

OMB APPROVAL	
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**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>180 MAIDEN LANE</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>10/21/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	10/21/2013		S		5,732,648	D	\$15.895	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)  
180 MAIDEN LANE  
 (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.  
180 MAIDEN LANE  
 (Street)  
NEW YORK NY 10038  
 (City) (State) (Zip)

**Explanation of Responses:**

1. These shares of Springleaf Holdings, Inc. common stock are held directly by Springleaf Financial Holdings, LLC. AIG Capital Corporation has the indirect right to vote and in certain circumstances to cause the disposition of these shares. 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 Machon, 10/21/2013  
Senior Vice President

AIG Capital Corporation, By:  
/s/ Ed Holmes, General 10/21/2013  
Counsel and Secretary

\*\* 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. 180 Maiden Lane 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):	10/21/2013
Designated Filer:	American International Group, Inc.