

LITTLEFIELD CHRISTOPHER J
 Form 4
 December 01, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 LITTLEFIELD CHRISTOPHER J

(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
 Officer (give title below) Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/30/2017 ⁽¹⁾ | | D | V | 91,741 ⁽²⁾ | D | 0 |

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)

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| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| FGL Stock Option | \$ 24.87 | 11/30/2017 ⁽¹⁾ | | D | 8,823 | 12/01/2017 12/01/2021 | Common Stock | 8,823 | |
| FGL Stock Option | \$ 20.88 | 11/30/2017 ⁽¹⁾ | | D | 24,084 | ⁽⁵⁾ 05/11/2022 | Common Stock | 24,084 | |
| FGL Stock Option | \$ 25.75 | 11/30/2017 ⁽¹⁾ | | D | 118,809 | ⁽⁶⁾ 12/01/2022 | Common Stock | 118,809 | |
| FGL Stock Option | \$ 23.35 | 11/30/2017 ⁽¹⁾ | | D | 46,692 | ⁽⁶⁾ 12/01/2023 | Common Stock | 46,692 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LITTLEFIELD CHRISTOPHER J TWO RUAN CENTER 601 LOCUST STREET, 14TH FLOOR DES MOINES, IA 50309 | X | | Chief Executive Officer | |

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,

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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) This stock option vests in three equal annual installments on February 1, 2016, 2017 and 2018, subject to the continuous existence of a Service Relationship through such date. This stock option vests in three equal annual installments on February 1, 2016, 2017 and 2018, subject to the continuous existence of a Service Relationship through such date.

- (6) This stock option vests in three equal installments on December 1, 2015, 2016 and 2017, subject to continued employment through such date.

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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