

Fidelity & Guaranty Life  
Form 8-K  
August 26, 2014

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

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FORM 8-K

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CURRENT REPORT

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

Date of Report (Date of earliest event reported): August 26, 2014

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

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|--|-----------------------------|--------------------------------------|
| Delaware   | 001-36227                   | 46-3489149                           |
| (State or other jurisdiction<br>of incorporation)    | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |
| 1001 Fleet Street, 6th Floor,<br>Baltimore, Maryland |                             | 21202                                |
| (Address of principal executive offices)             |                             | (Zip Code)                           |

Registrant's telephone number, including area code: (410) 895-0100  
Former name or former address, if changed since last report.

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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:

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

Item 1.01. Entry Into a Material Definitive Agreement.

As of August 26, 2014 Fidelity & Guaranty Life Holdings, Inc., a wholly owned subsidiary of Fidelity & Guaranty Life (the “Company”), as borrower, and the Company as guarantor, entered into a three-year \$150 million unsecured revolving credit facility (the “Credit Agreement”) with certain lenders and RBC Capital Markets and Credit Suisse Securities (USA) LLC, acting as joint lead arrangers. The loan proceeds from the Credit Agreement may be used for working capital and general corporate purposes. The Credit Agreement and related Revolving Loan Note and Guarantee Agreement are attached hereto as Exhibit 10.1, Exhibit 10.2 and Exhibit 10.3, respectively. The Company also issued a press release announcing the Credit Agreement which is attached as Exhibit 99.1 to this Form 8-K.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information disclosed in Item 1.01 is incorporated by reference into this Item 2.03.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 10.1        | Credit Agreement between Fidelity & Guaranty Life Holdings, Inc. as borrower, the Company as guarantor, and RBC Capital Markets and Credit Suisse Securities (USA) LLC together as joint lead arrangers for the lenders, dated as of August 26, 2014. |
| 10.2        | Revolving Loan Note, dated August 26, 2014.   |
| 10.3        | Guarantee Agreement, dated as of August 26, 2014, among Fidelity & Guaranty Life, other Guarantors, and Royal Bank of Canada, as Administrative Agent.  |
| 99.1        | Press Release dated August 26, 2014.  |

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

Name: Eric L. Marhoun

Title: Executive Vice President,  
General Counsel and Secretary

Dated: August 26, 2014