

Springleaf Holdings, Inc.  
Form DEF 14A  
April 29, 2014

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[TABLE OF CONTENTS](#)

[Table of Contents](#)

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No.       )

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☒ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material under §240.14a-12

**SPRINGLEAF HOLDINGS, INC.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

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## Table of Contents

April 30, 2014

Dear Stockholders:

On behalf of the Board of Directors, I am pleased to invite you to attend our first Annual Meeting of Stockholders. The meeting will be held on May 28, 2014, at 10:30 a.m., local time, at the Holiday Inn, 7101 Highway 41 North, Evansville, Indiana 47725. Details regarding the business to be conducted at the Annual Meeting are more fully described in the accompanying materials.

Whether or not you attend the meeting in person, it is important that your shares be represented and voted. In addition to voting in person, stockholders of record may vote via a toll-free telephone number or over the Internet. Stockholders who received a paper copy of the Proxy Statement and 2013 Annual Report by mail may also vote by completing, signing and mailing the enclosed proxy card promptly in the return envelope provided. You can, of course, vote in person at the meeting but you are encouraged to send in the proxy card, or vote online or by telephone, to ensure your vote is counted should you be unable to attend for any reason. You may revoke your proxy and vote in person at the meeting if you choose to do so.

Sincerely,

Jay N. Levine  
*President & CEO*

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 28, 2014: This Notice of Annual Meeting and Proxy Statement and the Annual Report for the year ended December 31, 2013 are available on the Internet at <http://materials.proxyvote.com/85172J>.**

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Table of Contents

**SPRINGLEAF HOLDINGS, INC.**

601 NW Second Street  
Evansville, Indiana 47708

April 30, 2014  
NOTICE OF THE

**2014 ANNUAL MEETING OF STOCKHOLDERS**

**Date and Time:** May 28, 2014  
10:30 a.m. local time

**Place:** Holiday Inn  
7101 Highway 41 North  
Evansville, Indiana 47725

**Business:**

1. To elect two Class I directors, Jay N. Levine and Roy A. Guthrie, to serve until the 2017 Annual Meeting.
2. To vote, on an advisory basis, to approve named executive officer compensation.
3. To hold an advisory vote on the frequency of future advisory votes to approve the named executive officer compensation.
4. To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for Springleaf Holdings, Inc. for the year ending December 31, 2014.
5. To consider and act upon any other business properly brought before the meeting or any adjournment or postponement thereof.

**Record Date:** In order to vote, you must have been a stockholder at the close of business on April 1, 2014.

**Voting by Proxy:** It is important that your shares be represented at the meeting. Whether or not you plan to attend the Annual Meeting, we encourage you to read this Proxy Statement and to complete, date and sign your proxy or voting instruction card and return it promptly or vote your shares by telephone or by Internet as described on the proxy card or Notice of Internet Availability of Proxy Materials. You may revoke your proxy and vote in person at the meeting if you choose to do so.

By order of the Board of Directors,

Scott D. McKinlay  
*Senior Vice President, General Counsel & Secretary*

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Table of Contents

**TABLE OF CONTENTS**

<u>2014 PROXY STATEMENT</u>	<u>1</u>
<u>GENERAL INFORMATION ABOUT THE ANNUAL MEETING AND VOTING</u>	<u>1</u>
<u>CORPORATE GOVERNANCE</u>	<u>5</u>
<u>BOARD OF DIRECTORS</u>	<u>9</u>
<u>PROPOSAL 1 ELECTION OF DIRECTORS</u>	<u>12</u>
<u>EXECUTIVE OFFICERS</u>	<u>16</u>
<u>EXECUTIVE COMPENSATION</u>	<u>18</u>
<u>Compensation Discussion and Analysis</u>	<u>18</u>
<u>Compensation Committee Report</u>	<u>24</u>
<u>Summary Compensation Table for 2013</u>	<u>25</u>
<u>Grants of Plan Based Awards for 2013</u>	<u>26</u>
<u>Outstanding Equity Awards at Fiscal Year End for 2013</u>	<u>26</u>
<u>Option Exercises and Stock Vested for 2013</u>	<u>26</u>
<u>Potential Payments and Benefits Upon Termination</u>	<u>29</u>
<u>Equity Compensation Plan Information</u>	<u>32</u>
<u>PROPOSAL 2 ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION</u>	<u>33</u>
<u>PROPOSAL 3 ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTES TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION</u>	<u>34</u>
<u>CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS</u>	<u>35</u>
<u>AUDIT FUNCTION</u>	<u>40</u>
<u>Report of the Audit Committee</u>	<u>40</u>
<u>Independent Registered Public Accounting Firm Fees</u>	<u>40</u>
<u>Audit Committee's Pre-Approval Policies and Procedures</u>	<u>41</u>
<u>PROPOSAL 4 RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	<u>42</u>
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	<u>43</u>
<u>OTHER MATTERS</u>	<u>45</u>
<u>STOCKHOLDER PROPOSALS</u>	<u>45</u>
<u>ADDITIONAL INFORMATION</u>	<u>45</u>

Table of Contents

**2014 PROXY STATEMENT**

This Proxy Statement and the accompanying materials are being made available to Springleaf Holdings, Inc. stockholders beginning on or about April 30, 2014. In this Proxy Statement, "SHI" refers to Springleaf Holdings, Inc., "SFI" refers to Springleaf Finance, Inc., "SFC" refers to Springleaf Finance Corporation, and "Springleaf," "the Company," "we," "us" or "our" may refer to Springleaf Holdings, Inc. or to it and one or more of its subsidiaries, as the context may require. This Proxy Statement contains information on the matters to be presented at the Company's 2014 Annual Meeting of Stockholders (the "Annual Meeting") to be held on May 28, 2014 to assist you in voting your shares.

