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## Section 1: 8-K (8-K)

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**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):** May 23, 2019 (May 21, 2019)

**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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
<b>Common Stock, par value \$0.01 per share</b>	<b>OMF</b>	<b>New York Stock Exchange LLC</b>

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.

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

At the 2019 Annual Meeting of Stockholders of OneMain Holdings, Inc. (the “Company”) held on Tuesday, May 21, 2019 (the “2019 Annual Meeting”), stockholders holding 128,428,168 shares of the Company’s common stock, par value \$0.01 per share, were present in person or by proxy, representing approximately 94.37% of the 136,082,463 shares of the Company’s common stock that were issued and outstanding as of March 28, 2019, the record date for the 2019 Annual Meeting.

At the 2019 Annual Meeting, the Company’s stockholders (i) reelected Valerie Soranno Keating, Aneek S. Mamik and Richard A. Smith as Class III directors to serve until the 2022 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, 2019 (the “Ratification of Auditors Proposal”).

Votes cast at the 2019 Annual Meeting were as follows:

<u>Director Election Proposal:</u>	<u>FOR</u>	<u>WITHHELD</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON- VOTES</u>
Aneek S. Mamik	118,943,733	5,104,970	—	—	4,379,465
Valerie Soranno Keating	119,876,930	4,171,773	—	—	4,379,465
Richard A. Smith	118,707,735	5,340,968	—	—	4,379,465
<u>Ratification of Auditors Proposal:</u>	127,870,222	—	488,569	69,377	—

**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: May 23, 2019

By: /s/ Micah R. Conrad

Micah R. Conrad

Executive Vice President and Chief Financial Officer

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