Fidelity & Guaranty Life Form 10-Q May 08, 2014

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

Form 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2014 OR

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

For the transition period from Commission file number: 001-36227

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

Delaware	46-3489149			
(State or other jurisdiction of	(I.R.S. Employer			
incorporation or organization)	Identification No.)			
1001 Fleet Street, 6th Floor	21202			
Baltimore, MD	21202			
(Address of principal executive offices)	(Zip Code)			
(410) 895-0100				
(Registrant's telephone number, including area code)				
(Former name, former address and former fiscal year, if changed since last report)				

to

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 x 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 (section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x or No". Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. Large Accelerated Filer" Accelerated Filer Non-accelerated Filer x (Do not check if a smaller reporting company) Smaller reporting company" Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes " or No x

There were 58,437,412 shares of the registrant's common stock outstanding as of May 5, 2014.

FIDELITY & GUARANTY LIFE AND SUBSIDIARIES TABLE OF CONTENTS

Item 1. Financial Statements:3Condensed Consolidated Balance Sheets as of March 31, 2014 and September 30, 20133Condensed Consolidated Statements of Operations for the three and six months ended March 31.42014 and 20135Condensed Consolidated Statements of Comprehensive Income for the three and six months ended5Condensed Consolidated Statements of Changes in Shareholders' Equity for the three months ended6March 31. 2014 and the year ended September 30. 20136Condensed Consolidated Statements of Cash Flows for the six months ended March 31. 2014 and7Notes to Condensed Consolidated Financial Statements8(1) Basis of Presentation and Nature of Business8(2) Significant Accounting Policies and Practices9(3) Significant Risks and Uncertainties10(4) Investments11(5) Derivative Financial Instruments17(6) Fair Value of Financial Instruments19(10) Stock Compensation30(11) Income Taxes31(12) Commitments and Contingencies32(13) Reinsurance32(14) Releaded Party Transactions37(15) Earnings Per Share32(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Procedures65PART II. OTHER INFORMATION68Item 1. Legal Proceedings68Item 1. Legal Proceedings68Item 3. Quantitative Disclosures about Market R		Page
Condensed Consolidated Statements of Operations for the three and six months ended March 31.42014 and 20135Condensed Consolidated Statements of Comprehensive Income for the three and six months ended March 31. 2014 and 20136Condensed Consolidated Statements of Changes in Shareholders' Equity for the three months ended March 31. 2014 and 20136Condensed Consolidated Statements of Cash Flows for the six months ended March 31. 2014 and 20137Notes to Condensed Consolidated Financial Statements8(1) Basis of Presentation and Nature of Business8(2) Significant Accounting Policies and Practices9(3) Significant Risks and Uncertainties10(4) Investments11(5) Derivative Financial Instruments19(7) Intangible Assets28(8) Long Term Debt29(9) Equity29(10) Stock Compensation30(11) Income Taxes32(12) Commitments and Contingencies35(13) Reinsurance37(14) Related Party Transactions37(15) Earnings Per Share39(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Procedures65PART II. OTHER INFORMATION66Item 1. Legal Proceedings68Item 1. A. Risk Factors68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 2. Defaults Upon Senior Securities68 <td>PART I. FINANCIAL INFORMATION</td> <td>-</td>	PART I. FINANCIAL INFORMATION	-
