

Section 1: SC TO-I/A (AMENDMENT NO. 2 TO SC TO-I)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 2

to

SCHEDULE TO

(Rule 14d-100)

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

FGL HOLDINGS

(Name of Subject Company (Issuer) and Name of Filing Person (Issuer))

Warrants to Purchase Ordinary Shares
(Title of Class of Securities)

ISIN KYG3402M1107*

(CUSIP Number of Class of Securities)

Christopher J. Littlefield
President and Chief Executive Officer
FGL Holdings

4th Floor, Boundary Hall, Cricket Square,
P.O. Box 1093, Grand Cayman, KY1-1102, Cayman Islands,
1 (345) 947-5614

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

with a copy to:

Steven J. Slutzky, Esq.
Debevoise & Plimpton LLP
919 Third Avenue
New York, New York 10022
(212) 909-6000

CALCULATION OF FILING FEE

Transaction valuation**	Amount of filing fee***
\$103,135,251	\$12,840

- * The equity warrants of FGL Holdings have an International Securities Identification Number (“*ISIN*”) but do not have a CUSIP number.
- ** Estimated for purposes of calculating the amount of the filing fee only, in accordance with Rule 0-11(d) under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”). This calculation assumes the exchange of a total of 70,883,334 warrants to purchase ordinary shares. The transaction value was determined by using the average of the high and low prices of the warrants as reported on the New York Stock Exchange on August 29, 2018, which was \$1.455.
- *** The amount of the filing fee, calculated in accordance with Rule 0-11(b) under the Exchange Act, equals \$124.50 per million dollars of the transaction valuation.
- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- Amount Previously Paid: \$12,840 Filing Party: FGL Holdings
Form or Registration No.: Schedule TO-I Date Filed: September 6, 2018
- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
- Check the appropriate boxes below to designate any transactions to which the statement relates:
- third-party tender offer subject to Rule 14d-1.
 - issuer tender offer subject to Rule 13e-4.
 - going-private transaction subject to Rule 13e-3.
 - amendments to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

SCHEDULE TO

This Amendment No. 2 (this "**Amendment**") hereby amends and supplements the Tender Offer Statement on Schedule TO (as amended and supplemented, the "**Schedule TO**") originally filed by FGL Holdings (the "**Company**" or "**FGL Holdings**") with the Securities and Exchange Commission (the "**SEC**") on September 6, 2018, as amended and supplemented by Amendment No. 1 filed by the Company with the SEC on September 21, 2018. The Schedule TO is filed pursuant to Rule 13e-3 and Rule 13e-4 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), in connection with the offer to exchange, for a combination of cash and ordinary shares, any and all of FGL Holdings' 70,883,334 outstanding warrants, each to purchase one ordinary share (the "**Warrants**"), for 0.11 of the Company's ordinary shares, par value \$0.0001 per share (the "**Exchange Shares**") and \$0.98 in cash, without interest (together with the Exchange Shares, the "**Exchange Consideration**") per Warrant. The offer is being made upon the terms and subject to certain conditions set forth in the Offer to Exchange dated September 6, 2018 (the "**Offer to Exchange**"), a copy of which was filed as Exhibit (a)(1)(A) to the Schedule TO, and in the related Letter of Transmittal, a copy of which was filed as Exhibit (a)(1)(B) to the Schedule TO, which, as amended or supplemented from time to time, together constitute the offer (the "**Offer**"). This Schedule TO is intended to satisfy the reporting requirements of Rule 13e-3(d)(1) and Rule 13e-4(c)(2) under the Exchange Act.

All information in the Offer to Exchange is incorporated by reference in response to all of the items in this Schedule TO, and is supplemented only by those items specifically provided in this Amendment.

Items 1 through 11 and Item 13.

The information set forth under these Items of the Schedule TO is hereby supplemented by adding the following:

The Offer expired at Midnight, New York City time, on October 4, 2018. Based on information provided by Continental Stock Transfer & Trust Company, the depositary for the Offer, a total of 65,373,565 Warrants were properly tendered and not properly withdrawn prior to the expiration of the Offer. The Company accepted for exchange all such Warrants and will issue an aggregate of 7,191,070 Exchange Shares, representing approximately 3.4% of the ordinary shares outstanding after such issuance, and will pay an aggregate amount of approximately \$64.1 million in cash, in exchange for the Warrants tendered. Delivery of the Exchange Consideration will be made promptly.

