
Section 1: 10-K/A (10-K/A)

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

Form 10-K/A
(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2017
OR

* TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 001-37779

FGL HOLDINGS

(Exact name of registrant as specified in its charter)

Cayman Islands

(State or other jurisdiction of
incorporation or organization)

4th Floor
Boundary Hall, Cricket Square
Grand Cayman, Cayman Islands
KY1-1102

(Address of principal executive offices, including
zip code)

98-1354810

(I.R.S. Employer
Identification No.)

1 (345) 947-5614

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:
Ordinary shares, par value \$.0001 per share
Warrants to purchase ordinary shares

Name of each exchange on which registered:
New York Stock Exchange
New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes * or No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes * or No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes or No *

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes or No *

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. *

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	<input checked="" type="checkbox"/>	Accelerated Filer	*
Non-accelerated Filer	*	(Do not check if a smaller reporting company)	
Smaller reporting Company	*	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. *

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes * or No

The aggregate market value of the ordinary shares held by non-affiliates of the registrant as of the last business day of the registrant's most recently completed second fiscal quarter, computed by reference to the closing price reported on the NASDAQ Capital Market as of June 30, 2017 was approximately \$776,250,000.

As of March 14, 2018, there were 214,370,000 ordinary shares, \$.0001 par value, issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Certain information required by Part III of this document is incorporated by reference herein to specific portions of the registrant's definitive proxy statement relating to its the 2018 Annual Meeting of Shareholders filed on April 2, 2018.

Explanatory Note

FGL Holdings (the “Company,” “we,” “us,” and “our”) is filing this Amendment No. 1 (the “Amendment”) on Form 10-K/A to amend our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 (the “Original 10-K”), filed with the Securities and Exchange Commission on March 15, 2018 (the “Original Filing Date”). The sole purposes of this Amendment are to correct the incorporation by reference of Exhibit 10.53 and the hyperlinks in Exhibits 4.2 and 10.8 listed in Item 15 - List of Exhibits of the Original 10-K.

As required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the Company’s principal executive officer and principal financial officer are providing new currently dated certifications required pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant Section 302 of the Sarbanes-Oxley Act of 2002, which are attached hereto.

Except as described above, this Amendment does not amend, update or change any other items or disclosures in the Original 10-K. This Amendment speaks only as of the Original Filing Date, and the Company has not undertaken herein to amend, supplement or update any information contained in the Original 10-K to give effect to any subsequent events. Accordingly, this Amendment should be read in conjunction with the Original 10-K and the Company’s filings made with the SEC subsequent to the filing of the Original Filing, including any amendment to those filings.

PART IV

Item 15. Exhibits, Financial Statements and Schedules

List of Documents Filed

1) Financial Statements

All financial statements of the Registrant are included in the Original 10-K.

2) Financial Statement Schedules

All financial statement schedules have been omitted since they are either not applicable or not required, or the information is contained within the consolidated financial statements included in the Original 10-K.

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List of Exhibits

The following is a list of exhibits filed or incorporated by reference as a part of this Annual Report on Form 10-K/A.

