

## **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)

### **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](mailto:info@investmentevo.com)  
[www.investmentevo.com](http://www.investmentevo.com)

### **3) Security Information**

#### A) Common Stock

Trading Symbol: IEGH  
Exact title and class of securities outstanding: Common  
CUSIP: 44951M 108  
Par or Stated Value: 0.001  
Total shares authorized: 2,500,000,000 as of: March 24, 2015  
Total shares outstanding: 2,158,110,323 as of: March 24, 2015

#### B) Preferred Stock

CUSIP: None  
Par or Stated Value: 0.001  
Total shares authorized: 50,000,000 as of: March 24, 2015  
Total shares outstanding: 2,400,000 as of: March 24, 2015  
Series A outstanding: 1,000,000 shares  
Series F outstanding: 1,400,000 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

#### 4) Issuance History

Reverse Merger. On January 25, 2013, 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 (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 amended articles of incorporation (the "Amended Articles") with the Secretary of State of Florida which had the effect of (i) changing its name from Ideal Accents, Inc. to IEG Holdings Corporation, (ii) increasing the number of shares of its authorized common stock to 1,000,000,000, \$.001 par value, (iii) creating 50,000,000 shares of "blank-check" preferred stock and (iv) effecting 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. The stock exchange agreement between IEGC, IEG and the Company resulted in a reverse acquisition with a public shell, with IEGC being the accounting acquirer. The Company issued 90,815 shares of its common stock to the shareholders of IEG (IEG transferred its ownership in IEGC to its shareholders, which is why the shares were issued to the ultimate shareholders of IEG rather than to IEG itself) for each share of IEGC, in exchange for 100% ownership interest in IEGC. We determined that IEGC was the accounting acquirer because of the following facts and circumstances:

1. After consummation of the transaction, the ultimate shareholders of IEGC own 99.1% of the outstanding shares of the Company;
2. The board of directors of the Company immediately after the transaction is comprised exclusively of former directors of IEGC; and
3. The operations of the Company immediately after the transaction are those of IEGC.

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 a private placement 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 Board of Directors resolved to increase the authorized number of common stock from 1,000,000,000 to 2,500,000,000. In addition, the Board of Directors authorized to issue Series A, B, C and D of Preferred Stock, par value \$0.001 per share.

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. 1,000,000 shares of Series A Preferred Stock were issued to the Company's President and Chief Executive Officer, Mr. Paul Mathieson, in consideration for \$1,000,000 owed to him.

On November 19, 2014 the Company issued 1,861,000 shares of Preferred Stock, allocated as follows: Series E: 461,000 shares and Series F: 1,400,000 shares.

On December 31, 2014, all holders of Series B, Series C, Series D, and Series E Preferred Stock elected to convert their shares to Common Stock as follows:

Series B: 410,000 shares of preferred stock converted to 164,000,000 shares of common stock  
Series C: 400,025 shares of preferred stock converted to 80,005,000 shares of common stock  
Series D: 173,000 shares of preferred stock converted to 23,066,661 shares of common stock  
Series E: 461,000 shares of preferred stock converted to 18,440,000 shares of common stock.

## 5) Financial Statements

Audited financial statements for the fiscal year ended December 31, 2014 have been posted as separate reports to the OTC Disclosure & News Service, and are incorporated herein by reference.

## 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 \$5,000 - \$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 Arizona, Florida, Georgia, Illinois, Missouri, Nevada, New Jersey, Oregon, Pennsylvania, Texas, Utah, and Virginia via its website and online distribution network. The Company is a licensed direct lender with state licenses and/or certificates of authority to lend in these 12 states and offers all loans within the prevailing statutory rates.

The Company commenced online lending in July 2013. Since launching online lending, cumulative loan originations increased by 2520% from \$237,000 to \$6,209,023 at March 24, 2015.

Loans are funded by a \$10 million senior revolving debt facility. This senior debt facility has been in place since June 2012 and was increased from a \$3 million revolving limit to a \$10 million revolving limit on November 13 2013. The Company had drawn \$2,230,000 from this facility as of March 24, 2015.

### 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 unsecured consumer loans ranging from \$5,000 - \$10,000 over a 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 and originating loans in Arizona, Florida, Georgia, Illinois, Missouri, Nevada, New Jersey, Oregon, Pennsylvania, Texas, Utah, and Virginia. The Company plans to obtain additional licenses and commence lending online in additional states in 2015.

## 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, President, CEO, CFO and beneficial owner of over 5% of the Company's common and preferred stock.**

Mr. Paul Mathieson has served as the Chief Executive Officer and member of our board of directors since 2012 and a member of the board of directors of our subsidiary since 2009. In 2005, Mr. Paul Mathieson founded IEG Holdings Limited in Sydney, Australia which launched the Mr. Amazing Loans business. In recognition of IEG Holdings Limited's success, Mr. Paul Mathieson was awarded Ernst & Young's 2007 Australian Young Entrepreneur of the Year (Eastern Region). Mr. Paul Mathieson 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 from 1995 to 1995, Head of Research for Hogan & Partners from 1995 to 2000, and Stockbroker and Investment Banking Associate with ING Barings from 2000 to 2001. In addition, from 2002 to 2010, Mr. Paul Mathieson was the Founder and Managing Director of IE Portfolio Warrants, a funds management business that offered high return and leveraged structured Australian equities products. Mr. Paul Mathieson received a Bachelor of Commerce from Bond University, Queensland, Australia in 1994 and a Master's Degree of Applied Finance from Macquarie University, New South Wales, Australia in 2000.

