Springleaf Holdings, Inc.
Form 3
October 15, 2013

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â Fortress Investment Group LLC

(Last) (First) (Middle)

1345 AVENUE OF THE AMERICAS,Â

(Street)

NEW YORK,Â NYÂ 10105

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
10/15/2013

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
_____ Officer _____ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value $0.01 per share	73,437,500	I	By Springleaf Financial Holdings, LLC (1) (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fortress Investment Group LLC 1345 AVENUE OF THE AMERICAS NEW YORK,Â NYÂ 10105	Â X	Â X	Â	Â
FIG LLC 1345 AVENUE OF THE AMERICAS NEW YORK,Â NYÂ 10105	Â X	Â X	Â	Â
Fortress Operating Entity I LP 1345 AVENUE OF THE AMERICAS NEW YORK,Â NYÂ 10105	Â X	Â X	Â	Â
FIG Corp. 1345 AVENUE OF THE AMERICAS NEW YORK,Â NYÂ 10105	Â X	Â X	Â	Â
FCFI Acquisition LLC 1345 AVENUE OF THE AMERICAS NEW YORK,Â NYÂ 10105	Â X	Â X	Â	Â
Springleaf Financial Holdings, LLC C/O FORTRESS INVESTMENT GROUP 1345 AVENUE OF THE AMERICAS NEW YORK,Â NYÂ 10105	Â X	Â X	Â	Â

Signatures

/s/ Cameron MacDougall, as Authorized Signatory of Fortress Investment Group LLC	10/15/2013
**Signature of Reporting Person	Date
/s/ Cameron MacDougall, as Authorized Signatory of FIG LLC	10/15/2013
**Signature of Reporting Person	Date
/s/ Cameron MacDougall, as Authorized Signatory of Fortress Operating Entity I LLP	10/15/2013
**Signature of Reporting Person	Date
/s/ Cameron MacDougall, as Authorized Signatory of FIG Corp.	10/15/2013
**Signature of Reporting Person	Date
/s/ Cameron MacDougall, as Authorized Signatory of FCFI Acquisition LLC	10/15/2013
**Signature of Reporting Person	Date

/s/ Cameron MacDougall, as Authorized Signatory of Springleaf Financial Holdings, LLC — 10/15/2013

**Signature of Reporting Person — Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) These shares of Springleaf Holdings, Inc. common stock held by Springleaf Financial Holdings, LLC are controlled by FCFI Acquisition LLC ("FCFI"). Fortress Investment Fund V (Fund A) L.P., Fortress Investment Fund V (Fund B) L.P., Fortress Investment Fund V (Fund C) L.P., Fortress Investment Fund V (Fund D), L.P., Fortress Investment Fund V (Fund E) L.P., Fortress Investment Fund V (Fund F) L.P. and Fortress Investment Fund V (Fund G) L.P. (collectively, the "Fund V Funds") collectively own 100% of FCFI. FIG LLC is the investment manager of each of the Fund V Funds. Fortress Operating Entity I LP ("FOE I") is the 100% owner of FIG LLC. FIG Corp. is the general partner of FOE I. FIG Corp. is a wholly owned subsidiary of Fortress Investment Group LLC. (continued in footnote 2)

(2) (continued from footnote 1) 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 or otherwise.

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Remarks:

ExhibitÂ 24.1Â --Â PowerÂ ofÂ AttorneyÂ ofÂ theÂ ReportingÂ Persons.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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