<u>Exhibit No.</u>	<u>Description of Exhibits</u>
2.1	<u>Agreement and Plan of Merger, dated as of May 24, 2017, by and between CF Corporation, FGL US Holdings Inc., FGL Merger Sub Inc. and Fidelity & Guaranty Life (incorporated by reference to Exhibit 2.1 of the Current Report on Form 8-K filed by CF Corporation on May 31, 2017).</u>
2.2	<u>Amendment No. 1 to Agreement and Plan of Merger, dated as of June 30, 2017, by and between CF Corporation, FGL US Holdings Inc., FGL Merger Sub Inc. and Fidelity & Guaranty Life (incorporated by reference to Exhibit 2.2 of the Quarterly Report on Form 10-Q filed by CF Corporation on August 14, 2017).</u>
2.3	<u>Voting Agreement, dated as of May 24, 2017, by and among Fidelity & Guaranty Life, CF Capital Growth, LLC, Fidelity National Financial, Inc., CFS Holdings (Cayman), L.P., CC Capital Management, LLC, BilCar, LLC, Richard N. Massey and James A. Quella (incorporated by reference to Exhibit 2.2 to our Form 8-K, filed on May 24, 2017 (File No. 001-36227)).</u>
3.1	<u>Amended and Restated Memorandum and Articles of Association (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the SEC on December 1, 2017).</u>
3.2	<u>Certificate of Designations of Series A Cumulative Convertible Preferred Shares (incorporated by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K filed with the SEC on December 1, 2017).</u>
3.3	<u>Certificate of Designations of Series B Cumulative Convertible Preferred Shares (incorporated by reference to Exhibit 3.3 of the Registrant's Registration Statement on Form S-3 filed on December 21, 2017 (File No. 333-222232)).</u>
4.1	<u>Specimen Ordinary Share Certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the SEC on December 1, 2017).</u>
4.2	<u>Specimen Warrant Certificate (incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed with the SEC on December 1, 2017).</u>
4.3	<u>Warrant Agreement, dated May 19, 2016, by and between CF Corporation and Continental Stock Transfer & Trust Company, as warrant agent (incorporated by reference to Exhibit 4.4 of the Current Report on Form 8-K, filed by CF Corporation on May 25, 2016 (File No. 001-37779)).</u>
4.4	<u>Indenture, dated March 27, 2013, among Fidelity & Guaranty Life Holdings, Inc., as issuer, the Subsidiary Guarantors from time to time parties thereto and Wells Fargo Bank, National Association, as trustee, relating to the 6.375% Senior Notes due 2021 (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1/A, filed on October 17, 2013 (File No. 333-192849)).</u>
4.5	<u>First Supplemental Indenture, dated March 27, 2013, among Fidelity & Guaranty Life Holdings, Inc., as issuer, the Subsidiary Guarantors from named therein and Wells Fargo Bank, National Association, relating to the 6.375% Senior Notes due 2021 (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-1/A, filed on October 17, 2013 (File No. 333-192849)).</u>
4.6	<u>Amended and Restated Indenture, dated November 20, 2017, among Fidelity & Guaranty Life Holdings, Inc., as issuer, the Subsidiary Guarantors from time to time parties thereto and Wells Fargo Bank, National Association, as trustee, relating to the 6.375% Senior Notes due 2021 (incorporated by reference to Exhibit 4.4 to the Registrant's Current Report on Form 8-K filed with the SEC on December 1, 2017).</u>
10.1	<u>Letter Agreement, dated May 19, 2016, by and among CF Corporation, CF Capital Growth, LLC, Chinh E. Chu, William P. Foley, II, James A. Quella, Douglas B. Newton, David Ducommun and Richard N. Massey (incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K, filed by CF Corporation on May 25, 2016 (File No. 001-37779)).</u>
10.3	<u>Letter Agreement, dated May 17, 2017, by and between CF Corporation and Keith W. Abell (incorporated by reference to Exhibit 10.2 of the Current Report on Form 8-K, filed by CF Corporation on May 18, 2017 (File No. 001-37779)).</u>

