
Section 1: 8-K (8-K)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

DATE OF REPORT (Date of earliest event reported): April 26, 2018 (April 26, 2018)

ONEMAIN HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-36129

(Commission File Number)

27-3379612

(I.R.S. Employer Identification No.)

601 N.W. Second Street, Evansville, IN

(Address of principal executive offices)

47708

(Zip Code)

(812) 424-8031

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with

any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the 2018 Annual Meeting of Stockholders of OneMain Holdings, Inc. (the “Company”) held on Thursday, April 26, 2018 (the “2018 Annual Meeting”), stockholders holding 127,994,832 shares of the Company’s common stock, par value \$0.01 per share, were present in person or by proxy, representing approximately 99.3% of the 135,678,509 shares of the Company’s common stock that were issued and outstanding as of March 9, 2018, the record date for the 2018 Annual Meeting.

At the 2018 Annual Meeting, the Company’s stockholders (i) reelected Mr. Douglas L. Jacobs and Ms. Anahaita N. Kotval as Class II directors to serve until the 2021 Annual Meeting, and until such director's successor has been elected and qualified, or until such director's earlier death, resignation or removal (the “Director Election Proposal”), and (ii) ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018 (the “Ratification of Auditors Proposal”).

Votes cast at the 2018 Annual Meeting were as follows:

	FOR	WITHHELD	AGAINST	ABSTAIN	BROKER NON-VOTES
<u>Director Election Proposal:</u>					
Douglas L. Jacobs	105,586,538	18,379,647	---	---	4,028,647
Anahaita N. Kotval	102,541,389	21,424,796	---	---	4,028,647
<u>Ratification of Auditors Proposal:</u>	127,533,232	---	319,843	141,757	---

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ONEMAIN HOLDINGS, INC.

(Registrant)

Date: April 26, 2018

By: /s/ Scott T. Parker

Scott T. Parker

Executive Vice President and Chief Financial Officer

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