**GENERAL INFORMATION ABOUT THE ANNUAL MEETING AND VOTING**

**What is the purpose of this Proxy Statement?**

The purpose of this Proxy Statement is to provide information regarding matters to be voted on at Springleaf's Annual Meeting. Additionally, it contains certain information that the U.S. Securities and Exchange Commission ("SEC") and the New York Stock Exchange ("NYSE") require Springleaf to provide to its stockholders. This Proxy Statement is also the document used by Springleaf's Board of Directors ("Board") to solicit proxies to be used at the Annual Meeting. Proxies are solicited to give all stockholders of record an opportunity to vote on the matters to be presented at the Annual Meeting, even if they cannot attend the meeting.

**Who pays the cost of soliciting proxies?**

We are making this solicitation and will pay the entire cost of preparing, assembling, printing, mailing and distributing these proxy materials and soliciting votes. If you choose to access the proxy materials over the Internet, you are responsible for Internet access charges you may incur. If you choose to vote by telephone, you are responsible for telephone charges you may incur. The solicitation of proxies or votes may be made by mail, in person, by telephone or by electronic communication by our directors, officers and employees, who will not receive any additional compensation for such solicitation activities. We also will reimburse brokerage houses and other custodians, nominees and fiduciaries for forwarding proxy and solicitation materials to stockholders. We have engaged the services of MacKenzie Partners, Inc. to assist us in the solicitation of proxies for an estimated fee of \$5,000, and we will reimburse MacKenzie Partners, Inc. for reasonable out-of-pocket expenses incurred in connection with the proxy solicitation and have agreed to indemnify MacKenzie Partners, Inc. against certain losses, costs and expenses.

**How is the Company distributing proxy materials?**

The SEC has adopted rules regarding how companies must provide proxy materials to their stockholders. These rules are often referred to as "Notice and Access." Under the Notice and Access model, a company may select either of the following two options for making proxy materials available to stockholders:

The full set delivery option; or

The notice only option.

Under the full set delivery option, a company delivers all proxy materials to its stockholders by mail or, if previously agreed, electronically. In addition to delivering proxy materials to stockholders, the company must post all proxy materials on a publicly-accessible website and provide information to stockholders about how to access that website. Under the notice only option, a company must post all proxy materials on a publicly-accessible website, and rather than delivering proxy materials to its shareholders, the company instead delivers a "Notice of Internet Availability of Proxy Material."

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### Table of Contents

In connection with the Annual Meeting, we have elected to use the full set delivery option. Accordingly, you should have received the Company's proxy materials by mail. These proxy materials are also available on the Internet at <http://materials.proxyvote.com/85172J>.

Although we have elected to use the full set delivery option in connection with the Annual Meeting, we may choose to use the notice only option in the future.

### **What is "householding"?**

If you and others who share your mailing address own the Company's ordinary shares or shares of other companies through bank or brokerage accounts, you may have received a notice that your household will receive only one annual report and proxy statement from each company whose shares are held in such accounts. This practice, known as "householding," is designed to reduce the volume of duplicate information and reduce printing and postage costs. You may discontinue householding by contacting your bank or broker.

You may also request delivery of an individual copy of the proxy statement by contacting the Company at Springleaf Holdings, Inc., 601 NW Second Street, Evansville, Indiana 47708, Attention: Secretary.

You may be able to initiate householding if your bank or broker has chosen to offer such service by following the instructions provided by your bank or broker.

### **When and where will the Annual Meeting be held?**

The meeting will be held on May 28, 2014 at the Holiday Inn, 7101 Highway 41 North, Evansville, Indiana 47725 beginning at 10:30 a.m., local time. Stockholders may obtain directions to the location of the meeting by contacting the Company's Secretary at 601 NW Second Street, Evansville, Indiana 47708, Telephone: (812) 424-8031.

### **What matters will the stockholders vote on at the meeting?**

You will be voting on the following:

Election of two Class I directors, Jay N. Levine and Roy A. Guthrie, to the Board;

On an advisory basis to approve named executive officer ("NEO") compensation;

Establishment of the frequency of future votes to approve NEO compensation (on an advisory basis);

Ratification of the appointment of PricewaterhouseCoopers LLP as Springleaf's independent registered public accounting firm for the year ending December 31, 2014; and

Any other business that may properly come before the meeting.

### **Who may vote at the meeting?**

All stockholders who owned Springleaf common stock at the close of business on the record date of April 1, 2014, may attend and vote at the meeting.

**How do I vote?**

You can vote either in person at the meeting or by proxy whether or not you attend the meeting. You can vote by telephone or Internet by following the instructions on the proxy card. Stockholders of record also can vote by mail by completing, signing and dating the proxy card. Stockholders who hold shares beneficially in street name may submit proxies by following the instructions provided by your



Table of Contents

stock broker, bank or other nominee (see "What if I hold my shares in a brokerage account or with another nominee ('street name')?" below for more information). If you sign your proxy card but do not specify how you want your shares voted, they will be voted as the Board recommends. The deadline for voting by telephone or electronically is 11:59 p.m., Eastern Daylight Time, on May 27, 2014. If you are a registered stockholder and attend the meeting, you may deliver your completed proxy card in person.

