

Fidelity & Guaranty Life  
Form 8-K  
February 18, 2015

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

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FORM 8-K

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CURRENT REPORT

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

Date of Report (Date of earliest event reported): February 11, 2015

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

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Delaware  
(State or other jurisdiction  
of incorporation)

001-36227  
(Commission  
File Number)

46-3489149  
(IRS Employer  
Identification No.)

Two Ruan Center  
601 Locust Street, 14th Floor  
Des Moines, IA

50309

(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.

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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)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

Fidelity & Guaranty Life (the “Company”) held its annual meeting of stockholders on February 11, 2015. The matters that were voted upon at the meeting, and the number of votes cast for or against, as well as the number of abstentions and broker non-votes, as to each such matter, where applicable are set forth below.

i. To elect four Class I directors:

|                  | For        | Withheld  |
|------------------|------------|-----------|
| James M. Benson  | 56,223,628 | 163,502   |
| Kostas Cheliotis | 52,293,201 | 4,093,929 |
| Phillip J. Gass  | 52,061,065 | 4,326,065 |
| Kevin J. Gregson | 56,201,340 | 185,790   |

There were 433,373 broker non-votes represented at the Meeting with respect to this matter.

ii. To ratify the appointment of KPMG LLP as the Company’s independent registered public accounting firm for our fiscal year ending September 30, 2015:

| For        | Against | Abstain |
|------------|---------|---------|
| 56,796,817 | 20,363  | 3,323   |

There were 0 broker non-votes represented at the Meeting with respect to this matter.

iii. To approve, on an advisory basis, the compensation of the Company’s executive officers:

| For        | Against | Abstain |
|------------|---------|---------|
| 56,227,253 | 103,328 | 56,549  |

There were 433,373 broker non-votes represented at the Meeting with respect to this matter.

iv. To approve, on an advisory basis, the frequency of holding a future advisory vote on executive compensation:

| Every Year | Every Two Years | Every Three Years | Abstain |
|------------|-----------------|-------------------|---------|
| 7,741,452  | 28,818          | 48,614,763        | 2,097   |

There were 433,373 broker non-votes represented at the Meeting with respect to this matter.

v. To approve the Fidelity & Guaranty Life Section 162(m) Employee Incentive Plan:

| For        | Against | Abstain |
|------------|---------|---------|
| 56,308,981 | 31,174  | 46,975  |

There were 433,373 broker non-votes represented at the Meeting with respect to this matter.

vi. To approve the Fidelity & Guaranty Life 2013 Stock Incentive Plan, as amended:

| For        | Against | Abstain |
|------------|---------|---------|
| 55,711,330 | 673,640 | 2,160   |

There were 433,373 broker non-votes represented at the Meeting with respect to this matter.



SIGNATURES

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

Name: Eric L. Marhoun

Title: Executive Vice President, General  
Counsel and Secretary

Dated: February 18, 2015