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- 10.4 [Investment Management Trust Agreement, dated May 19, 2016, by and between CF Corporation and Continental Stock Transfer & Trust Company, as trustee \(incorporated by reference to Exhibit 10.2 of Current Report on Form 8-K, filed by CF Corporation on May 25, 2016 \(File No. 001-37779\)\).](#)
- 10.5 [Registration Rights Agreement, dated May 19, 2016, by and among CF Corporation, CF Capital Growth, LLC and the Holders signatory thereto \(incorporated by reference to Exhibit 10.3 of the Current Report on Form 8-K, filed by CF Corporation on May 25, 2016 \(File No. 001-37779\)\).](#)
- 10.6 [Administrative Services Agreement, dated May 19, 2016, by and between CF Corporation and CF Capital Growth, LLC \(incorporated by reference to Exhibit 10.4 of the Current Report on Form 8-K, filed by CF Corporation on May 25, 2016 \(File No. 001-37779\)\).](#)
- 10.7 [Private Placement Warrants Purchase Agreement, dated May 19, 2016, by and between CF Corporation and CF Capital Growth, LLC \(incorporated by reference to Exhibit 10.5 of the Current Report on Form 8-K, filed by CF Corporation on May 25, 2016 \(File No. 001-37779\)\).](#)
- 10.8 [Promissory Note, dated as of February 29, 2016, issued to CF Capital Growth, LLC \(f/k/a CF Capital Partners, LLC\) \(incorporated by reference to Exhibit 10.6 of the Registration Statement on Form S-1, filed by CF Corporation on April 21, 2016 \(File No. 333-210854\)\).](#)
- 10.9 [Securities Subscription Agreement, dated February 29, 2016, between CF Capital Growth, LLC \(f/k/a CF Capital Partners, LLC\) and CF Corporation \(incorporated by reference to Exhibit 10.7 of the Registration Statement on Form S-1, filed by CF Corporation on April 21, 2016 \(File No. 333-210854\)\).](#)
- 10.10 [Form of Forward Purchase Agreement \(incorporated by reference to Exhibit 10.9 of the Registration Statement on Form S-1/A filed by CF Corporation on May 3, 2016 \(File No. 333-210854\)\).](#)
- 10.11 [Form of Amendment to Forward Purchase Agreement, dated as of May 24, 2017, by and among CF Corporation, the investor listed as the purchaser on the signature page thereof and CF Capital Growth, LLC \(incorporated by reference to Exhibit 10.15 of the Quarterly Report on Form 10-Q filed by CF Corporation on August 14, 2017 \(File No. 001-37779\)\).](#)
- 10.12 [Forward Purchase Agreement, dated as of April 18, 2016, among the Registrant, CFS Holdings \(Cayman\), L.P. and CF Capital Growth, LLC, as amended \(incorporated by reference to Exhibit 10.10 to Amendment No. 1 to the Registration Statement on Form S-1, filed by CF Corporation on May 3, 2016 \(File No. 333-210854\)\).](#)
- 10.13 [Indemnity Agreement, dated May 19, 2016, between the Registrant and Chinh E. Chu \(incorporated by reference to Exhibit 10.6 to the Registrant's Current Report on Form 8-K filed with the SEC on May 25, 2016 \(File No. 001-37779\)\).](#)
- 10.14 [Indemnity Agreement, dated May 19, 2016, between the Registrant and William P. Foley, II \(incorporated by reference to Exhibit 10.7 to the Registrant's Current Report on Form 8-K filed with the SEC on May 25, 2016 \(File No. 001-37779\)\).](#)
- 10.15 [Indemnity Agreement, dated May 19, 2016, between the Registrant and Douglas B. Newton \(incorporated by reference to Exhibit 10.8 to the Registrant's Current Report on Form 8-K filed with the SEC on May 25, 2016 \(File No. 001-37779\)\).](#)
- 10.16 [Indemnity Agreement, dated May 19, 2016, between the Registrant and James A. Quella \(incorporated by reference to Exhibit 10.9 to the Registrant's Current Report on Form 8-K filed with the SEC on May 25, 2016 \(File No. 001-37779\)\).](#)
- 10.17 [Indemnity Agreement, dated May 19, 2016, between the Registrant and Richard N. Massey \(incorporated by reference to Exhibit 10.10 to the Registrant's Current Report on Form 8-K filed with the SEC on May 25, 2016 \(File No. 001-37779\)\).](#)
- 10.18 [Indemnity Agreement, dated May 19, 2016, between the Registrant and David Ducommun \(incorporated by reference to Exhibit 10.11 to the Registrant's Current Report on Form 8-K filed with the SEC on May 25, 2016 \(File No. 001-37779\)\).](#)
- 10.19 [Amendment to Forward Purchase Agreement, dated as of May 24, 2017, by and among CF Corporation, CFS Holdings \(Cayman\), L.P. and CF Capital Growth, LLC \(incorporated by reference to Exhibit 10.16 of the Quarterly Report on Form 10-Q filed by CF Corporation on August 14, 2017 \(File No. 001-37779\)\).](#)
- 10.20 [Equity Commitment Letter, dated as of May 24, 2017, by and among CF Corporation and Blackstone Tactical Opportunities Fund II, L.P. \(incorporated by reference to Exhibit 10.1 of the Quarterly Report on Form 10-Q filed by CF Corporation on August 14, 2017 \(File No. 001-37779\)\).](#)