Condensed Consolidated Statements of Operations for the three and six months ended March 31.42014 and 20135Condensed Consolidated Statements of Comprehensive Income for the three and six months ended March 31. 2014 and 20136Condensed Consolidated Statements of Changes in Shareholders' Equity for the three months ended March 31. 2014 and the year ended September 30. 20137Condensed Consolidated Statements of Cash Flows for the six months ended March 31. 2014 and 20137Notes to Condensed Consolidated Financial Statements8(1) Basis of Presentation and Nature of Business8(2) Significant Accounting Policies and Practices9(3) Significant Risks and Uncertainties10(4) Investments11(5) Derivative Financial Instruments19(7) Intangible Assets28(8) Long Term Debt29(9) Equity29(10) Stock Compensation30(11) Income Taxes32(12) Commitments and Contingencies35(13) Reinsurance37(14) Related Party Transactions37(15) Earnings Per Share39(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Procedures68Item 1. Legal Proceedings68Item 1. A. Risk Factors68Item 1. A. Risk Factors68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68	Item 1. Financial Statements:	<u>3</u>
Condensed Consolidated Statements of Operations for the three and six months ended March 31.42014 and 20135Condensed Consolidated Statements of Comprehensive Income for the three and six months ended March 31. 2014 and 20136Condensed Consolidated Statements of Changes in Shareholders' Equity for the three months ended March 31. 2014 and the year ended September 30. 20137Condensed Consolidated Statements of Cash Flows for the six months ended March 31. 2014 and 20137Notes to Condensed Consolidated Financial Statements8(1) Basis of Presentation and Nature of Business8(2) Significant Accounting Policies and Practices9(3) Significant Risks and Uncertainties10(4) Investments11(5) Derivative Financial Instruments19(7) Intangible Assets28(8) Long Term Debt29(9) Equity29(10) Stock Compensation30(11) Income Taxes32(12) Commitments and Contingencies35(13) Reinsurance37(14) Related Party Transactions37(15) Earnings Per Share39(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Procedures68Item 1. Legal Proceedings68Item 1. A. Risk Factors68Item 1. A. Risk Factors68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68	Condensed Consolidated Balance Sheets as of March 31, 2014 and September 30, 2013	<u>3</u>
2014 and 20135Condensed Consolidated Statements of Comprehensive Income for the three and six months ended March 31, 2014 and 20136Condensed Consolidated Statements of Changes in Shareholders' Equity for the three months ended March 31, 2014 and the year ended September 30, 20137Condensed Consolidated Statements of Cash Flows for the six months ended March 31, 2014 and 20137Notes to Condensed Consolidated Financial Statements8(1) Basis of Presentation and Nature of Business8(2) Significant Risks and Uncertainties9(3) Significant Risks and Uncertainties10(4) Investments11(5) Derivative Financial Instruments12(6) Fair Value of Financial Instruments12(7) Intangible Assets28(8) Long Term Debt29(10) Stock Compensation30(11) Income Taxes31(12) Commitments and Contingencies35(13) Reinsurance37(14) Related Party Transactions31(16) Earnings Per Share39(16) Instruments39(16) Instruments39(16) Instruments39(16) Instruments39(16) Instruments of Constructions and Analysis of Financial Condition and Results of Operations(11) Income Taxes40Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Procedures65PART II. OTHER INFORMATION65Item 1. Legal Proceedings68Item 1. A. Risk Factors68 <tr< td=""><td>Condensed Consolidated Statements of Operations for the three and six months ended March 31.</td><td></td></tr<>	Condensed Consolidated Statements of Operations for the three and six months ended March 31.	
March 31. 2014 and 20132Condensed Consolidated Statements of Changes in Shareholders' Equity for the three months ended March 31. 2014 and the year ended September 30. 20136Condensed Consolidated Statements of Cash Flows for the six months ended March 31. 2014 and 20137Notes to Condensed Consolidated Financial Statements8(1) Basis of Presentation and Nature of Business8(2) Significant Accounting Policies and Practices9(3) Significant Risks and Uncertainties10(4) Investments11(5) Derivative Financial Instruments17(6) Fair Value of Financial Instruments19(7) Intargible Assets28(8) Long Term Debt29(9) Equity201(10) Stock Compensation30(11) Income Taxes37(14) Related Party Transactions37(15) Earnings Per Share37(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Procedures65PART II. OTHER INFORMATION66Item 4. Risk Factors68Item 3. Defaults Upon Senior Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	<u>2014 and 2013</u>	<u>4</u>
