
Section 1: 8-K (8-K)

**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): November 15, 2017

FIDELITY & GUARANTY LIFE

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36227
(Commission
File Number)

46-3489149
(IRS Employer
Identification No.)

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

50309
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement

On November 15, 2017, Fidelity & Guaranty Life, a Delaware corporation (NYSE:FGL, the “Company”), issued a press release announcing the expiration and final results of the solicitation of consents (the “Consent Solicitation”) by Fidelity & Guaranty Life Holdings, Inc. (“FGLH”) from holders of FGLH’s 6.375% Senior notes due 2021 (the “Notes”) to adopt certain proposed amendments to the indenture governing the Notes (the “Indenture”). A copy of the press release is attached as Exhibit 99.1 and is incorporated by reference herein.

Forward-Looking Statements

The press release contains “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. Actual results may differ from FGLH’s expectations, estimates or projections and consequently, you should not rely on these forward looking statements as predictions of future events. These forward-looking statements include, without limitation, (i) the Proposed Amendments and the operativeness of the A&R Indenture giving effect thereto, (ii) the expected payment of the Consent Consideration, and (iii) the consummation of the Acquisition of FGL. Actual results may differ materially due to a variety of factors including: changed market conditions, failure to satisfy the conditions for completing the Acquisition or consummating the Consent Solicitation and other factors listed under “Forward-Looking Statements” in the Consent Solicitation Statement. Except as may be required by law, FGLH does not intend to update or revise forward-looking statements to reflect changed assumptions or future events.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit	
No.	Description

99.1	Press Release of Fidelity & Guaranty Life dated November 15, 2017.
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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: November 15, 2017

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Section 2: EX-99.1 (EXHIBIT 99.1)



Fidelity & Guaranty Life Announces Expiration and Final Results of Consent Solicitation to Amend Senior Notes of Fidelity & Guaranty Life Holdings, Inc.

DES MOINES, Iowa, November 15, 2017 -- Fidelity & Guaranty Life (NYSE: FGL) announced today the expiration and final results of the solicitation of consents (the "Consent Solicitation") by Fidelity & Guaranty Life Holdings, Inc. ("FGLH") from holders of FGLH's 6.375% Senior Notes due 2021 (the "Notes") (CUSIP Nos. 315786 AA1 (144A) and U30050 AA3 (Reg S)) to adopt certain proposed amendments ("Proposed Amendments") to the indenture governing the Notes ("Indenture"). The Consent Solicitation expired at 5:00 p.m., New York City time, on November 14, 2017. As of the expiration of the Consent Solicitation, registered holders of the Notes of record (each a "Holder" and, collectively, the "Holders") at 5:00 p.m., New York City time, on November 7, 2017, holding \$296,637,000 aggregate principal amount of the Notes representing approximately 98.88% of the total outstanding principal amount of the Notes, validly delivered and did not validly withdraw consents to the Proposed Amendments pursuant to the Consent Solicitation. FGLH has accepted all consents that were validly delivered and not validly withdrawn pursuant to the Consent Solicitation prior to the expiration date. FGLH will pay a cash payment equal to \$10.00 per \$1,000 principal amount of Notes (the "Consent Consideration") for such consents no later than the third business day following the time at which all the conditions with respect to the Consent Solicitation, including the consummation of the Acquisition (as defined below), have been satisfied or waived.

FGLH intends to execute an amended and restated indenture amending and restating the Indenture (the "A&R Indenture") with the trustee and the guarantors party thereto that contains the Proposed Amendments. The A&R Indenture will be effective upon execution and will constitute a binding agreement among FGLH, the guarantors party thereto and the trustee; however, the A&R Indenture will not become operative until immediately prior to the consummation of the previously announced acquisition of Fidelity & Guaranty Life (the "Acquisition") pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), by and among Fidelity & Guaranty Life, CF Corporation ("CF Corp") and the other parties thereto, which Acquisition is expected to occur by the end of the fourth calendar quarter of 2017. The Proposed Amendments and the new guarantees referred to below will cease to be operative if the Acquisition is not consummated or FGLH does not pay the Consent Consideration to the paying agent for the benefit of the Holders.

As further described in the Consent Solicitation Statement (as defined below), guarantees of the Notes by certain new guarantors will be effected gratuitously and will be provided in respect of the Notes upon consummation of the Acquisition to the extent that the Notes are then outstanding and have not been defeased or satisfied and discharged.

The Consent Solicitation was made pursuant to the terms and subject to the conditions set forth in the Consent Solicitation Statement dated November 8, 2017 (the “Consent Solicitation Statement”) and the accompanying consent form (the “Consent Form”). FGLH may, in its sole discretion, abandon or withdraw the Consent Solicitation at any time as described in the Consent Solicitation Statement. If the Consent Solicitation is abandoned or withdrawn, the Proposed Amendments will have no effect on the Original Indenture, the Notes or the Holders of the Notes.

FGLH has engaged RBC Capital Markets, LLC to act as solicitation agent (“Solicitation Agent”) in connection with the Consent Solicitation. Questions regarding the Consent Solicitation may be directed to the Solicitation Agent at (212) 618-7843 (toll-free) or (877) 381-2099 (collect). FGLH has engaged D.F. King & Co., Inc. to act as information agent and tabulation agent (“Information and Tabulation Agent”) and paying agent for the Consent Solicitation. Requests for documents relating to the Consent Solicitation may be obtained from D.F. King & Co., Inc. at (800) 735-3591 (toll-free), (212) 269-5550 or by e-mail at fgl@dfking.com.

The guarantees provided by the new guarantors under the A&R Indenture will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), and, unless so registered, may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other applicable securities laws.

No Offer or Solicitation

This press release is for informational purposes only and shall not constitute an offer to sell or the solicitation of an offer to buy any securities pursuant to the proposed transactions or otherwise, nor shall there be any sale of securities in any jurisdiction in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. Actual results may differ from FGLH’s expectations, estimates or projections and consequently, you should not rely on these forward looking statements as predictions of future events. These forward-looking statements include, without limitation, (i) the Proposed Amendments and the operativeness of the A&R Indenture giving effect thereto, (ii) the expected payment of the Consent Consideration, and (iii) the consummation of the Acquisition of FGL. Actual results may differ materially due to a variety of factors including: changed market conditions, failure to satisfy the conditions for completing the Acquisition or consummating the Consent Solicitation and other factors listed under “Forward-Looking Statements” in the Consent Solicitation Statement. Except as may be required by law, FGLH does not intend to update or revise forward-looking statements to reflect changed assumptions or future events.

About Fidelity & Guaranty Life

Fidelity & Guaranty Life, an insurance holding company, helps middle-income Americans prepare for retirement. Through its subsidiaries, the company offers fixed annuity and life insurance products distributed by independent agents through an established network of independent marketing organizations.

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Source: Fidelity & Guaranty Life

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