

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

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

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 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/04/2015</u>	
		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	05/04/2015		S		8,447,049	D	\$50.3413	4,179,678	I	By Springleaf Financial Holdings, LLC ⁽¹⁾

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. 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 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 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. As of May 4, 2015, following the transactions reported herein, the reporting persons ceased to be a beneficial owner of 10% or more of the Common Stock of Springleaf Holdings, Inc.

AIG Capital Corporation, By:
/s/ Ed Holmes, General 05/06/2015
Counsel and Secretary

American International Group,
Inc. By: /s/ Brian T. Schreiber, 05/06/2015
Executive Vice President and
Deputy Chief Investment
Officer

** 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: Other (no longer a 10% owner)

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

Date of Earliest Transaction Required to be Reported:
(Month/Day/Year): 5/4/2015

Designated Filer: American International Group, Inc.