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10.21	<u>Equity Commitment Letter, dated as of May 24, 2017, by and among CF Corporation and Blackstone Tactical Opportunities Fund II, L.P. (incorporated by reference to Exhibit 10.2 of the Quarterly Report on Form 10-Q filed by CF Corporation on August 14, 2017 (File No. 001-37779)).</u>
10.22	<u>Equity Commitment Letter, dated as of May 24, 2017, by and among CF Corporation and Fidelity National Financial, Inc. (incorporated by reference to Exhibit 10.3 of the Quarterly Report on Form 10-Q filed by CF Corporation on August 14, 2017 (File No. 001-37779)).</u>
10.23	<u>Equity Commitment Letter, dated as of May 24, 2017, by and among CF Corporation and Fidelity National Financial, Inc. (incorporated by reference to Exhibit 10.4 of the Quarterly Report on Form 10-Q filed by CF Corporation on August 14, 2017 (File No. 001-37779)).</u>
10.24	<u>Equity Commitment Letter, dated as of May 24, 2017, by and among CF Corporation and GSO Capital Partners LP (incorporated by reference to Exhibit 10.5 of the Quarterly Report on Form 10-Q filed by CF Corporation on August 14, 2017 (File No. 001-37779)).</u>
10.25	<u>Equity Commitment Letter, dated as of May 24, 2017, by and among CF Corporation and GSO Capital Partners LP (incorporated by reference to Exhibit 10.6 of the Quarterly Report on Form 10-Q filed by CF Corporation on August 14, 2017 (File No. 001-37779)).</u>
10.26	<u>Equity Commitment Letter, dated as of May 24, 2017, by and among CF Corporation, Blackstone Tactical Opportunities Fund II, L.P. and Fidelity National Financial, Inc. (incorporated by reference to Exhibit 10.7 of the Quarterly Report on Form 10-Q filed by CF Corporation on August 14, 2017 (File No. 001-37779)).</u>
10.27	<u>Equity Commitment Letter, dated as of May 24, 2017, by and among CF Corporation, Blackstone Tactical Opportunities Fund II, L.P. and Fidelity National Financial, Inc. (incorporated by reference to Exhibit 10.8 of the Quarterly Report on Form 10-Q filed by CF Corporation on August 14, 2017 (File No. 001-37779)).</u>
10.28	<u>Amended and Restated Investor Agreement, dated as of June 6, 2017, by and among CF Corporation, Blackstone Tactical Opportunities Fund II, L.P., GSO Capital Partners LP and Fidelity National Financial, Inc. (incorporated by reference to Exhibit 10.9 of the Quarterly Report on Form 10-Q filed by CF Corporation on August 14, 2017 (File No. 001-37779)).</u>
10.29	<u>Fee Letter, dated as of May 24, 2017, by and among CF Corporation and Fidelity National Financial, Inc. (incorporated by reference to Exhibit 10.10 of the Quarterly Report on Form 10-Q filed by CF Corporation on August 14, 2017 (File No. 001-37779)).</u>
10.30	<u>Fee Letter, dated as of May 24, 2017, by and among CF Corporation and GSO Capital Partners LP (incorporated by reference to Exhibit 10.11 of the Quarterly Report on Form 10-Q filed by CF Corporation on August 14, 2017 (File No. 001-37779)).</u>
10.31	<u>Side Letter, dated as of May 24, 2017, by and among CF Corporation and GSO Capital Partners LP (incorporated by reference to Exhibit 10.12 of the Quarterly Report on Form 10-Q filed by CF Corporation on August 14, 2017 (File No. 001-37779)).</u>
10.32	<u>Amended and Restated Debt Commitment Letter, dated as of May 31, 2017, by and among FGL US Holdings Inc., Royal Bank of Canada, RBC Capital Markets, LLC, Bank of America, N.A. and Merrill Lynch, Pierce, Fenner & Smith Incorporated (incorporated by reference to Exhibit 10.13 of the Quarterly Report on Form 10-Q filed by CF Corporation on August 14, 2017 (File No. 001-37779)).</u>
10.33	<u>Letter Agreement, dated as of May 24, 2017, by and among CF Corporation, FS Holdco II Ltd., HRG Group, Inc. and FGL US Holdings Inc. (incorporated by reference to Exhibit 10.14 of the Quarterly Report on Form 10-Q filed by CF Corporation on August 14, 2017 (File No. 001-37779)).</u>
10.34	<u>Form of Additional Equity Purchase Agreement (incorporated by reference to Exhibit 10.17 of the Quarterly Report on Form 10-Q filed by CF Corporation on August 14, 2017 (File No. 001-37779)).</u>
10.35	<u>Equity Purchase Agreement, dated as of November 29, 2017, by and between the Company and CFS Holdings II (Cayman), L.P. (incorporated by reference to Exhibit 10.28 of the Registrant's Current Report on Form 8-K filed with the SEC on December 1, 2017 (File No. 001-37779)).</u>
10.36	<u>Equity Purchase Agreement, dated as of November 29, 2017, by and between the Company and Fidelity National Financial, Inc. (incorporated by reference to Exhibit 10.29 of the Registrant's Current Report on Form 8-K filed with the SEC on December 1, 2017 (File No. 001-37779)).</u>
10.37	<u>Equity Purchase Agreement, dated as of November 29, 2017, by and between the Company and Fidelity National Title Insurance Company (incorporated by reference to Exhibit 10.30 of the Registrant's Current Report on Form 8-K filed with the SEC on December 1, 2017 (File No. 001-37779)).</u>

