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## Section 1: S-8 POS (S-8 POS)

As filed with the Securities and Exchange Commission on June 1, 2020

Registration No. 333-223085

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION  
STATEMENT NO. 333-223085**  
*UNDER  
THE SECURITIES ACT OF 1933*

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**FGL HOLDINGS**

(Exact name of registrant as specified in its charter)

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**Cayman Islands**  
(State or other jurisdiction of  
incorporation or organization)

**98-1354810**  
(I.R.S. Employer  
Identification No.)

**4th Floor**  
**Boundary Hall, Cricket Square**  
**Grand Cayman, Cayman Islands KY1-1102**  
**(800) 445-6758**  
(Address of Principal Executive Offices) (Zip Code)

**FGL Holdings 2017 Omnibus Incentive Plan**  
(Full title of the plans)

**Eric L. Marhoun**  
**General Counsel and Secretary**  
**FGL Holdings**  
**Two Ruan Center**  
**601 Locust Street, 14th Floor**  
**Des Moines, Iowa**  
(Name and address of agent for service)

**(800) 445-6758**  
(Telephone number, including area code, of agent for service)

*Copies to:*

**Todd E. Freed, Esq.**  
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**(212) 735-3000**

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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	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

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**EXPLANATORY NOTE**  
**DEREGISTRATION OF UNSOLD SECURITIES**

This Post-Effective Amendment No. 1 (this “Post-Effective Amendment”), filed by FGL Holdings, a Cayman Islands exempted company (the “Company”), removes from registration all of the unsold securities registered under the Registration Statement on Form S-8 (Registration Number 333-223085) filed by the Company with the U.S. Securities and Exchange Commission on February 16, 2018 (the “Registration Statement”), pertaining to the registration of 15,005,900 Ordinary Shares of the Company issuable pursuant to the FGL Holdings 2017 Omnibus Incentive Plan.

On June 1, 2020, pursuant to that certain Agreement and Plan of Merger, dated as of February 7, 2020 (the “Merger Agreement”), by and among the Company, Fidelity National Financial, Inc., a Delaware corporation (“FNF”), F I Corp., a Cayman Islands exempted company and wholly owned subsidiary of FNF (“Merger Sub I”), and F II Corp., a Cayman Islands exempted company and wholly owned subsidiary of FNF (“Merger Sub II” and, together with Merger Sub I, “Merger Subs”), as amended, and upon the terms and subject to the conditions set forth in the Merger Agreement, at the time of the closing of the transactions contemplated by the Merger Agreement: (i) Merger Sub I merged with and into the Company (the “first merger”), with the Company surviving the first merger (the “surviving company”) and becoming a wholly owned subsidiary of FNF as a result of the first merger in accordance with the Companies Law (2020 Revision) of the Cayman Islands (the “CICL”); and (ii) immediately following the first merger, the surviving company merged with and into Merger Sub II (the “second merger”), with Merger Sub II surviving the second merger and remaining a wholly owned subsidiary of FNF as a result of the second merger in accordance with the CICL.

As a result of the transactions contemplated by the Merger Agreement, the Company is terminating all offerings of its securities pursuant to the Registration Statement. The Company, by filing this Post-Effective Amendment, hereby terminates the effectiveness of the Registration Statement and removes from registration any and all securities registered but unsold under the Registration Statement as of the date hereof. This filing is made in accordance with an undertaking in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities that were registered but which remain unsold at the termination of the offering.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in Grand Cayman, Cayman Islands on June 1, 2020.

FGL HOLDINGS

By: /s/ Eric L. Marhoun

Name: Eric L. Marhoun

Title: Executive Vice President, General Counsel and  
Secretary

No other person is required to sign this Post-Effective Amendment in reliance on Rule 478 under the Securities Act of 1933, as amended.

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