

Fidelity & Guaranty Life
Form 4
December 03, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
Cheliotis Kostas

(Last) (First) (Middle)
1001 FLEET STREET, 6TH FLOOR
(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Fidelity & Guaranty Life [FGL]

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 12/01/2014 | | A | (A) or (D) Price 2,562 (1) A \$ 0 | 63,337 (2) | D | |

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

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(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. Transaction 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) | 8. F... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | 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 | ⁽⁴⁾ | 12/01/2021 | Common Stock | 2,205 |
| Stock Option (right to buy) | \$ 17 | | | | | ⁽⁵⁾ | 12/12/2020 | Common Stock | 3,408 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Cheliotis Kostas 1001 FLEET STREET, 6TH FLOOR BALTIMORE, MD 21202 | X | | | |

Signatures

/s/ Isabelle Aragon, Attorney-in-fact
12/03/2014

^{**}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) Represents a grant of restricted stock under the Issuer's 2013 Stock Incentive Plan (the "Omnibus Plan") to occur on the date as of which the Issuer obtains stockholder approval of an amendment to the Omnibus Plan. The restricted stock grant will vest in three equal annual installments on December 1, 2015, 2016 and 2017.
- (2) Includes restricted stock.
- (3) Stock option granted pursuant to the Omnibus Plan to occur on the date as of which the Issuer obtains stockholder approval of an amendment to the Omnibus Plan.
- (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.

Remarks:

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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