**What if I hold my shares in a brokerage account or with another nominee ("street name")?**

If you hold your shares in a brokerage account or with another nominee, the shares are said to be held in "street name." In this case your broker or other nominee will send you a package, including a voter instruction card, which will ask you how you want your shares to be voted. If you give the nominee instructions, the nominee will vote your shares as you direct. If you do not give your nominee instructions (these shares are often referred to as broker non-votes) and the proposal involves a "routine" matter, then the rules of the NYSE provide nominees with discretionary power to vote your shares. However, if a proposal involves a "non-routine" matter, then nominees are not permitted to vote your shares without instructions from you. At the Annual Meeting, all matters submitted to the stockholders for approval, other than the proposal to ratify PricewaterhouseCoopers LLC as Springleaf's independent registered public accounting firm, are "non-routine," meaning that your broker or other nominee may not vote your shares on those matters without instructions from you. It is, therefore, important that you provide instructions to your nominee if your shares are held by a nominee so that your votes with respect to the election of directors and any other "non-routine" matters are counted. Since a beneficial owner is not the stockholder of record, you may not vote these shares in person at the meeting unless you obtain a legal proxy from the broker or other nominee that holds your shares, giving you the right to vote the shares at the meeting.

**Can I change my vote after I execute my proxy?**

You may revoke a proxy at any time prior to its exercise at the meeting. You can send in a new proxy card with a later date or send a written notice of revocation to Springleaf Holdings, Inc., 601 NW Second Street, Evansville, Indiana 47708, Attention: Secretary. You also can use telephone or Internet voting methods to change your vote. Shares held in your name as the stockholder of record may be voted in person at the Annual Meeting. Shares held beneficially in street name may be voted in person at the Annual Meeting only if you obtain a legal proxy from the broker, trustee or nominee that holds your shares giving you the right to vote the shares.

**Is my vote Confidential?**

We keep all proxies, ballots and voting tabulations confidential as a matter of practice. We permit only our Inspector of Election, American Stock Transfer & Trust Company, LLC, to examine these documents.

**How many votes do I have?**

You will have one vote for each share of Springleaf common stock which you owned at the close of business on April 1, 2014, the record date for the meeting.

**How many shares of common stock are eligible to vote at the meeting?**

At the close of business on April 1, 2014, there was a total of 114,832,895 shares of Springleaf common stock outstanding and eligible to vote at the meeting.

Table of Contents

**How many shares must be present to hold the meeting?**

A majority of the shares of Springleaf common stock outstanding as of the record date must be present at the meeting in order to hold the meeting and conduct business. This is called a quorum. Shares are counted as present at the meeting if stockholders are present in person or a proxy card has been properly submitted by or on behalf of stockholders. In determining whether a quorum is present, stockholders who abstain or cast broker non-votes will be deemed present at the meeting. Once a share is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting.

**How many votes are required to elect directors and adopt other proposals?**

Directors are elected by a plurality of the votes present in person or by proxy entitled to vote, which means that the two nominees who receive the highest number of votes will be elected as directors. Votes to withhold and broker non-votes will not have any effect on the election of a director.

Advisory votes to approve NEO compensation and frequency of advisory votes to approve NEO compensation require the affirmative vote of a majority of the shares of Springleaf common stock present in person or by proxy that are entitled to vote on this matter. If you abstain from voting on this matter (referred to as an "abstention"), your shares will be counted as present for the purpose of establishing a quorum, and the abstention will have the same effect as a vote against this proposal. Broker non-votes, if any, will not have any effect on this proposal.

Ratification of PricewaterhouseCoopers LLP as Springleaf's independent registered public accounting firm requires the affirmative vote of a majority of Springleaf common stock present in person or by proxy that are entitled to vote on this item. If you abstain from voting on this matter, your shares will be counted as present for the purpose of establishing a quorum, and the abstention will have the same effect as a vote against this proposal. Broker non-votes, if any, will also have the same effect as a vote against this proposal.

**How do I attend the meeting?**

Admission to the meeting is limited to Springleaf stockholders or their proxy holders. In order to be admitted to the meeting, each stockholder will be asked to present proof of stock ownership and a valid, government-issued photo identification, such as a driver's license. Proof of stock ownership may consist of the proxy card, or if shares are held in the name of a broker, bank or other nominee (street name), an account statement or letter from the nominee indicating that you beneficially owned shares of Springleaf common stock at the close of business on April 1, 2014, the record date for the meeting.

**Where can I find the voting results of the Annual Meeting?**

We intend to announce preliminary voting results at the Annual Meeting and report final results on a Current Report on Form 8-K, which we will file with the SEC within four business days after the Annual Meeting.

Table of Contents

**CORPORATE GOVERNANCE**

**Governing Documents**

The following primary documents make up Springleaf's corporate governance framework:

Corporate Governance Guidelines ("Governance Guidelines")

Audit Committee Charter

Compensation Committee Charter

Nominating and Corporate Governance ("NCG") Committee Charter

Compliance Committee Charter

Code of Business Conduct and Ethics ("Code of Conduct")

Code of Ethics for the Principal Executive and Senior Financial Officers ("Principal Officer Code")

These documents are accessible on Springleaf's website at [www.springleaf.com](http://www.springleaf.com) by clicking on "Company Information," then "Investor Relations" and then "Corporate Governance." You also may obtain a free copy of any of these documents by sending a written request to Springleaf Holdings, Inc., 601 NW Second Street, Evansville, Indiana 47708, Attention: Secretary. Any substantive amendment to or grant of a waiver from a provision of the Principal Officer Code requiring disclosure under applicable SEC or NYSE rules will be posted on Springleaf's website.

**Corporate Governance Guidelines**

The Governance Guidelines, which are available on our website as outlined above, set forth the Company's primary principles and policies regarding corporate governance. The Governance Guidelines are reviewed from time to time as deemed appropriate by the Board. The Governance Guidelines are supplemented by the Code of Conduct and the Principal Officer Code, as well as by policies and procedures addressing specific topics and practices.

