Boehm Rosanne
Form 4
December 01, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Boehm Rosanne

(Last) (First) (Middle)

TWO RUAN CENTER, 601 LOCUST STREET, 14TH FLOOR

(Street)

DES MOINES, IA 50309

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Fidelity & Guaranty Life [FGL]

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)

SVP Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/30/2017(1)		D		6,239 (2)	D	(3)	0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
FGL Stock Option	$ 17	11/30/2017[(1)]		D			4,545	12/12/2016	12/12/2020	Common Stock	4,545	
FGL Stock Option	$ 24.87	11/30/2017[(1)]		D			2,940	[(5)]	12/01/2021	Common Stock	2,940	
FGLH Stock Option	$ 38.14	11/30/2017[(1)]		D			2,040	11/02/2014	11/02/2018	Common Stock [(6)]	2,040	
FGLH Stock Option	$ 49.45	11/30/2017[(1)]		D			3,857	12/31/2015	01/29/2020	Common Stock [(6)]	3,857	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boehm Rosanne TWO RUAN CENTER 601 LOCUST STREET, 14TH FLOOR DES MOINES, IA 50309			SVP Human Resources	

Signatures

Eric Marhoun as Attorney-in-Fact	12/01/2017
[**]Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On November 30, 2017, pursuant to that certain Agreement and Plan of Merger, dated as of May 24, 2017 (the Merger Agreement), as amended, by and among Fidelity & Guaranty Life (the Company), CF Corporation (CF Corp), FGL US Holdings Inc., an indirect wholly owned subsidiary of CF Corp (Parent), and FGL Merger Sub Inc., a direct wholly owned subsidiary of Parent (Merger Sub), Merger Sub merged with and into the Company, with the Company continuing as the surviving entity, which became an indirect, wholly owned subsidiary of CF Corp (the Merger).

(2) Includes restricted stock rights (each, an RSR) that were outstanding immediately prior to the Merger.

(3) Pursuant to the Merger Agreement, at the effective time of the Merger, each issued and outstanding share of common stock, par value $0.01, of the Company (Company Common Stock) was canceled and converted automatically into the right to receive $31.10 in cash, without interest. Each RSR that was outstanding immediately prior to the Merger (whether vested or unvested) fully vested and was canceled in exchange for an amount in cash equal to the product of (i) the number of shares of Company Common Stock subject to such RSR multiplied by (ii) $31.10, without interest and less applicable taxes.

(4) Each Company stock option (FGL Stock Option) that was outstanding and unexercised immediately prior to the effective time of the Merger (whether vested or unvested) fully vested and was canceled in exchange for an amount in cash equal to the product of (i) the total number of shares of Company Common Stock underlying such FGL Stock Option multiplied by (ii) the excess, if any, of $31.10 over the exercise price per share of such FGL Stock Option, without interest and less applicable taxes.

(5) Each FGL Stock Option vests in three equal annual installments on December 1, 2015, 2016 and 2017, subject to continued employment through such date.

(6) Each stock option relating to shares of Fidelity & Guaranty Life Holdings, Inc. (FGLH), a subsidiary of the Company (FGLH Stock Option) entitles the reporting person to receive, upon exercise, a cash payment equal to the excess of the fair market value of a share of FGLH common stock, over the exercise price of the option. The fair market value of a share of FGLH common stock was in part derived from the value of the Company Common Stock.

(7) The FGLH Stock Option that was outstanding and unexercised immediately prior to the effective time of the Merger (whether vested or unvested) fully vested and was canceled in exchange for an amount in cash equal to the product of (i) the total number of FGLH shares underlying such FGLH Stock Option multiplied by (ii) the excess, if any, of $176.32 over the exercise price per share of such FGLH Stock Option, without interest and less applicable taxes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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