

Fidelity & Guaranty Life  
Form 8-K  
July 21, 2017

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 17, 2017

FIDELITY & GUARANTY LIFE  
(Exact name of registrant as specified in its charter)

Delaware                              001-36227      46-3489149  
(State or other jurisdiction      (Commission      (IRS Employer  
of incorporation)                  File Number)      Identification No.)

Two Ruan Center  
601 Locust Street, 14th Floor                      50309  
Des Moines, IA  
(Address of principal executive offices)      (Zip Code)

Registrant's telephone number, including area code: (800) 445-6758  
Former name or former address, if changed since last report.

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry Into a Material Definitive Agreement.

On July 17, 2017, Fidelity & Guaranty Life Holdings, Inc., a wholly owned subsidiary of Fidelity & Guaranty Life, entered into a Second Amendment to Credit Agreement (the “Second Amendment”), which amends the Credit Agreement (the “Original Credit Agreement”), dated as of August 26, 2014, with certain lenders and Royal Bank of Canada as administrative agent for the lenders. The Original Credit Agreement provided for a three year \$150 million unsecured revolving credit facility. The Second Amendment extends the credit facility commitment and maturity date by an additional year, so that the facility would terminate on August 26, 2018, subject to certain conditions, covenants, representations and warranties and conditions precedent. In addition, the Second Amendment amends certain other definitions and covenants contained within the Original Credit Agreement.

The foregoing description of the Second Amendment does not purport to be complete and is qualified in its entirety by reference to the Second Amendment, which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information disclosed in Item 1.01 is incorporated by reference into this Item 2.03.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit

No. Description

- |      |  |
|------|--|
| 10.1 | Second Amendment to Credit Agreement dated as of July 17, 2017 by and among Fidelity & Guaranty Life Holdings, Inc., each of the lenders from time to time party thereto and Royal Bank of Canada. |
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SIGNATURES

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FIDELITY & GUARANTY LIFE

/s/ Eric L. Marhoun  
Eric L. Marhoun  
Executive Vice President, General Counsel and Secretary

Dated: July 21, 2017