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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) **August 1, 2017**

**IEG HOLDINGS CORPORATION**

(Exact name of registrant as specified in its charter)

<b>Florida</b> (State or other jurisdiction of incorporation)	<b>000-55463</b> (Commission File Number)	<b>90-1069184</b> (IRS Employer Identification No.)
<b>6160 West Tropicana Ave., Suite E-13, Las Vegas, NV</b> (Address of principal executive offices)		<b>89103</b> (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))

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 pursuant to Section 13(a) of the Exchange Act.

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**Item 7.01. Regulation FD Disclosure.**

On August 1, 2017, IEG Holdings Corporation (“IEG Holdings”) issued a press release announcing that it had made the determination that it would terminate the offer (the “Offer”) by IEG Holdings to exchange four shares of IEG Holdings’ common stock, par value \$0.001 per share, for each share of common stock, par value \$0.01 per share, of LendingClub Corporation (“LendingClub”), up to an aggregate of 40,345,603 shares of LendingClub common stock, representing approximately 9.99% of LendingClub’s outstanding shares as of April 28, 2017, validly tendered and not properly withdrawn in the Offer. IEG Holdings filed with the Securities and Exchange Commission (the “SEC”) a Registration Statement on Form S-4 dated July 12, 2017, relating to the offer and sale of shares of IEG common stock that were to be issued to holders of LendingClub shares in the Offer (the “Registration Statement”), and a Tender Offer Statement on Schedule TO, originally filed with the SEC on July 12, 2017 (as amended thereafter, the “Schedule TO”).

Following the launch of the Offer, IEG Holdings’ per share stock price, as quoted on the OTCQB, dropped significantly. On August 1, 2017, due to the stock price drop, IEG Holdings determined that the Offer no longer had a reasonable chance of success and accordingly, IEG Holdings determined that it would terminate the Offer and withdraw the Registration Statement. Furthermore, IEG Holdings has no intention of launching the Offer or another tender offer in the near future. The Registration Statement was withdrawn on August 1, 2017. Any shares that have been tendered by LendingClub stockholders have not yet been accepted and will be returned to the relevant stockholders.

A copy of the 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.

**Exhibit No.      Description**

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99.1      Press release of IEG Holdings Corporation dated August 1, 2017.

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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.

**IEG HOLDINGS CORPORATION**

Date: August 1, 2017

By: /s/ Paul Mathieson

Name: Paul Mathieson

Title: President and Chief Executive Officer

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## **IEG Holdings Will Not Proceed with LendingClub Tender Offer**

**Las Vegas, Nevada – (August 1, 2017)** – IEG Holdings Corporation (OTCQB: IEGH) (“IEG Holdings”) today announced that it has determined that it will not proceed with its offer (the “Offer”) to exchange four shares of IEG Holdings’ common stock for each share of common stock of LendingClub Corporation (“LendingClub”), up to an aggregate of 40,345,603 shares of LendingClub common stock, representing approximately 9.99% of LendingClub’s outstanding shares as of April 28, 2017, validly tendered and not properly withdrawn in the Offer.

Paul Mathieson, IEG Holdings’ Chairman and Chief Executive Officer, commented, “Following the launch of the LendingClub Offer, IEG Holdings’ per share stock price has dropped significantly. As a result, we have determined that the Offer no longer has a reasonable chance of success. Accordingly, we will not proceed with the LendingClub offer.”

IEG Holdings has no intention of launching the LendingClub Offer or another tender offer in the near future. Any shares that have been tendered by LendingClub stockholders have not yet been accepted by IEG Holdings and will be returned to the relevant stockholders.

### **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](http://www.mramazingloans.com). For more information about IEG Holdings, visit [www.investmentevolution.com](http://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:**

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