**Board Leadership Structure**

Although not required, Springleaf separates the roles of Chief Executive Officer and Chairman of the Board. The Chief Executive Officer is responsible for the day-to-day leadership, management, direction and performance of the Company, while the Chairman of the Board is responsible for determining growth opportunities, presiding over meetings of the Board and, together with the Chief Executive Officer, setting the strategic direction of Springleaf.

**Board's Role in Risk Oversight**

While management is responsible for day-to-day risk management of the Company's operations, the Board is responsible for overseeing enterprise-wide risks. The Board uses its standing committees (more fully discussed below) to monitor and address what may be within the

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scope of each committee's expertise or charter. For example, the Audit Committee oversees the financial statements, accounting and auditing functions and related risk; the Compensation Committee oversees the Company's compensation programs, including goals, objectives, performance and compensation for our Chief Executive Officer and other executive officers, and the compensation disclosure in this Proxy Statement; and the NCG Committee oversees director qualifications, Board structure and corporate governance matters. The Board also has created a Compliance Committee to oversee regulatory compliance matters and risks relating to the Company's operations and business, which provides regular reports to the Board. In addition to getting information from its committees, the Board also receives

Table of Contents

updates directly from members of management. In this regard, Mr. Levine, due to his position as both Chief Executive Officer and director of the Company, is particularly important in communicating with other members of management and keeping the Board updated on the important aspects of the Company's operations.

**Independent Directors**

Springleaf recognizes the importance of having an independent Board that is accountable to Springleaf and its stockholders. Accordingly, its Governance Guidelines (a copy of which may be found in the "Company Information Investor Relations Corporate Governance" section of Springleaf's website) provide that a majority of its directors shall be independent in accordance with the NYSE listing standards. Our Board has affirmatively determined that Ms. Kotval and Messrs. Guthrie, Jacobs and Lott are "independent" under Section 303A.02(b) of the NYSE listing standards. In making these determinations, the Board considered all relevant facts and circumstances, as required by applicable NYSE listing standards.

**Board, Committee and Annual Meeting Attendance**

The Board held one meeting during 2013 (after the effective date of the Company's initial public offering ("IPO") of its common stock on October 15). Each director attended at least 75% of the total number of meetings of the Board and committees held during the period he or she served, except for Mr. Edens. Mr. Edens was unable to attend the meeting held in 2013 due to unforeseen scheduling conflicts, but his views were represented at the meeting by Mr. Levine. This is the first annual meeting held since the Company's IPO on October 15, 2013. Directors are invited and encouraged but are not required to attend the Company's annual meeting of stockholders.

**Presiding Non-Management Director and Executive Sessions**

Springleaf's non-management and independent directors did not meet in executive session without management in 2013 because of the short period of time between the date of the IPO and the end of the fiscal year, but they anticipate meeting at least once a year starting in 2014. No presiding non-management director has been selected, but a presiding director will be appointed to preside at each executive session on an ad hoc basis.

**Communications with the Board of Directors**

Any Springleaf stockholder or other interested party who wishes to communicate with the Board or any of its members may do so by writing to: Board of Directors (or one or more named directors), c/o Scott D. McKinlay, Senior Vice President, General Counsel & Secretary, Springleaf Holdings, Inc., 601 NW Second Street, Evansville, Indiana 47708.

**Communications with the Audit Committee**

Complaints and concerns relating to Springleaf's accounting, financial reporting, internal accounting controls or auditing matters (together, "Accounting Matters") should be communicated to the Audit Committee of the Board. Any such communications may be made on an anonymous basis. Employee concerns or complaints may be reported to the Audit Committee through a third-party vendor, Global Compliance (Navex Global), that has been retained by the Audit Committee for this purpose. Global Compliance may be contacted toll-free at (855) 296-9088, or via its website at [www.springleaf.alertline.com](http://www.springleaf.alertline.com). Outside parties, including stockholders, may bring issues regarding Accounting Matters to the attention of the Audit Committee by writing to: Audit Committee, c/o Scott D. McKinlay, Senior Vice President, General Counsel & Secretary, Springleaf Holdings, Inc., 601 NW Second Street, Evansville, Indiana 47708.

Table of Contents

All complaints and concerns will be reviewed under the direction of the Audit Committee and overseen by the General Counsel and other appropriate persons as determined by the Audit Committee. The General Counsel also prepares a periodic summary report of all such communications for the Audit Committee.

**Criteria and Procedures for Selection of Director Nominees**

Although the Board retains ultimate responsibility for nominating members for election to the Board, the NCG Committee of the Board conducts the initial screening and evaluation process. Although there are no minimum qualifications, skills or qualities required to be nominated for election, as provided in the Company's Governance Guidelines, director nominees, including those directors eligible to stand for re-election, are selected based on, among other things, the following factors:

whether the nominee has demonstrated, by significant accomplishment in his or her field, an ability to make meaningful contributions to the Board's oversight of the business and affairs of the Company;

the nominee's reputation for honesty and ethical conduct in his or her personal and professional activities;

experiences, skills and expertise;

diversity;

business judgment;

composition of the Board;

requirements of applicable laws and NYSE listing standards;

time availability and dedication; and

conflicts of interest.

While the NCG Committee has not adopted a formal diversity policy for the selection of director nominees, diversity is one of the factors that the NCG Committee considers in identifying director nominees.

