O AMERICAN INTERNATIONAL GROUP, INC.  
175 WATER STREET  
 (Street)  
NEW YORK NY 10038  
 (City) (State) (Zip)

**Explanation of Responses:**

1. On June 30, 2014, new Series A common members were admitted to Springleaf Financial Holdings, LLC ("Holdings"), an entity whose assets consist primarily of shares of Springleaf Holdings, Inc. common stock. AIG Capital Corporation was previously the sole Series A common member of Holdings. No shares of Springleaf Holdings, Inc. common stock were sold in connection with the admission of the new Series A common members. AIG Capital Corporation is wholly owned by American International Group, Inc. Each reporting person disclaims beneficial ownership of all reported shares except to the

extent of its pecuniary interest therein and the inclusion of the share in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

**Remarks:**

Exhibit 99.1 Joint Filer Information incorporated herein by reference

American International Group,  
Inc., By: /s/ Monika M.  
Machon, Senior Vice President  
and Treasurer 07/01/2014

AIG Capital Corporation, By:  
/s/ Ed Holmes, General  
Counsel and Secretary 07/01/2014

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**

Joint Filer Information

Name of Joint Filer: AIG Capital Corporation

Address of Joint Filer: c/o American International Group, Inc.  
175 Water Street  
New York, NY 10038

Relationship of Joint Filer to Issuer: 10% Owner

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

Date of Earliest Transaction Required to  
be Reported:  
(Month/Day/Year): 6/30/2014

Designated Filer: American International Group, Inc.