
**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) **June 16, 2017**

IEG HOLDINGS CORPORATION

(Exact name of registrant as specified in its charter)

Florida

(State or other jurisdiction
of incorporation)

000-55463

(Commission
File Number)

90-1069184

(IRS Employer
Identification No.)

6160 West Tropicana Ave., Suite E-13, Las Vegas, NV

(Address of principal executive offices)

89103

(Zip Code)

Registrant's telephone number, including area code: **(702) 227-5626**

Check the appropriate box below if the Form 8-K 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))
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Item 7.01. Regulation FD Disclosure.

On June 16, 2017, IEG Holdings Corporation (“IEG Holdings”) issued a press release announcing that it has successfully closed its tender offer to purchase shares of OneMain Holdings Inc. (“OneMain”), with 151,994 OneMain shares acquired (valued at an aggregate of \$3.6 million based on the closing price of shares of OneMain common stock of \$23.38 on June 15, 2017) in exchange for 3,039,880 shares of IEG Holdings common stock. A copy of this press release is attached hereto as Exhibit 99.1 and incorporated herein by reference. The information contained in the website is not a part of this current report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

- (d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of IEG Holdings Corporation dated June 16, 2017.

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.

IEG HOLDINGS CORPORATION

Date: June 16, 2017

By: /s/ Paul Mathieson

Name: Paul Mathieson

Title: President and Chief Executive Officer

IEG Holdings Successfully Closes OneMain Tender Offer with \$3.6 Million of OneMain Shares Acquired

Las Vegas, Nevada – (June 16, 2017) – IEG Holdings Corporation (OTCQB: IEGH) (“IEG Holdings”) announces the successful closure of the OneMain Holdings, Inc. (“OneMain”) tender offer with 151,994 OneMain shares acquired on June 15, 2017 (valued at an aggregate of \$3.6 million based on the closing price of shares of OneMain common stock of \$23.38 on June 15, 2017) in exchange for 3,039,880 shares of IEG Holdings common stock.

Paul Mathieson, IEG Holdings’ Chairman and Chief Executive Officer, said, “We are very pleased with the result of the OneMain tender offer. It is encouraging that so many OneMain shareholders share in our online vision and have the confidence to exchange their shares from a company with a market capitalization of over \$3 billion to an emerging online consumer finance leader.”

IEG Holdings sent a letter to OneMain’s Board of Directors today with the following requests:

- i) Appoint Paul Mathieson as an IEG Holdings representative on OneMain’s board of directors,
- ii) Appoint Paul Mathieson as an IEG Holdings representative on OneMain’s management team,
- iii) Implement substantial cost cuts, and
- iv) Implement a new and improved online strategy.

In our role as activist investor, IEG Holdings intends to:

- encourage OneMain to transform the OneMain “brick and mortar” business model to IEG Holdings’ 100% online-only distribution business model, which IEG Holdings believes could result in estimated cost savings of at least \$700 million per year by closing over 1,700 OneMain offices, terminating over 10,000 employees, and achieving substantial cuts in advertising/marketing costs and other significant cost cutting measures, including a significant reduction in aggregate annual executive compensation.
- encourage OneMain to improve its business from termination of low margin OneMain business segments with a new focus on high margin unsecured loans to near prime clients, a focus on refinancing of existing high quality OneMain customers and termination of lending to sub-prime OneMain customers with FICO score of less than 600 to reduce OneMain loss levels.

About IEG Holdings Corporation

IEG Holdings Corporation provides online \$5,000 and \$10,000 unsecured consumer loans under the brand name, “Mr. Amazing Loans,” via its website, www.mramazingloans.com. For more information about IEG Holdings, visit www.investmentevolution.com.

Forward-Looking Statements

This press release contains forward-looking statements. All statements other than statements of historical facts included in this press release are forward-looking statements. In some cases, forward-looking statements can be identified by words such as “believe,” “expect,” “anticipate,” “plan,” “potential,” “continue” or similar expressions. Such forward-looking statements include risks and uncertainties, and there are important factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. These factors, risks and uncertainties are discussed in IEG Holdings’ filings with the SEC. Investors should not place any undue reliance on forward-looking statements since they involve known and unknown, uncertainties and other factors which are, in some cases, beyond IEG Holdings’ control which could, and likely will, materially affect actual results, levels of activity, performance or achievements. Any forward-looking statement reflects IEG Holdings’ current views with respect to future events and is subject to these and other risks, uncertainties and assumptions relating to operations, results of operations, growth strategy and liquidity. IEG Holdings assumes no obligation to publicly update or revise these forward-looking statements for any reason, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

The contents of any website referenced in this press release are not incorporated by reference herein.

Contact:

Paul Mathieson
IEG Holdings Corporation
Chairman/CEO and Founder
info@investmentevolution.com
+1-702-227-5626