In conducting the screening and evaluation of potential director nominees, the NCG Committee considers candidates recommended by directors and the Company's management, as well as recommendations from Company stockholders. While the NCG Committee's Charter and our Governance Guidelines provide that the NCG Committee may, if it deems appropriate, establish procedures to be followed by stockholders in submitting recommendations for director candidates, the NCG Committee has not, at this time, put in place a formal policy with regard to such procedures. This is because our Amended and Restated Bylaws (the "Bylaws") include procedures for stockholders to nominate candidates to serve on the Board for election at any Annual Meeting or at any special meeting called for the purpose of electing directors. The Board believes that it is appropriate for Springleaf not to have a specific policy since stockholders may submit recommendations for director candidates by following the procedures set forth in the Bylaws, as summarized below.

The Bylaws require a stockholder who desires to nominate a candidate for election to the Board at an annual meeting to timely submit certain information to Springleaf Holdings, Inc., 601 NW Second Street, Evansville, Indiana 47708, Attention: Secretary. This information includes, among other things:

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The stockholder's name and address, and the class, series and number of shares that he or she owns;

7

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Table of Contents

A representation that the stockholder is a holder of record as of the record date and intends to appear in person or by proxy at the annual meeting;

The name, address and certain other information regarding the stockholder's nominee for director;

A description of any arrangement or understanding between the stockholder and the director nominee or any other person (naming such person(s)) in connection with the making of such nomination to the Board; and

A completed questionnaire with respect to the prospective nominee's background and the background of any other person on whose behalf the nomination is being made, and certain written representations and agreements from such persons concerning their independence and compliance with applicable laws.

To be timely, a stockholder must submit the information required by the Bylaws not less than 90 days nor more than 120 days in advance of the anniversary date of the immediately preceding annual meeting of stockholders. The Bylaws include special notice provisions if no annual meeting was held in the previous year, or if the annual meeting is called for a date that is not within 30 days before or after the anniversary date of the preceding annual meeting. While these provisions of the Bylaws permit a stockholder to nominate a candidate for election to the Board, such nominations will be subject to certain rights of Springleaf Financial Holdings, LLC ("SFH" or the "Initial Stockholder") discussed below under the caption "Certain Relationships and Related-Party Transactions Stockholders Agreement."



Table of Contents**BOARD OF DIRECTORS**

Springleaf's Restated Certificate of Incorporation provides that the Board shall consist of not less than three and not more than 11 directors, as may be determined from time to time by a majority of the entire Board. As of the date of this Proxy Statement, the Board consists of six members, five of whom are non-employee directors.

The Board is also divided into three classes that are, as nearly as possible, of equal size. Each class of directors is elected for a three-year term of office, but the terms are staggered so that the term of only one class of directors expires at each annual meeting of stockholders. Springleaf's current Board is classified as follows:

Class	Term Expiration	Director
Class I	2014	Jay N. Levine Roy A. Guthrie
Class II	2015	Douglas L. Jacobs Anahaita N. Kotval
Class III	2016	Wesley R. Edens Ronald M. Lott

The Restated Certificate of Incorporation does not provide for cumulative voting in the election of directors, which means that holders of a majority of the outstanding shares of Springleaf common stock can elect all of the directors standing for election.

**Committees of the Board of Directors**

The Board has four principal standing committees. Committee members for the Audit Committee, the NCG Committee and the Compensation Committee consist entirely of non-employee directors, and the Board has determined that each member of these committees is "independent," as defined under NYSE listing standards. The Compliance Committee is not subject to these standards.

***Audit Committee***

The Audit Committee's responsibilities and purposes are to: (i) assist the Board in its oversight of: (a) the integrity of the Company's financial statements; (b) the Company's compliance with legal and regulatory requirements; (c) the annual independent audit of the Company's financial statements, the engagement of the independent registered public accounting firm and the evaluation of the independent registered public accounting firm's qualifications, independence and performance; and (d) the performance of the Company's financial reporting process and internal audit function; (ii) determine whether to recommend to the stockholders the appointment, retention or termination of the Company's independent registered public accounting firm; and (iii) pre-approve all audit, audit-related and other services, if any, to be provided by the independent registered public accounting firm. The Audit Committee also participates in the certification process relating to the filing of certain periodic reports pursuant to the Securities Exchange Act of 1934 (the "Exchange Act") and prepares the Report of the Audit Committee required under the proxy rules of the SEC to be included in the proxy statement for each annual meeting of stockholders. A copy of the Audit Committee's Charter is available at Springleaf's website, at [www.springleaf.com](http://www.springleaf.com).

The members of the Audit Committee are Messrs. Jacobs (Chair) and Guthrie, and Ms. Kotval. The Board has determined that: (i) each is "independent"; (ii) each is "financially literate"; and (iii) Mr. Jacobs is an "audit committee financial expert," as these terms are defined by the Exchange Act and the NYSE. The Audit Committee met one time in 2013.

Table of Contents

***Nominating and Corporate Governance Committee***

The NCG Committee's responsibilities and purposes are to: (i) identify and recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board; (ii) advise the Board as to the Board composition, procedures and committees; (iii) develop and recommend to the Board a set of corporate governance guidelines and maintain and update such guidelines, as appropriate; (iv) review, approve or ratify related-party transactions and other matters that may pose conflicts of interest; and (v) oversee the evaluation of the Board. A copy of the NCG Committee Charter is available at Springleaf's website, at [www.springleaf.com](http://www.springleaf.com). See "Corporate Governance Criteria and Procedures for Selection of Director Nominees" above for more information about the process for identifying and evaluating nominees for director.