**Carla Cholewinski – Chief Operating Officer and Chief Credit Officer**

Ms. Cholewinski has served as our Chief Operating Officer since 2008 and has over 37 years' experience in the finance industry including banking, credit union management, regulatory oversight, debt securitization and underwriting. Her career has included positions as Vice President and Branch Manager at Glendale Federal Bank from 1976 to 1986, Vice President and District Sales and Lending Manager with California Federal Bank from 1986 to 1992, Mortgage Banker with First Choice Financial Services from 1992 to 1995, Corporate Vice President of Lending and Collections with WesStar Credit Union from 1995 to 1999, Chief Lending Officer for American Corp & Funding from 1999 to 2000, Chief Credit Officer for Security State Savings Bank from 2000 to 2004, and Chief Credit Officer for Fifth Street Bank from 2004 to 2008. Since 2008, Ms. Cholewinski has served as our Chief Operating Officer and Chief Credit Officer and has utilized her extensive finance, banking and regulator experience to grow the business from initial launch to our current level of operations.

**Matthew I. Banks – Director**

Mr. Banks has served as a member of our board of directors since his appointment in January 2015. Mr. Banks has been a finance broker with Quantum Business Finance, an asset finance business, since 2010, and has been a founding director of Rumble Resources, a junior mining company, since 2011. In 2000, Mr. Banks founded ECG, a sports marketing company in Melbourne, Australia. He served as a director of ECG from 2000 to 2010.

**Harold A. Hansen – Director**

Mr. Hansen was appointed as a member of our board of directors in January 2015. Mr. Hansen has been a certified public accountant since 1971 and was a partner in an accounting firm for over 40 years. He has served as a part-time director and consultant for Hansens Accountants since 2010 and as a part-time director and company secretary for R & H Nominees Pty Ltd., a trustee company, since 1975.

**Ian M. Gilmour – Director**

Mr. Gilmour was appointed as a member of our board of directors in January 2015. Mr. Gilmour has served as a director and company secretary for AQRB Pty Ltd. (formerly known as Audit Quality Review Board Limited), a company which provided reports on the independence and quality reviews of the four large audit firms in Australia (now dormant), since 2005, and for Gilmour & Co. Pty Ltd., a private company providing company secretarial and Director services through Mr. Gilmour, since Jun 2003. In addition, Mr. Gilmour has served as part-time company secretary for RedHill Education Limited, a company providing certain education courses and services, since 2011, for Property Exchange Australia Limited a company formed to develop and run an electronic platform for property transactions in Australia, since 2010, of Optalert Ltd., a company established to develop and sell a drowsiness detection product, since 2013 and for Sydney Institute of Marine Science, a company owned by four Sydney universities which conducts marine research and education primarily focused on Sydney Harbour, since 2013. Mr. Gilmour previously served as a part-time corporate secretary for Benthic Geotech Pty Ltd, a mining services company, and for Fluorotechnics Limited, a research company in the biotech sector, until 2012. Mr. Gilmour was an auditor for Coopers & Lybrand (now PricewaterhouseCoopers) from 1965 to 1975.

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 March 24, 2015, 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 Stock Beneficially Owned	Percentage of Shares Owned
Paul Mathieson <sup>(2)</sup> c/o IEG Holdings Corporation 6160 West Tropicana Ave, Suite E-13 Las Vegas, NV 89103	477,992,144 common 1,000,000 Class A Preferred	22.1% <sup>(1)</sup> 100%

<sup>(1)</sup> Based on 2,158,110,323 shares of common stock issued and outstanding.

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

The following table sets forth certain information, as of March 24 2015, with respect to the beneficial ownership of the Company's outstanding Class F preferred stock by any holder of more than ten percent (10%).

Name and Address of Stockholder	Shares of Stock Beneficially Owned	Percentage of Shares Owned
First Farley Pty Ltd <sup>(1)</sup> 7 Pevensey Street East Geelong, Victoria 3220, Australia	200,000 Class F Preferred	14.29% <sup>(2)</sup>

<sup>(1)</sup> First Farley Pty Ltd is beneficially owned by Timothy Peter Farley and Mary Kathleen Farley.

<sup>(2)</sup> Based on 1,400,000 shares of Class F preferred stock issued and outstanding.

**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](mailto:LAnthony@LegalandCompliance.com)

Accountant or Auditor

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

Investor Relations

Barwicki Investor Relations  
30 Wall St, 8 Floor  
New York, NY 10005  
(516) 662-9461

**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 President, CEO and CFO of IEG Holdings Corporation ("the Company") certify that:

1. I have reviewed the financial statements of the Company for the year ended December 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.

March 26, 2014



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Paul Mathieson  
President, CEO and CFO