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- 10.38 [Equity Purchase Agreement, dated as of November 29, 2017, by and between the Company and Chicago Title Insurance Company \(incorporated by reference to Exhibit 10.31 of the Registrant's Current Report on Form 8-K filed with the SEC on December 1, 2017 \(File No. 001-37779\)\).](#)
- 10.39 [Equity Purchase Agreement, dated as of November 29, 2017, by and between the Company and Commonwealth Land Title Insurance Company \(incorporated by reference to Exhibit 10.32 of the Registrant's Current Report on Form 8-K filed with the SEC on December 1, 2017 \(File No. 001-37779\)\).](#)
- 10.40 [Equity Purchase Agreement, dated as of November 29, 2017, by and between the Company and Corvex Master Fund LP \(incorporated by reference to Exhibit 10.33 of the Registrant's Current Report on Form 8-K filed with the SEC on December 1, 2017 \(File No. 001-37779\)\).](#)
- 10.41 [Investment Agreement, dated as of November 30, 2017, by and among the Company, GSO COF III AIV-5 LP, GSO COF III Co-Investment AIV-5 LP, GSO Co-Investment Fund-D LP, GSO Credit Alpha Fund LP, GSO Aiguille des Grands Montets Fund II LP, GSO Churchill Partners LP, GSO Credit-A Partners LP, GSO Harrington Credit Alpha Fund \(Cayman\) L.P., Fidelity National Title Insurance Company, Chicago Title Insurance Company and Commonwealth Land Title Insurance Company \(incorporated by reference to Exhibit 10.34 of the Registrant's Current Report on Form 8-K filed with the SEC on December 1, 2017 \(File No. 001-37779\)\).](#)
- 10.42 [Investment Management Agreement, dated as of November 30, 2017, by and between Fidelity & Guaranty Life Insurance Company and Blackstone ISG-I Advisors L.L.C. \(incorporated by reference to Exhibit 10.35 of the Registrant's Current Report on Form 8-K filed with the SEC on December 1, 2017 \(File No. 001-37779\)\).](#)
- 10.43 [Investment Management Agreement, dated as of November 30, 2017, by and between FGL US Holdings Inc. and Blackstone ISG-I Advisors L.L.C. \(incorporated by reference to Exhibit 10.36 of the Registrant's Current Report on Form 8-K filed with the SEC on December 1, 2017 \(File No. 001-37779\)\).](#)
- 10.44 [Investment Management Agreement, dated as of November 30, 2017, by and between Fidelity & Guaranty Life Holdings, Inc. and Blackstone ISG-I Advisors L.L.C. \(incorporated by reference to Exhibit 10.37 of the Registrant's Current Report on Form 8-K filed with the SEC on December 1, 2017 \(File No. 001-37779\)\).](#)
- 10.45 [Investment Management Agreement, dated as of November 30, 2017, by and between Front Street Re \(Cayman\) Ltd. and Blackstone ISG-I Advisors L.L.C. \(incorporated by reference to Exhibit 10.38 of the Registrant's Current Report on Form 8-K filed with the SEC on December 1, 2017 \(File No. 001-37779\)\).](#)
- 10.46 [Investment Management Agreement Termination Side Letter, dated as of November 30, 2017, by and between the Company and Blackstone ISG-I Advisors L.L.C. \(incorporated by reference to Exhibit 10.39 of the Registrant's Current Report on Form 8-K filed with the SEC on December 1, 2017 \(File No. 001-37779\)\).](#)
- 10.47 [Letter Agreement, dated as of November 30, 2017, by and between CF Corporation and Blackstone Tactical Opportunities Advisors LLC \(incorporated by reference to Exhibit 10.40 of the Registrant's Current Report on Form 8-K filed with the SEC on December 1, 2017 \(File No. 001-37779\)\).](#)
- 10.48 [Letter Agreement, dated as of November 30, 2017, by and between CF Corporation, Blackstone Tactical Opportunities Advisors LLC and Fidelity National Financial, Inc. \(incorporated by reference to Exhibit 10.41 of the Registrant's Current Report on Form 8-K filed with the SEC on December 1, 2017 \(File No. 001-37779\)\).](#)
- 10.49 [Nominating and Voting Agreement, dated as of November 30, 2017, by and among Blackstone Tactical Opportunities Fund II L.P., Chinh E. Chu, William P. Foley, II and CF Corporation \(incorporated by reference to Exhibit 10.42 of the Registrant's Current Report on Form 8-K filed with the SEC on December 1, 2017 \(File No. 001-37779\)\).](#)
- 10.50 [Credit Agreement, dated as of November 30, 2017, by and among CF Bermuda Holdings Limited, Fidelity & Guaranty Life Holdings, Inc., the financial institutions party thereto, as lenders, and Royal Bank of Canada, as administrative agent \(incorporated by reference to Exhibit 10.43 of the Registrant's Current Report on Form 8-K filed with the SEC on December 1, 2017 \(File No. 001-37779\)\).](#)
- 10.51 [Guarantee Agreement, dated as of November 30, 2017, by and among Fidelity & Guaranty Life, FGL US Holdings Inc., Fidelity & Guaranty Life Business Services, Inc. and Royal Bank of Canada, as administrative agent \(incorporated by reference to Exhibit 10.44 of the Registrant's Current Report on Form 8-K filed with the SEC on December 1, 2017 \(File No. 001-37779\)\).](#)

