#### Edgar Filing: LITTLEFIELD CHRISTOPHER J - Form 4

#### LITTLEFIELD CHRISTOPHER J

Form 4

December 01, 2017

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * LITTLEFIELD CHRISTOPHER J	2. Issuer Name and Ticker or Trading Symbol Fidelity & Guaranty Life [FGL]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)  TWO RUAN CENTER, 601  LOCUST STREET, 14TH FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 11/30/2017	(Check all applicable)  _X_ Director 10% Owned _X_ Officer (give title Other (specified) below)  Chief Executive Officer		
(Street) DES MOINES, IA 50309	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)		Securities F Beneficially (2) Owned I	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	11/30/2017 <u>(1)</u>		D	91,741 (2)	D	<u>(3)</u>	0	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)

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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. Transactio Code (Instr. 8)	5. Number of or 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 of Number of Shares
FGL Stock Option	\$ 24.87	11/30/2017(1)		D		8,823	12/01/2017	12/01/2021	Common Stock	8,823
FGL Stock Option	\$ 20.88	11/30/2017(1)		D		24,084	<u>(5)</u>	05/11/2022	Common Stock	24,084
FGL Stock Option	\$ 25.75	11/30/2017(1)		D		118,809	<u>(6)</u>	12/01/2022	Common Stock	118,809
FGL Stock Option	\$ 23.35	11/30/2017(1)		D		46,692	<u>(6)</u>	12/01/2023	Common Stock	46,692

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LITTLEFIELD CHRISTOPHER J TWO RUAN CENTER 601 LOCUST STREET, 14TH FLOOR DES MOINES, IA 50309	X		Chief Executive Officer				

## **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,

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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.
- This stock option vests in three equal annual installments on February 1, 2016, 2017 and 2018, subject to the continuous existence of a Service Relationship through such date.5. This stock option vests in three equal annual installments on February 1, 2016, 2017 and 2018, subject to the continuous existence of a Service Relationship through such date.
- (6) This stock option vests in three equal installments on December 1, 2015, 2016 and 2017, 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.