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

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

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**FORM 8-K**

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

**DATE OF REPORT (Date of earliest event reported): March 3, 2020**

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**OneMain Holdings, Inc.**

(Exact name of registrant as specified in its charter)

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**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, Indiana 47708  
(Address of principal executive offices)(Zip Code)**

**(812) 424-8031  
(Registrant's telephone number, including area code)**

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

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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:**

| <u>Title of each class</u>                      | <u>Trading Symbol</u> | <u>Name of each exchange on which registered</u> |
|---|-----------------------|--|
| <b>Common Stock, par value \$0.01 per share</b> | <b>OMF</b>            | <b>New York Stock Exchange</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 8.01. Other Events.**

On March 3, 2020, the Board of Directors of OneMain Holdings, Inc. (the “Company”) authorized a stock repurchase program, pursuant to which the Company may repurchase up to \$100 million of the Company’s outstanding shares of common stock, exclusive of any fees, commissions and other expenses related to such repurchases, from time to time. Shares may be repurchased under the program through open market purchases, block trades and/or privately negotiated transactions or pursuant to a Rule 10b5-1 trading plan.

The extent to which the Company repurchases shares of its common stock, and the timing of such repurchases, will depend upon a variety of factors, including market conditions, regulatory requirements and other corporate considerations, as determined by the Company’s management. The stock repurchase program may be suspended or discontinued at any time.

On March 3, 2020, the Company issued a press release announcing the stock repurchase program, a copy of which is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| <a href="#">99.1</a>      | Press Release issued March 3, 2020.  |
| 104                       | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

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## Signatures

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.

By: /s/ Micah R. Conrad

Name: Micah R. Conrad

Title: Executive Vice President and Chief Financial Officer

Date: March 3, 2020

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## Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1

### OneMain Holdings, Inc. Announces \$100 Million Share Repurchase Program

EVANSVILLE, Ind.--(BUSINESS WIRE)--OneMain Holdings, Inc. (NYSE: OMF) today announced that its Board of Directors has approved a share repurchase program for up to \$100 million of the company's outstanding common stock, with no stated expiration.

"Our business generates significant excess capital supporting reinvestment back into the business and capital returns to shareholders," said Doug Shulman, President and CEO of OneMain. "This opportunistic share repurchase program augments our existing capital return strategies and illustrates our continued confidence in the strength of the business."

As a reminder, the company's previously disclosed capital allocation framework remains as follows:

- Fund portfolio growth with loans that meet its risk/return criteria.
- Invest in its platform and consider inorganic opportunities, if they arise.
- Return excess capital to shareholders, with a bias toward dividends.

Consistent with the above, the company initiated its first regular dividend in Q1 2019 (which was subsequently increased in Q1 2020), announced two special dividends (Q3 2019 and Q1 2020) and is now augmenting this capital return program with an opportunistic share repurchase program to capitalize on potential equity market volatility.

The timing and amount of any shares repurchased will be determined by the company based on its evaluation of market conditions and other factors and will be made in accordance with applicable securities laws in either the open market or in privately negotiated transactions. The company is not obligated to purchase any shares under the program, and the program may be suspended or discontinued at any time. The actual timing, number and share price of shares repurchased will depend on a number of factors, including the market price of the company's stock, general market and economic conditions, and applicable legal requirements. The share repurchase program is expected to be funded by cash on hand and future cash generated from on-going operations.

#### About OneMain Holdings, Inc.

OneMain Financial (NYSE: OMF) has been offering responsible and transparent loans for over 100 years. With more than 1,500 locations throughout 44 states, the company is committed to helping people with their personal loan needs. OneMain and its 9,500 team members are dedicated to the communities where they live and work. For additional information, please visit [OneMainFinancial.com](http://OneMainFinancial.com).

#### Investor Contact:

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