Fidelity & Guaranty Life Form 3/A January 03, 2014

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

**OMB** Number:

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response...

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**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 \*

Phelps II John A.

(Last)

(First)

(Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

12/12/2013

4. Relationship of Reporting

Person(s) to Issuer

Director \_X\_\_ Officer

Fidelity & Guaranty Life [FGL]

5. If Amendment, Date Original

Filed(Month/Day/Year)

12/12/2013

1001 FLEET STREET, 6TH

**FLOOR** 

(Street)

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting

SVP, Chief Distr. Officer Person

Form filed by More than One

Reporting Person

BALTIMORE, Â MDÂ 21202

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable

**Expiration Title** Date

Amount or Number of Shares

Derivative Security Direct (D) or Indirect

(I)

(Instr. 5)

Employee Restricted Stock  $\hat{A} \stackrel{(1)}{=} \hat{A} \stackrel{(1)}{=} \frac{Common}{Stock \stackrel{(1)}{=}} 2,407 \qquad \$ \stackrel{(1)}{=} \qquad D \qquad \hat{A}$ 

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Phelps II John A.

1001 FLEET STREET, 6TH FLOOR SVP, Chief Distr. Officer BALTIMORE, MDÂ 21202

# **Signatures**

/s/ Rebecca Hemmings, as Attorney-in-Fact for John A.
Phelps, II

01/03/2014

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
  - This amendment is being filed to report a transposition error in the number of employee restricted stock units reported in the reporting person's original Form 3, which reported 2,047 units. Each restricted stock unit is the economic equivalent of one share of Class B
- (1) Common Stock of the F&G Subsidiary. It is expected that the fair market value of Class B Common Stock of the F&G Subsidiary will be derived from the value of the Common Stock of the Issuer. 802 restricted stock units will vest on December 31, 2013, 803 restricted stock units will vest on December 31, 2014 and 802 restricted stock units will vest on December 31, 2015.

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.

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