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- 10.52 [Convertible Promissory Note, dated November 29, 2017, issued to CF Capital Growth, LLC \(incorporated by reference to Exhibit 10.45 of the Registrant's Current Report on Form 8-K filed with the SEC on December 1, 2017 \(File No. 001-37779\)\).](#)
- 10.53 [FGL Holdings 2017 Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.1 of the Registrant's Registration Statement on Form S-8 filed with the SEC on February 16, 2018 \(File No. 333-223085\)\).](#)
- 10.54 [Employment Agreement, dated January 27, 2014, between Dennis Vigneau and Fidelity & Guaranty Life Business Services, Inc. \(incorporated by reference to Exhibit 10.1 of Fidelity & Guaranty Life's Current Report on Form 8-K, filed on January 28, 2014 \(File No. 001-36227\)\).](#)
- 10.55 [Amended and Restated Employment Agreement, dated November 14, 2013, between Fidelity & Guaranty Life Business Services, Inc. and John P. O'Shaughnessy \(incorporated by reference to Exhibit 10.38 of Fidelity & Guaranty Life's Current Report Registration Statement on Form S-1/A, filed on November 22, 2013 \(File No. 333-190880\)\).](#)
- 10.56 [Employment Agreement, dated November 14, 2013, between Fidelity & Guaranty Life Business Services, Inc. and John Phelps \(incorporated by reference to Exhibit 10.39 of Fidelity & Guaranty Life's Registration Statement on Form S-1/A, filed on November 22, 2013 \(File No. 333-190880\)\).](#)
- 10.57 [Amended and Restated Employment Agreement, dated November 14, 2013, between Fidelity & Guaranty Life Business Services, Inc. and Rajesh Krishnan \(incorporated by reference to Exhibit 10.40 of Fidelity & Guaranty Life's Registration Statement on Form S-1/A, filed on November 22, 2013 \(File No. 333-190880\)\).](#)
- 10.58 [Employment Agreement, dated November 14, 2013, between Fidelity & Guaranty Life Business Services, Inc. and Wendy J.B. Young \(incorporated by reference to Exhibit 10.41 of Fidelity & Guaranty Life's Registration Statement on Form S-1/A, filed on November 22, 2013 \(File No. 333-190880\)\).](#)
- 10.59 [Form of Director Indemnification Agreement \(incorporated by reference to Exhibit 10.5 of Fidelity & Guaranty Life's Registration Statement on Form S-1/A, filed on November 26, 2013 \(File No. 333-190880\)\).](#)
- 10.60 [Credit Agreement between Fidelity & Guaranty Life Holdings, Inc. as borrower, the Company as guarantor, and RBC Capital Markets and Credit Suisse Securities \(USA\) LLC together as joint lead arrangers for the lenders, dated as of August 26, 2014 \(incorporated by reference to Exhibit 10.1 of Fidelity & Guaranty Life's Current Report on Form 8-K, filed on August 26, 2014 \(File No. 001-36227\)\).](#)
- 10.61 [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 \(incorporated by reference to Exhibit 10.1 of Fidelity & Guaranty Life's Form 8-K, filed on July 21, 2017 \(File No. 001-36227\)\).](#)
- 10.62 [Revolving Loan Note, dated August 26, 2014 \(incorporated by reference to Exhibit 10.2 of Fidelity & Guaranty Life's Current Report on Form 8-K, filed on August 26, 2014 \(File No. 001-36227\)\).](#)
- 10.63 [Guarantee Agreement, dated as of August 26, 2014, among Fidelity & Guaranty Life, other Guarantors, and Royal Bank of Canada, as Administrative Agent \(incorporated by reference to Exhibit 10.3 of Fidelity & Guaranty Life's Current Report on Form 8-K, filed on August 26, 2014 \(File No. 001-36227\)\).](#)
- 10.64 [Employment Agreement, dated October 6, 2014, between Chris Littlefield and Fidelity & Guaranty Life Business Services, Inc. \(incorporated by reference to Exhibit 10.1 of Fidelity & Guaranty Life's Current Report on Form 8-K, filed on October 7, 2014 \(File No. 001-36227\)\).](#)
- 10.65 [Employment Agreement by and between Fidelity & Guaranty Life Business Services, Inc. and Christopher J. Littlefield, dated as of May 6, 2015 \(incorporated by reference to Exhibit 10.1 of Fidelity & Guaranty Life's Form 8-K, filed on May 8, 2015 \(File No. 001-36227\)\).](#)
- 10.66 [Form of Retention Letter from Fidelity & Guaranty Life to its executive officers, dated July 10, 2015 \(incorporated by reference to Exhibit 10.4 of Fidelity & Guaranty Life's Quarterly Report on Form 10-Q, filed on August 5, 2015 \(File No. 001-36227\)\).](#)
- 10.67 [Form of Retention Letter from Fidelity & Guaranty Life to its executive officers, dated July 10, 2015 \(incorporated by reference to Exhibit 10.4 of Fidelity & Guaranty Life's Quarterly Report on Form 10-Q, filed on August 5, 2015 \(File No. 001-36227\)\).](#)
- 10.68 [Form of Transaction Bonus Letter by and between Fidelity & Guaranty Life and certain of its employees, dated as of April 7, 2017 \(incorporated by reference to Exhibit 10.32 of Fidelity & Guaranty Life's Annual Report on Form 10-K, filed on November 16, 2017 \(File No. 001-36227\)\).](#)

