

OTC Pink Disclosure Statement IEGH

1) Name of the issuer and its predecessors (if any)

IEG Holdings Corporation

Predecessors

Ideal Accents, Inc. (effective until February 22, 2013)
Fairhaven Technologies, Inc. (until December 14, 2001)
Interact Technologies Inc. (until February 1999)

2) Address of the issuer's principal executive offices

IEG Holdings Corporation
6160 West Tropicana Ave, Suite E-13
Las Vegas, NV 89103
702-227-5626
info@investmentevo.com
www.investmentevo.com

3) Security Information

A) Common Stock

Trading Symbol: IEGH
CUSIP: 44951M 108
Par or Stated Value: 0.001
Total shares authorized: 2,500,000,000 as of: March 31, 2013
Total shares outstanding: 956,722,830 as of: March 31, 2013

B) Preferred Stock

CUSIP: None
Par or Stated Value: 0.001
Total shares authorized: 50,000,000 as of: March 31, 2013
Total shares outstanding: 1,983,025 as of: March 31, 2013
Series A outstanding: 1,000,000 shares
Series B outstanding: 410,000 shares
Series C outstanding: 400,025 shares
Series D outstanding: 173,000 shares

Transfer Agent

VStock Transfer
77 Spruce Street, Suite 201
Cedarhurst, NY, 11516
212-828-8436

Is the Transfer Agent registered under the Exchange Act?* Yes: x No: ☐

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

None

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

Reverse Merger. On January 25, 2013 the Investment Evolution Global Corporation ("IEGC") entered into a stock exchange agreement (the "Stock Exchange Agreement") among IEGC, its sole shareholder IEG Holdings Limited, an Australian company ("IEG") and IEG Holdings Corporation (f/k/a Ideal Accents, Inc.), a Florida corporation (the "Company"). Under the terms of the Stock Exchange Agreement, the Company agreed to acquire a 100% interest in IEGC for 272,447,137 shares of the Company's common stock after giving effect to a 1 for 6 reverse stock split. On February 14, 2013 the Company filed the Amended Articles with the Secretary of State of Florida changing its name from Ideal Accents, Inc. to IEG Holdings Corporation, increasing the number of shares of its authorized common stock to 1,000,000,000, \$.001 par value, creation of 50,000,000 shares of "blank-check" preferred stock and effectuating a 1 for 6 reverse stock split of its issued and outstanding common stock (the "Reverse Stock Split") pursuant to the terms of the Stock Exchange Agreement. FINRA approved the Company's Amended Articles on March 11, 2013.

On March 13, 2013 the Company completed the acquisition of IEGC under the terms of the Stock Exchange Agreement and issued to IEG 272,447,137 shares of the Company's common stock after giving effect to the Reverse Stock Split whereby the Company acquired a 100% interest in IEGC. As a result of the ownership interests of IEG in the Company and its former ownership interest in IEGC, for financial statement reporting purposes, the acquisition of IEGC by the Company has been treated as a reverse acquisition with the IEGC being the accounting acquirer.

4) Issuance History

Reverse Merger. On January 25, 2013 the Investment Evolution Global Corporation ("IEGC") entered into a stock exchange agreement (the "Stock Exchange Agreement") among IEGC, its sole shareholder IEG Holdings Limited, an Australian company ("IEG") and IEG Holdings Corporation (f/k/a Ideal Accents, Inc.), a Florida corporation (the "Company"). Under the terms of the Stock Exchange Agreement, the Company agreed to acquire a 100% interest in IEGC for 272,447,137 shares of the Company's common stock after giving effect to a 1 for 6 reverse stock split. On February 14, 2013 the Company filed the Amended Articles with the Secretary of State of Florida changing its name from Ideal Accents, Inc. to IEG Holdings Corporation, increasing the number of shares of its authorized common stock to 1,000,000,000, \$.001 par value, creation of 50,000,000 shares of "blank-check" preferred stock and effectuating a 1 for 6 reverse stock split of its issued and outstanding common stock (the "Reverse Stock Split") pursuant to the terms of the Stock Exchange Agreement. FINRA approved the Company's Amended Articles on March 11, 2013.

On March 13, 2013 the Company completed the acquisition of IEGC under the terms of the Stock Exchange Agreement and issued to IEG 272,447,137 shares of the Company's common stock after giving effect to the Reverse Stock Split whereby the Company acquired a 100% interest in IEGC. As a result of the ownership interests of IEG in the Company and its former ownership interest in IEGC, for financial statement reporting purposes, the acquisition of IEGC by the Company has been treated as a reverse acquisition with the IEGC being the accounting acquirer.

During the year ended December 31, 2013, the Company issued 12,491,916 shares of its common stock at a price of \$0.02 and \$0.03 per share, and 664,299,127 shares at \$0.005 per share in accordance with a rights offering to pre-merger existing stockholders of IEG Holdings Limited. The securities were issued in reliance upon the exemptions provided by Section 4(a)(2) and Section 2(a)(3), as applicable under the Securities Act of 1933, as amended (the "Securities Act"). Such Securities are restricted as to their transferability as set forth in Rule 144 under the Securities Act.

On March 31, 2014 the Company issued 1,983,025 shares of convertible preferred stock ("Preferred Stock"), which is allocated as follows: Series A: 1,000,000 shares, Series B: 410,000 shares, Series C: 400,025 shares, and Series D: 173,000 shares.

