

Fidelity & Guaranty Life  
Form 8-K  
October 04, 2016

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 30, 2016

FIDELITY & GUARANTY LIFE  
(Exact name of registrant as specified in its charter)

Delaware                      001-36227      46-3489149  
(State or other jurisdiction   (Commission   (IRS Employer  
of incorporation)              File Number)   Identification No.)

Two Ruan Center  
601 Locust Street, 14th Floor              50309  
Des Moines, IA  
(Address of principal executive offices)      (Zip Code)

Registrant's telephone number, including area code: (800) 445-6758  
Former name or former address, if changed since last report.

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders

Fidelity & Guaranty Life (the “Company”) held its annual meeting of stockholders on September 30, 2016 (the “Meeting”). The matters that were voted upon at the Meeting, and the number of votes cast for or against, as well as the number of abstentions and broker non-votes, as to each such matter where applicable are set forth below.

i. To elect three Class II directors:

|                       | For        | Withheld  |
|-----------------------|------------|-----------|
| Omar M. Asali         | 52,093,418 | 3,623,913 |
| William P. Melchionni | 53,536,107 | 2,181,224 |
| Joseph S. Steinberg   | 52,089,374 | 3,627,957 |

There were 884,832 broker non-votes represented at the Meeting with respect to this matter.

ii. To ratify the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year ending September 30, 2016:

| For        | Against | Abstain |
|------------|---------|---------|
| 56,584,395 | 14,832  | 2,936   |

There were 0 broker non-votes represented at the Meeting with respect to this matter.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FIDELITY & GUARANTY LIFE

/s/ Eric L. Marhoun

Eric L. Marhoun  
Executive Vice President, General Counsel and Secretary

Dated: October 3, 2016