The members of the NCG Committee are Mr. Lott (Chair) and Ms. Kotval. Mr. Lott and Ms. Kotval are "independent," as defined under the rules of the NYSE. Mr. Levine, who is not independent, was a member of the NCG Committee from October 15, 2013, the completion date of the Company's IPO, until March 4, 2014. In accordance with the rules of the NYSE, the Company removed the sole member of the NCG Committee who was not "independent," and the NCG Committee now consists solely of "independent" members, within one year of the completion of the IPO. The NCG Committee did not meet in 2013.

***Compensation Committee***

The Compensation Committee's responsibilities and purposes are to: (i) oversee the Company's compensation and employee benefit plans and practices, including its executive compensation plans, and incentive-compensation and equity-compensation plans; (ii) evaluate the performance of the Chief Executive Officer and other executive officers; (iii) review and discuss with management the Company's compensation discussion and analysis to be included in the Company's annual proxy statement and annual report filed with the SEC; and (iv) prepare the Compensation Committee Report as required by the rules of the SEC. The Compensation Committee also has the authority to retain and terminate compensation consultants, including approval of the terms and fees of any such arrangement. A copy of the Compensation Committee Charter is available at Springleaf's website, at [www.springleaf.com](http://www.springleaf.com).

Additional information regarding the Compensation Committee's processes and procedures for consideration of director compensation and executive compensation are set forth below under "Executive Compensation Compensation of Directors" and "Executive Compensation Compensation Discussion and Analysis," respectively.

The members of the Compensation Committee are Messrs. Guthrie (Chair) and Lott. Each member of Springleaf's Compensation Committee is "independent," as defined under the rules of the NYSE. Mr. Edens served on the Compensation Committee from October 15, 2013, the completion date of the Company's IPO, until February 4, 2014, although he is not an independent director since he is affiliated with the Fortress Investment Group LLC ("Fortress"). In accordance with the rules of the NYSE, the Company removed the sole member of the Compensation Committee who was not "independent," and the Compensation Committee now consists solely of "independent" members, within one year of the completion of the IPO. The "independent" directors who are appointed to the Compensation Committee are also "non-employee" directors, as defined in Rule 16b-3(b)(3) under the Exchange Act, and "outside" directors within the meaning of Section 162(m)(4)(c)(i) of the Internal Revenue Code ("IRC"). The Compensation Committee did not meet in 2013.

***Compliance Committee***

The Compliance Committee's primary responsibility is to oversee the Company's compliance efforts to ensure compliance with laws and regulations and related programs, policies and procedures, other than matters of financial compliance, which are the responsibility of the Audit Committee.

Table of Contents

Among other things, the Compliance Committee assists the Board in its oversight function with respect to: (i) ensuring that the Company has an effective compliance program; (ii) monitoring regulatory risks and ensuring that there are appropriate policies, procedures and controls to address them; (iii) fostering good relationships with regulators; and (iv) identifying changes to laws, regulations and best practices that may require changes to compliance programs or business practices. A copy of the Compliance Committee Charter is available at Springleaf's website, at [www.springleaf.com](http://www.springleaf.com).

The Compliance Committee consists of both director and non-director members. Ms. Kotval and Messrs. Guthrie and Jacobs are the director members, with Ms. Kotval serving as Chair.

***Compensation Committee Interlocks and Insider Participation***

Mr. Edens served on the Compensation Committee from October 15, 2013, the completion date of the Company's IPO, until February 4, 2014. Mr. Edens is affiliated with Fortress. During 2013, we engaged in related party transactions with Fortress and its affiliates. For more information about these transactions see "Certain Relationships and Related Party Transactions."

None of our executive officers currently serves as a member of the board of directors or as a member of a compensation committee of any other company that has an executive officer serving as a member of the Board or the Compensation Committee.

Table of Contents

**PROPOSAL 1  
ELECTION OF DIRECTORS**

The terms of the Class I directors, consisting of Messrs. Roy A. Guthrie and Jay N. Levine, will expire at the Annual Meeting. Each has been nominated by the Board to serve as a continuing director for a new three-year term expiring at the 2017 annual meeting of stockholders. Each nominee selected will continue in office until his successor has been elected and qualified, or until his earlier death, resignation or retirement.

In determining whether to nominate each of the Class I directors for another term, the Board considered not only the designation of Mr. Guthrie by the Initial Stockholder, but also the factors discussed above under "Corporate Governance Criteria and Procedures for Selection of Director Nominees," and concluded that each possesses those talents, backgrounds, perspectives, attributes and skills that will enable him to continue to provide valuable insights to Company management and play an important role in helping the Company achieve its goals and objectives. The age, principal occupation and certain other information for each director nominee and the continuing directors serving unexpired terms are set forth below. It is the general policy of the Company that no director having attained the age of 70 years will stand for re-election.

Directors are elected by a plurality of the votes present in person or by proxy entitled to vote, which means that the two nominees who receive the highest number of votes will be elected as directors. Votes to withhold and broker non-votes will not have any effect on the election of a director.

The Board believes that each director nominee will be able to stand for election. If you do not wish your shares voted for one or both of the nominees, you may so indicate when you vote.

With the exception of Mr. Lott, the individuals listed below served as directors of SFI and SFC prior to our IPO in the same capacity as they currently serve at SHI.

***The Board recommends a vote FOR the election of each of the nominees listed below for director.***

**Nominees for election at this Annual Meeting to a term expiring in 2017**

**Jay N. Levine, age 52**

*Director of the Company since 2011*

Mr. Levine has served as President, Chief Executive Officer, and director of Springleaf since October 1, 2011. Mr. Levine served as President and Chief Executive Officer and as a director of Capmark Financial Group Inc. ("Capmark") (a commercial real estate finance company) from December 2008 until February 2011. On October 25, 2009, Capmark and certain of its subsidiaries filed voluntary petitions for reorganization under Chapter 11 of the U.S. Bankruptcy Code. Capmark and certain of its subsidiaries emerged from bankruptcy on September 30, 2011.

