O'Shaughnessy John P. Form 4 December 01, 2017

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

OMB 3235-0287 Number: January 31, Expires:

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading O'Shaughnessy John P. Issuer Symbol Fidelity & Guaranty Life [FGL] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction

(Month/Day/Year) TWO RUAN CENTER, 601 11/30/2017 below)

Director 10% Owner X_ Officer (give title Other (specify below) SVP, Business Development

LOCUST STREET, 14TH FLOOR

(Street)

(State)

(Zip)

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

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

6. Individual or Joint/Group Filing(Check

DES MOINES, IA 50309

(City) 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 (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price 7,045 Common 11/30/2017₍₁₎ D D (3) 0 D (2) Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 conf 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	\$ 17	11/30/2017(1)		D	5,910	12/12/2016	12/12/2020	Common Stock	5,910
FGL Stock Option	\$ 24.87	11/30/2017(1)		D	3,825	<u>(5)</u>	12/01/2021	Common Stock	3,825
FGLH Stock Option	\$ 49.45	11/30/2017(1)		D	2,110	12/31/2015	01/29/2020	Common Stock (6)	2,110

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

O'Shaughnessy John P. TWO RUAN CENTER 601 LOCUST STREET, 14TH FLOOR DES MOINES, IA 50309

SVP, Business Development

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
- (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.
- (3) 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,

Reporting Owners 2

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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.

- Each Company stock option (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 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.
- (5) Each FGL Stock Option vests in three equal annual installments on December 1, 2015, 2016 and 2017, subject to continued employment through such date.
- Each stock option relating to shares of Fidelity & Guaranty Life Holdings, Inc. (FGLH), a subsidiary of the Company (FGLH Stock 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 FGLH common stock, over the exercise price of the option. The fair market value of a share of FGLH common stock was in part derived from the value of the Company Common Stock.
- The FGLH 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 FGLH shares underlying such FGLH Stock Option multiplied by (ii) the excess, if any, of \$176.32 over the exercise price per share of such FGLH 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.