

Springleaf Holdings, Inc.
 Form 4
 November 05, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
PARKER SCOTT T
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

C/O SPRINGLEAF HOLDINGS, INC., 601 N.W. SECOND STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/04/2015

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

EVANSVILLE, IN 47708
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	11/04/2015		A		116,038 (1)	A	\$ 0 116,038
						D	

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

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SEC 1474
 (9-02)

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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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Springleaf Financial Holdings, LLC Series B Common Units	(2)	11/04/2015		J	3.233 (2)	(3)	(3)	Common Stock	(2) 2,3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARKER SCOTT T C/O SPRINGLEAF HOLDINGS, INC. 601 N.W. SECOND STREET EVANSVILLE, IN 47708			EVP	

Signatures

/s/ Jack R. Erkill, Attorney-in-Fact for Scott T. Parker
 11/05/2015
 **Signature of Reporting Person Date

Explanation of Responses:

- * 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).
 - (1) Consists of restricted stock units granted under the Springleaf Holdings, Inc. 2013 Omnibus Incentive Plan. The units vest as follows: 29,009 units on November 4, 2016; 29,009 units on November 4, 2017; 29,010 units on November 4, 2018; and 29,010 units on November 4, 2019, subject to the reporting person's continued employment through the specified vesting date. The reporting person will receive one share of common stock for each vested restricted stock unit.
 - (2) On November 4, 2015, Mr. Parker acquired Series B Common Units of Springleaf Financial Holdings, LLC ("Holdings"). The assets of Holdings consist primarily of shares of common stock of Springleaf Holdings, Inc.
 - (3) Series B Common Units of Holdings do not expire.

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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