From 2000 to 2008, Mr. Levine served as President, Chief Executive Officer (Co-CEO from March 2000 until January 2007), and a member of the board of directors of Royal Bank of Scotland Global Banking & Markets, North America (a banking and financial services company) and Chief Executive Officer of its predecessor entity, RBS Greenwich Capital (a financial services company), with responsibility for the company's institutional business in the United States. Previously, Mr. Levine was co-head of the Mortgage and Asset Backed Departments at RBS Greenwich Capital.

Mr. Levine's extensive experience in the financial industry and his previous experience as an executive officer and director of financial services companies allow him to provide the Board with a broad perspective of our industry.

Table of Contents

**Roy A. Guthrie, age 59**

*Director of the Company since 2012; Chair of the Compensation Committee and member of the Audit and Compliance Committees*

Mr. Guthrie was elected as a director in December 2012. Mr. Guthrie served as Executive Vice President and Chief Financial Officer of Discover Financial Services ("Discover") from 2005 through April 2011. He retired from Discover in January 2012. Mr. Guthrie also served as a director of Discover Bank, a subsidiary of Discover, from 2006 through the end of 2011. Discover is a direct banking and payment services company and is a publicly held bank holding company that is listed on the NYSE. Discover offers credit cards, student loans, personal loans and deposit products through its subsidiary, Discover Bank. Prior to joining Discover, Mr. Guthrie was President and Chief Executive Officer of CitiFinancial International, LTD, a consumer finance business of Citigroup Inc. ("Citigroup") (a global banking institution), from 2000 to 2004. In addition, Mr. Guthrie served on Citigroup's management committee during this period of time. Mr. Guthrie also served as the President and Chief Executive Officer of CitiCapital from 2000 to 2001. Mr. Guthrie served as Chief Financial Officer of Associates First Capital Corporation (a consumer finance lender) from 1996 to 2000, while it was a public company, and served as a member of its board of directors from 1998 to 2000. Prior to this, Mr. Guthrie served in various positions at Associates First Capital Corporation, including serving as its Corporate Controller from 1989 to 1996.

He has also served as a director and member of the audit committee of Bluestem Brands, Inc. (a direct marketing company) since November 2010, a director and member of the audit committee of Garrison Capital LLC (a private capital finance company) since June 2011, a director and member of the audit committee of Nationstar Mortgage Holdings, Inc. (a national mortgage lender and servicer that is majority owned by funds managed by an affiliate of Fortress) since February 2012, a director and member of the audit committee of Dell Bank International (a wholly owned indirect subsidiary of Dell, Inc., a computer manufacturer and technology company) since September 2012, and a director and member of the audit committee of Lifelock, Inc. (an identity theft protection company) since October 2012. Mr. Guthrie also served as a director of Student Loan Corporation from December 2010 until January 2012 and as a director of Enova International, Inc. from January 2012 until July 2012.

We believe Mr. Guthrie should continue to serve on our Board due to his experience as a chief financial officer of two publicly traded companies, his vast experience with and knowledge of the consumer finance industry, his experience and background in finance and accounting and his experience as a director and executive officer of publicly traded companies.

**Directors whose terms expire in 2015**

**Douglas L. Jacobs, age 66**

*Director of the Company since 2010; Chair of the Audit Committee and member of the Compliance Committee*

Mr. Jacobs was elected to the Board as a director on November 30, 2010. Mr. Jacobs is also a director of Fortress (a global investment management firm), where he chairs the Audit Committee and is a member of the Compensation Committee. Investment funds managed by affiliates of Fortress indirectly own 63.96% of the voting interests in the Company (as of February 14, 2014). He is also a director of Clear Channel Outdoor (an international outdoor advertising company), where he chairs the Audit Committee and is a member of the Compensation Committee; Doral Financial Corporation (a financial services company), where he is Chairman of the Risk Policy Committee and a member of the Dividend Committee; and New Residential Investment Corp. ("New Residential") (a real estate investment trust primarily focused on investing in residential real estate related assets that is majority owned by funds managed by an affiliate of Fortress), where he chairs the Audit Committee. He also serves as a director, Treasurer, and Chairman of the Finance Committee of Care New England (a

Table of Contents

health care system). From November 2004 to mid-2008, Mr. Jacobs was also a director of ACA Capital Holdings, Inc. (a financial guaranty company), where he was Chairman of the Audit Committee and a member of the Compensation and Risk Management Committees. Mr. Jacobs was a director and Chairman of the Audit Committee for Global Signal Inc. (an owner, operator and lessor of towers and other communication structures for wireless communications) from February 2004 until January 2007, and also was a director of Hanover Capital Mortgage Holdings, Inc. (a mortgage REIT) from 2003 until 2007. From 1988 to 2003, Mr. Jacobs was an Executive Vice President and Treasurer at FleetBoston Financial Group (a financial services firm), managing the company's funding, securitization, capital, and asset and liability management activities in addition to its securities, derivatives, and mortgage loan portfolios. Prior to joining FleetBoston, Mr. Jacobs was active in a variety of positions at Citicorp (a global banking institution) for over 17 years, culminating in his role as Division Executive of the Mortgage Finance Group.

As a result of his past experience, Mr. Jacobs has extensive finance and management expertise and experience serving on public company boards and committees, which provide him with the qualifications and skills to serve as a director, and the Board has determined that Mr. Jacobs is an "audit committee financial expert" for purposes of membership on Springleaf's Audit Committee.