5) Financial Statements

Financial statements and reports for the most recent quarter March 31 2014 and two previous fiscal years, December 31 2013 and December 31 2012 are posted as separate reports to the OTC Disclosure & News Service and incorporated by reference under the following document names and dates:

<u>Publish Date</u>	<u>Report Title</u>	<u>Period End Date</u>
May 13, 2014	Quarterly Report	Mar 31, 2014
Apr 14, 2014	Annual Report – Audited Financial Statements Dec 31 2013	Dec 31, 2013
Nov 26, 2013	Quarterly Report	Sep 30, 2013
Oct 29, 2013	Semi-Annual Report	Jun 30, 2013
Oct 29, 2013	Annual Report – 2012 and 2011 Audited Financials	Dec 31, 2012

6) Describe the Issuer's Business, Products and Services

A. A description of the issuer's business operations:

The Company provides unsecured consumer loans ranging from \$2,000 - \$10,000 online under the consumer brand "Mr. Amazing Loans". The Company is headquartered in Las Vegas, Nevada and originates direct consumer loans in the states of Nevada, Florida, Illinois and Arizona via its website and online distribution network. The Company recently obtained lending licenses for Missouri, Georgia, and Virginia and plans to commence lending in these states in May 2014. The Company is a fully licensed consumer installment loan provider in the states in which it operates and offers all loans within the prevailing statutory rates.

The Company commenced online lending in July 2013. Since launching online lending, cumulative loan originations have more than quadrupled from \$237,000 to \$1,035,000 at May 9 2014.

Loans are funded by a \$10 million senior revolving debt facility. This senior debt facility has been in place since June 2012 and was previously increased from a \$3 million revolving limit to a \$10 million revolving limit on November 13 2013. The Company had drawn \$800,000 from this facility as of May 12, 2014.

B. Date and State (or Jurisdiction) of Incorporation:

The Company was incorporated in Florida on January 21, 1999 under the name Interact Technologies, Inc.

C. Issuer's primary and secondary SIC Codes:

6141 – Personal Credit Institutions

D. Issuer's fiscal year end date:

December 31

E. Principal products or services, and their markets:

The Company provides online consumer loans ranging from \$2,000 - \$10,000, unsecured over a three to five year term. The personal loan products range from 19.9% to 29.9% interest and Annual Percentage Rate, with exact rate and term depending on customer state of residency.

The Company is currently licensed in Nevada, Arizona, Florida, Missouri, Georgia, Virginia and Illinois, and has plans to obtain additional licenses and commence lending online in additional states in 2014.

7) Describe the Issuer's Facilities

The Company's primary office and operational headquarters is located in Las Vegas, Nevada at 6160 W Tropicana Ave, Suite E-13. The lease term commenced April 15, 2010 and lasts 60 full calendar months. The leased premises is approximately 2,125 square feet and sufficient for current business needs.

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons.

Paul Mathieson – Chairman, CEO, sole Director and beneficial owner of common and preferred stock.

Paul Mathieson is the Founder and major shareholder of the Investment Evolution Global group of companies. Paul personally established the first Australian office in Sydney in June 2005 and relocated permanently to the USA in February 2008 to establish the first USA office in Las Vegas, Nevada in September 2010. In recognition of the firm's success, Paul was awarded Ernst & Young's 2007 Australian Young Entrepreneur of the Year (Eastern Region).

Paul has over 19 years' finance industry experience in lending, funds management, stock market research and investment banking. His career has included positions as Financial Analyst/Institutional Dealer with Daiwa Securities, Head of Research for Hogan & Partners Stockbrokers and Investment Banking Associate with ING Barings. In addition, Paul was the Founder and Managing Director of IE Portfolio Warrants, a funds management business that offered a high leverage structured Australian equities product that achieved high returns for its network of wholesale high net worth clients.

Paul holds a Bachelor of Commerce from Bond University and a Masters of Applied Finance from Macquarie University.

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

The following table sets forth certain information, as of May 12, 2014, with respect to the beneficial ownership of the Company's outstanding common stock by any holder of more than ten percent (10%).

Name and Address of Stockholder	Shares of Common Stock Beneficially Owned	Percentage of Shares Owned ⁽¹⁾
Paul Mathieson ⁽²⁾ c/o IEG Holdings Corporation 6160 West Tropicana Ave, Suite E-13 Las Vegas, NV 89103	277,992,144	29.06%
Fenwick Corporation Pty Ltd. ⁽³⁾ PO Box 57 Moorebank, NSW	123,119,848	12.87%

⁽¹⁾ Based on 956,722,830 shares of common stock issued and outstanding.

⁽²⁾ Paul Mathieson purchased 1,000,000 unregistered shares of the Company's Series A Preferred Stock on March 31, 2014.

⁽³⁾ Clem Tacca controls, and is the beneficial owner of, Fenwick Corporation Pty Ltd.

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Laura Anthony, Esq.
Legal & Compliance, LLC
330 Clematis Street, Suite 217
West Palm Beach, FL 33401
(561) 514-0936
LAnthony@LegalandCompliance.com

Accountant or Auditor

Rose, Snyder & Jacobs
15821 Ventura Blvd, Suite 490
Encino, CA 91436
(818) 461-0600

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Paul Mathieson, as Chairman and CEO of IEG Holdings Corporation ("the Company") certify that:

1. I have reviewed the financial statements of the Company for the quarter ended March 31, 2014.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

May 13 2014

A handwritten signature in dark ink, appearing to read "Paul Mathieson", is written over a light blue horizontal line.

Paul Mathieson
Chairman and CEO