Vigneau Dennis Form 4 December 01, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

**OMB APPROVAL** 

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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

See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Vigneau Dennis

(Zip)

(First) (Middle)

TWO RUAN CENTER, 601 LOCUST STREET, 14TH FLOOR

(Street)

(State)

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 Other (specify below)

EVP and Chief Financial Off

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

DES MOINES, IA 50309

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

Code (Instr. 8)

3.

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

(D) or

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

or Code V Amount (D) Price

(A)

Common 11/30/2017(1) Stock

4,704 D D (2)

(3) 0 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

### Edgar Filing: Vigneau Dennis - Form 4

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. Transactic Code (Instr. 8)	5. Number on 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 or Number of Shares
FGL Stock Option	\$ 24.87	11/30/2017(1)		D	4,707	<u>(4)</u>	12/01/2021	Common Stock	4,707

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Vigneau Dennis TWO RUAN CENTER 601 LOCUST STREET, 14TH FLOOR DES MOINES, IA 50309

EVP and Chief Financial Off

De Sec (In

# **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).

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

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

Reporting Owners 2

## Edgar Filing: Vigneau Dennis - Form 4

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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.