**Anahaita N. Kotval, age 46**

*Director of the Company since 2012; Chair of the Compliance Committee and member of the Audit and Nominating and Corporate Governance Committees*

Ms. Kotval has served as a director since December 2012. Since November 2011, Ms. Kotval has served as Chief Operating Officer and General Counsel of Inspirica, Inc. (a nonprofit organization providing residential, case management, counseling, job training, and job and housing placement services for homeless individuals and families). Prior to joining Inspirica, Ms. Kotval served in various positions with RBS Securities Inc. (formerly Greenwich Capital Markets, Inc.), a U.S. broker-dealer and affiliate of The Royal Bank of Scotland plc ("RBS"), including serving as its General Counsel from 2007 until October 2011, Deputy General Counsel from 2004 until 2007 and Associate General Counsel from 1998 until 2004. Prior to her employment at RBS Securities Inc., Ms. Kotval spent 5 years in the Enforcement Division of the SEC's New York Regional Office.

Ms. Kotval brings extensive management, legal and regulatory compliance expertise to the Board.

**Directors whose terms expire in 2016**

**Wesley R. Edens, age 52**

*Director and Chairman of the Board since 2010*

Mr. Edens was elected to the Board on November 30, 2010 and elected as Chairman of the Board on September 13, 2011. He is the founding principal and Co-Chairman of the board of directors of Fortress (a global investment management firm) and has been a principal and the Chairman of the Management Committee of Fortress since co-founding Fortress in May 1998. Investment funds managed by affiliates of Fortress indirectly own 63.96% of the voting interests in the Company (as of February 14, 2014). Previously, Mr. Edens served as Chief Executive Officer of Fortress from inception to August 2009. Mr. Edens has primary investment oversight of Fortress's private equity and publicly traded alternative businesses. He is the Chairman of the board of directors of each of Florida East Coast Railway Corp. (a freight railway company), New Media Investment Group Inc. (a publisher of print and online media), Nationstar Mortgage Holdings Inc. (a residential mortgage loan originator and servicer), New Residential (a real estate investment trust focused on investing in, and managing, investments related to residential real estate) and Newcastle Investment Corp. ("Newcastle") (a real estate investment and finance company). He is Co-Chairman of the board of directors of Fortress. He is a director of GAGFAH S.A. (a residential property owner and manager), Brookdale Senior

Table of Contents

Living Inc. (an operator of senior living communities), Intrawest Resorts Holdings Inc. (a resort and adventure company) and Gaming and Leisure Properties, Inc. (an owner and operator in the gaming and racing industry). Springleaf and Nationstar Mortgage Holdings Inc. are majority owned by funds managed by affiliates of Fortress.

Mr. Edens was Chief Executive Officer of Global Signal Inc. (an owner, operator and lessor of towers and other communication structures for wireless communications) from February 2004 to April 2006 and Chairman of the board of directors of that company from October 2002 to January 2007. Mr. Edens also previously served on the boards of directors of the following publicly traded companies and registered investment companies: Aircastle Limited from August 2006 to August 2012; RailAmerica Inc. from November 2006 to November 2012; Crown Castle Investment Corp. (merged with Global Signal Inc.) from January 2007 to July 2007; Eurocastle Investment Limited, from August 2003 to November 2011; PENN National Gaming Inc., from October 2008 to November 2013; Fortress Brookdale Investment Fund LLC, from August 2000 (deregistered with the SEC in March 2009); Fortress Pinnacle Investment Fund, from July 2002 (deregistered with the SEC in March 2008); Fortress Investment Trust II, from July 2002 (deregistered with the SEC in January 2011); GateHouse Media Inc., from June 2005 (deregistered with the SEC in November 2013); and RIC Coinvestment Fund LP, from May 2006 (deregistered with the SEC in June 2009).

Prior to forming Fortress, Mr. Edens was a partner and managing director of BlackRock Financial Management Inc. (an investment management firm), where he headed BlackRock Asset Investors, a private equity fund. In addition, Mr. Edens was formerly a partner and managing director of Lehman Brothers (a financial services firm).

Mr. Edens's extensive credit, private equity finance and management expertise, extensive experience as an officer and director of public companies and his deep familiarity with our Company led our Board of Directors to conclude that Mr. Edens should be elected to serve as a director.

**Ronald M. Lott, age 54**

*Director of the Company since December 5, 2013; Chair of the Nominating and Corporate Governance Committee and member of the Compensation Committee*

Mr. Lott, a member of the Pro and College Football Halls of Fame, is a business owner and management consultant. He is CEO of Lott Auto Ventures, LLC, and has been a co-partner and owner of a series of auto dealerships that today includes Tracy Toyota (California), and previously included Mercedes Benz of Medford, California and Stan Morris Chrysler in Tracy, California. In 1999, Mr. Lott co-founded HRJ Capital, L.L.C., an investment management firm, remaining as a managing partner through 2009, until it was sold. Mr. Lott also is a consultant for TVU Networks, a product and service company for the television industry, and H. Barton Asset Management, LLC, an investment company. Mr. Lott played 14 seasons in the National Football League before retiring from professional football in 1994.

He brings inspirational leadership, contacts, and extensive business and management experience to the Board.

Table of Contents

**EXECUTIVE OFFICERS**

The following table sets forth certain information concerning our executive officers as of April 30, 2014:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Jay N. Levine	52	President and Chief Executive Officer
John C. Anderson	55	Executive Vice President, Capital Markets
Bradford D. Borchers	50	Executive Vice President
Timothy S. Ho	33	Executive Vice President, Digital Operations
Robert Hurzeler	52	