Fidelity & Guaranty Life Form 4 January 05, 2015

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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(b).

(Last)

(City)

1. Name and Address of Reporting Person \* Tyler Paul

(First)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Fidelity & Guaranty Life [FGL]

3. Date of Earliest Transaction (Month/Day/Year) 12/31/2014

LOCUST STREET, 14TH FLOOR

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify below)

SVP, Strategy & Corp. Dev.

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

DES MOINES, IA 50309

TWO RUAN CENTER, 601

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

(State)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

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

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

Indirect Beneficial Ownership (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Common Stock

(Instr. 3)

 $9,806^{(1)}$ 

D

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)

### Edgar Filing: Fidelity & Guaranty Life - Form 4

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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)	Derivative		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
Restricted Stock Unit	(2)	12/31/2014		M		674	(2)	(2)	Common Stock (2)	<u>(2)</u>
Stock Option (right to buy)	\$ 24.87						(3)	12/01/2021	Common Stock	3,234
Stock Option (right to buy)	\$ 49.45						<u>(4)</u>	12/31/2019	Common Stock (4)	<u>(4)</u>
Stock Option (right to buy)	\$ 17						<u>(5)</u>	12/12/2020	Common Stock	5,001

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Tyler Paul

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

SVP, Strategy & Corp. Dev.

## **Signatures**

/s/ Isabelle Aragon, Attorney-in-fact 01/05/2015

\*\*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) Includes restricted stock.

Reporting Owners 2

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- Each restricted stock unit is the economic equivalent of one share of Class B Common Stock of Fidelity & Guaranty Life Holdings, Inc., a wholly-owned subsidiary of the Issuer (the "F&G Subsidiary"). Each restricted stock unit will be settled upon vesting in cash in an amount equal to the fair market value of one share of Class B Common Stock of the F&G Subsidiary. It is expected that the fair market value of a share of Class B Common Stock of the F&G Subsidiary will be derived from the value of the Common Stock of the Issuer. 674 restricted stock units vested on December 31, 2014 and will each be settled with a cash payment in the amount of \$114.10 per restricted stock unit. The remaining restricted stock units will vest on December 31, 2015.
- (3) The option vests in three equal annual installments on December 1, 2015, 2016 and 2017, subject to continued employment through such date.
  - The option entitles the reporting person to receive, upon exercise, a cash payment equal to the excess of the fair market value of a share of Class B Common Stock of F&G Subsidiary, over the exercise price of the option. It is expected that the fair market value of a share of
- (4) Class B Common Stock of the F&G Subsidiary will be derived from the value of the Common Stock of the Issuer. The option became exercisable as to 1,526 shares on December 31, 2013, 1,526 shares on December 31, 2014, and will become exercisable as to 1,526 shares on December 31, 2015.
- (5) The option vests in three equal annual installments on December 12, 2014, 2015 and 2016, 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. 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.