On October 5, 2018, the Company issued a press release announcing the final results of the Offer as set forth above. A copy of the press release is filed as Exhibit (a)(5)(B) to the Schedule TO and is incorporated herein by reference.

Item 12. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
(a)(5)(B)	Press Release, dated October 5, 2018, announcing the final results of the exchange offer for FGL Holdings warrants.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 5, 2018

FGL Holdings

By: /s/ Dennis R. Vigneau

Name: Dennis R. Vigneau

Title: Chief Financial Officer

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Section 2: EX-99.A.5.B (EXHIBIT (A)(5)(B))

Exhibit 99 (a)(5)(B)

FGL HOLDINGS ANNOUNCES RESULTS OF WARRANT EXCHANGE OFFER

George Town, Cayman Islands – October 5, 2018 – FGL Holdings (NYSE: FG, FG WS) (the “Company,” “we” or “our”) today announced the results of its previously announced offer to exchange (“Offer to Exchange”) any and all of its outstanding warrants (the “Warrants”) for 0.11 ordinary shares of the Company, par value \$0.0001 (the “Exchange Shares”) and \$0.98, in cash, without interest, per warrant (together, the “Exchange Consideration”), upon the terms and subject to the conditions set forth in the Company’s Tender Offer Statement on Schedule TO, originally filed by the Company with the Securities and Exchange Commission (the “SEC”) on September 6, 2018, as amended and supplemented by Amendment No. 1 filed by the Company with the SEC on September 21, 2018, the related Letter of Transmittal, as amended, and the other related Offer to Exchange materials. The Offer to Exchange expired at 12:00 Midnight, New York City time, on October 4, 2018. Based on information provided by Continental Stock Transfer & Trust Company, the depository for the Offer to Exchange, a total of 65,373,565 Warrants were properly tendered and not properly withdrawn prior to the expiration of the Offer to Exchange. The Company accepted for exchange all such Warrants and will issue an aggregate of 7,191,070 Exchange Shares, representing approximately 3.4% of the ordinary shares outstanding after such issuance, and will pay an aggregate amount of approximately \$64.1 million in cash, in exchange for the Warrants tendered. Delivery of the Exchange Consideration will be made promptly.

After completion of the Offer to Exchange, 5,509,769 Warrants will remain outstanding. The Warrants will expire on November 30, 2022, at 5:00 p.m., New York City time, or upon earlier redemption or liquidation.

Credit Suisse Securities (USA) LLC acted as the financial advisor for the Offer to Exchange, Morrow Sodali acted as the Information Agent for the Offer to Exchange. For questions and information, please call the Information Agent toll-free at (800) 662-5200 (banks and brokers can call collect at (203) 658-9400).

About FGL Holdings

FGL Holdings, an insurance holding company, helps middle-income Americans prepare for retirement. Through its subsidiaries, the company is a leading provider of annuity and life insurance products. FGL Holdings, domiciled in the Cayman Islands, trades on the New York Stock Exchange under the ticker symbol FG.

Forward Looking Statements

This press release includes “forward-looking statements” regarding FGL Holdings, its financial condition and anticipated activities that reflect FGL Holdings’ views and information currently available. This information is, where applicable, based on estimates, assumptions and analyses that FGL Holdings believes, as of the date hereof, provide a reasonable basis for the information contained herein. Forward-looking statements can generally be identified by the use of forward-looking words such as “may”, “will”, “would”, “could”, “expect”, “intend”, “plan”, “aim”, “estimate”, “target”, “anticipate”, “believe”, “continue”, “objectives”, “outlook”, “guidance” or other similar words, and include statements regarding FGL Holdings’ plans, activities, events, strategies, objectives, targets and expected financial performance. These forward-looking statements involve known and unknown risks, uncertainties and other factors, many of which are outside the control of FGL Holdings and its respective officers, employees, agents or associates. These risks, uncertainties, assumptions and other important factors include, but are not limited to: (1) the number of warrant holders that respond and elect to participate in the tender offer; (2) FGL Holdings’ ability to recognize the anticipated benefits of the tender offer; (3) changes in applicable laws or regulations, including those that pertain to tender offers; (4) the possibility that FGL Holdings may be materially adversely affected by other economic, business, and/or competitive factors; and (5) other risks and uncertainties indicated from time to time in the most recent Annual Report on Form 10-K of FGL Holdings, including those under “Risk Factors” therein, and other documents filed or to be filed with the SEC by FGL Holdings. These and other important factors could cause actual results to differ materially from those anticipated or implied in the forward-looking statements. FGL Holdings undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information or future events.

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