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10.69	<u>Form of Retention Award Letter by and between Fidelity & Guaranty Life and certain of its employees, dated as of April 20, 2017 (incorporated by reference to Exhibit 10.33 of Fidelity & Guaranty Life's Annual Report on Form 10-K, filed on November 16, 2017 (File No. 001-36227)).</u>
10.70	<u>Form of 2017 Incentive Award Letter by and between Fidelity & Guaranty Life and certain of its employees, dated as of February 1, 2017 (incorporated by reference to Exhibit 10.34 of Fidelity & Guaranty Life's Annual Report on Form 10-K, filed on November 16, 2017 (File No. 001-36227)).</u>
14.1	<u>Code of Business Conduct and Ethics (incorporated by reference to Exhibit 14.1 of the Registrant's Current Report on Form 8-K filed with the SEC on December 1, 2017 (File No. 001-37779)).</u>
21*	<u>Subsidiaries of the Company.</u>
23*	<u>Consent of Independent Registered Public Accounting Firm.</u>
24*	<u>Power of Attorney (set forth on the signature page to Annual Report on Form 10-K for the year ended December 31, 2017 filed on March 15, 2018).</u>
31.1 *	<u>Certification of Chief Executive Officer, pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2 *	<u>Certification of Chief Financial Officer, pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.3 **	<u>Certification of Chief Executive Officer, pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.4 **	<u>Certification of Chief Financial Officer, pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1 *	<u>Certification of Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
32.2 *	<u>Certification of Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
101.INS *	XBRL Instance Document.
101.SCH *	XBRL Taxonomy Extension Schema.
101.CAL *	XBRL Taxonomy Extension Calculation Linkbase.
101.DEF *	XBRL Taxonomy Definition Linkbase.
101.LAB *	XBRL Taxonomy Extension Label Linkbase.
101.PRE *	XBRL Taxonomy Extension Presentation Linkbase.

