

Fidelity & Guaranty Life  
 Form 4  
 December 03, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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**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 \*  
 Melchionni William P.

(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)	\$ 0 10,170 (2)	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. 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. D S (1)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) <sup>(3)</sup>	\$ 24.87	12/01/2014		A	2,205	<sup>(4)</sup>	12/01/2021	Common Stock	2,205
Stock Option (right to buy)	\$ 46.82					<sup>(5)</sup>	04/01/2019	Common Stock <sup>(5)</sup>	<sup>(5)</sup>
Stock Option (right to buy)	\$ 61.15					<sup>(6)</sup>	04/01/2020	Common Stock <sup>(6)</sup>	<sup>(6)</sup>
Restricted Stock Unit	<sup>(7)</sup>					<sup>(7)</sup>	<sup>(7)</sup>	Common Stock <sup>(7)</sup>	<sup>(7)</sup>
Stock Option (right to buy)	\$ 17					<sup>(8)</sup>	12/12/2020	Common Stock	3,408

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Melchionni William P. 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 installments on December 1, 2015, 2016 and 2017, subject to continued service 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 A Common Stock of Fidelity & Guaranty Life Holdings, Inc., a wholly owned subsidiary of the Issuer (the "F&G Subsidiary"), over the exercise price of the option. It is expected that the fair market value of a share of Class A 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 167 shares on April 1, 2013 and 166 shares on April 1, 2014, and will become exercisable as to the remaining 167 shares on April 1, 2015.

(6) 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 the F&G Subsidiary over the exercise price of the option. 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. The option will become exercisable as to 100 shares on April 1, 2014, and will become exercisable as to 100 shares on April 1, 2015 and 100 shares on April 1, 2016.

(7) Each restricted stock unit is the economic equivalent of one share of Class B Common Stock of 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 a 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. 59 restricted stock units will vest on April 1, 2015 and 58 restricted stock units will vest on April 1, 2016.

(8) The option vests in three equal annual installments on December 12, 2014, 2015 and 2016, subject to continued service 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.

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