Fidelity & Guaranty Life Form 4 December 03, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

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

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Gass Phillip J.

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

Fidelity & Guaranty Life [FGL]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

1001 FLEET STREET, 6TH FLOOR 12/01/2014

X_ Director 10% Owner X_ Other (specify Officer (give title

(Check all applicable)

below) below) Chairman

4. If Amendment, Date Original

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

6. Individual or Joint/Group Filing(Check

Person

BALTIMORE, MD 21202

(City) (State) (Zip)

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

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4)

Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

(A)

2,562 Common 12/01/2014 A \$0 $123,337^{(2)}$ (1) Stock

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

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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. Transactic 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 or Number of Shares
Stock Option (right to buy) (3)	\$ 24.87	12/01/2014		A	2,205	<u>(4)</u>	12/01/2021	Common Stock	2,205
Stock Option (right to buy)	\$ 17					<u>(5)</u>	12/12/2020	Common Stock	3,408

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director 10% Owner Officer		Officer	Other		
Gass Phillip J. 1001 FLEET STREET, 6TH FLOOR BALTIMORE, MD 21202	X			Chairman		

Signatures

/s/ Isabelle Aragon,
Attorney-in-fact

**Signature of Reporting Person Date

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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) Represents a grant of restricted stock under the Issuer's 2013 Stock Incentive Plan, which vests in three equal annual installments on December 1, 2015, 2016 and 2017.
- (2) Includes restricted stock.
- (3) Stock option granted pursuant to the Issuer's 2013 Stock Incentive Plan, which meets the requirements of Rule 16b-3.
- (4) The option vests in three equal annual installments on December 1, 2015, 2016 and 2017, subject to continued service through such date.
- (5) The option vests in three equal annual installments on December 12, 2014, 2015 and 2016, subject to continued service through such date.

Reporting Owners 2

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Remarks:

Mr. Gass is an officer and shareholder of Harbinger Group Inc., which is the parent corporation of the Issuer. Harbinger Group 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.