* Filed with the Annual Report on Form 10-K for the year ended December 31, 2017 filed on March 15, 2018

** Filed herewith

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.

FGL HOLDINGS (Registrant)

Date: May 15, 2018

By: /s/ Dennis R. Vigneau

Chief Financial Officer

(on behalf of the Registrant and as Principal Financial Officer)

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Section 2: EX-31.3 (EXHIBIT 31.3)

**CERTIFICATION OF CEO PURSUANT TO RULE 13a-14(a) or 15d-14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Christopher J. Littlefield, certify that:

1. I have reviewed this Amendment No. 1 to the annual report on Form 10-K for the year ended December 31, 2017 of FGL Holdings; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: May 15, 2018

/s/ CHRISTOPHER J. LITTLEFIELD

Christopher J. Littlefield
President & Chief Executive Officer

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Section 3: EX-31.4 (EXHIBIT 31.4)

**CERTIFICATION OF CFO PURSUANT TO RULE 13a-14(a) or 15d-14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Dennis R. Vigneau, certify that:

1. I have reviewed this Amendment No. 1 to the annual report on Form 10-K for the year ended December 31, 2017 of FGL Holdings; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: May 15, 2018

/s/ DENNIS R. VIGNEAU

Dennis R. Vigneau
Chief Financial Officer

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