
Section 1: 8-K (8-K)

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): **October 9, 2018**

FGL HOLDINGS

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction
of incorporation)

001-37779
(Commission
File Number)

98-1354810
(IRS Employer
Identification No.)

4th Floor
Boundary Hall, Cricket Square
P.O. Box 1093, Grand Cayman, KY1-1102
Cayman Islands
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: 1 (345) 947-5614

Not Applicable
(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 3.02. Unregistered Sale of Equity Securities.

On October 5, 2018, FGL Holdings (the “*Company*”) announced final results of its offer to exchange (“*Offer to Exchange*”) any and all of its outstanding warrants (the “*Warrants*”) for 0.11 FGL Holdings’ ordinary shares, par value \$0.0001 and \$0.98, in cash, without interest, per warrant, 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 and as further amended and supplemented by Amendment No. 2 filed by the Company with SEC on October 5, 2018, the related Letter of Transmittal, as amended, and related Offer to Exchange materials. The Offer to Exchange expired at 12:00 Midnight, New York City time, on October 4, 2018.

On October 9, the Company issued 7,191,070 ordinary shares and paid an aggregate amount of \$64,066,291.28 in cash in exchange for Warrants validly tendered and accepted for exchange in accordance with the Offer to Exchange.

The issuance of ordinary shares to the holders of Warrants in exchange for their Warrants was made by the Company pursuant to the exemption from the registration requirements of the Securities Act of 1933, as amended, contained in Section 3(a)(9) thereunder, on the basis that the Offer to Exchange constituted an exchange with existing holders of the Company’s securities and no commissions or other remuneration was paid or given, directly or indirectly, to any party for soliciting such exchanges.

Item 8.01 Other Events.

Reference is made to Item 3.02 of this report regarding the final results of the Offer to Exchange. A copy of the press release announcing the final results of the Offer to Exchange is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of FGL Holdings dated October 5, 2018.

SIGNATURE

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, hereunto duly authorized.

October 9, 2018

FGL HOLDINGS

By: /s/ Eric L. Marhoun

Name: Eric L. Marhoun

Title: Secretary and General Counsel

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1

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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Information Agent Contact:

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