March 31, 2014 and 20136Condensed Consolidated Statements of Changes in Shareholders' Equity for the three months ended March 31, 2014 and the year ended September 30, 20137Notes to Condensed Consolidated Statements of Cash Flows for the six months ended March 31, 2014 and 20137Notes to Condensed Consolidated Financial Statements8(1) Basis of Presentation and Nature of Business8(2) Significant Accounting Policies and Practices9(3) Significant Risks and Uncertainties10(4) Investments11(5) Derivative Financial Instruments17(6) Fair Value of Financial Instruments19(7) Intangible Assets28(8) Long Term Debt29(9) Equity29(10) Stock Compensation30(11) Income Taxes34(12) Commitments and Contingencies35(13) Reinsurance37(14) Related Party Transactions37(15) Earnings Per Share39(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Proceedings65PART II. OTHER INFORMATION68Item 1. Legal Proceedings68Item 1. Legal Proceedings68Item 1. Legal Proceedings68Item 2. Management's Sales of Equity Securities and Use of Proceeds68Item 1. Defailts Upon Senior Securities68	Condensed Consolidated Statements of Comprehensive Income for the three and six months ended	5
March 31, 2014 and the year ended September 30, 20139Condensed Consolidated Statements of Cash Flows for the six months ended March 31, 2014 and 20137Notes to Condensed Consolidated Financial Statements8(1) Basis of Presentation and Nature of Business8(2) Significant Accounting Policies and Practices9(3) Significant Risks and Uncertainties10(4) Investments11(5) Derivative Financial Instruments17(6) Fair Value of Financial Instruments19(7) Intargible Assets28(8) Long Term Debt29(9) Equity29(10) Stock Compensation30(11) Income Taxes35(13) Reinsurance37(14) Related Party Transactions37(15) Earnings Per Share39(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations41Item 4. Controls and Procedures65PART II. OTHER INFORMATION68Item 1. Legal Proceedings68Item 1. Legal Proceedings68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	March 31, 2014 and 2013	<u>2</u>
March 31, 2014 and the year ended September 30, 2013Condensed Consolidated Statements of Cash Flows for the six months ended March 31, 2014 and 20137Notes to Condensed Consolidated Financial Statements8(1) Basis of Presentation and Nature of Business8(2) Significant Accounting Policies and Practices9(3) Significant Accounting Policies and Practices9(3) Significant Risks and Uncertainties10(4) Investments11(5) Derivative Financial Instruments12(6) Fair Value of Financial Instruments19(7) Intangible Assets28(8) Long Term Debt29(9) Equity20(10) Stock Compensation30(11) Income Taxes34(12) Commitments and Contingencies35(13) Reinsurance37(14) Related Party Transactions37(15) Earnings Per Share30(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 2. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Procedures65PART II. OTHER INFORMATION68Item 1. Legal Proceedings68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	Condensed Consolidated Statements of Changes in Shareholders' Equity for the three months ended	6
20132Notes to Condensed Consolidated Financial Statements8(1) Basis of Presentation and Nature of Business8(2) Significant Accounting Policies and Practices9(3) Significant Risks and Uncertainties10(4) Investments11(5) Derivative Financial Instruments17(6) Fair Value of Financial Instruments19(7) Intangible Assets28(8) Long Term Debt29(9) Equity29(10) Stock Compensation30(11) Income Taxes34(12) Commitments and Contingencies35(13) Reinsurance37(14) Related Party Transactions37(15) Earnings Per Share39(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations41Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Procedures65PART II. OTHER INFORMATION55Item 1. Legal Proceedings68Item 1. Legal Proceedings68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	March 31, 2014 and the year ended September 30, 2013	<u>0</u>
2013Notes to Condensed Consolidated Financial Statements§(1) Basis of Presentation and Nature of Business§(2) Significant Accounting Policies and Practices9(3) Significant Risks and Uncertainties10(4) Investments11(5) Derivative Financial Instruments17(6) Fair Value of Financial Instruments19(7) Intangible Assets28(8) Long Term Debt29(9) Equity29(10) Stock Compensation30(11) Income Taxes34(12) Commitments and Contingencies35(13) Reinsurance37(14) Related Party Transactions37(15) Earnings Per Share40(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Procedures65PART II. OTHER INFORMATION68Item 1. Legal Proceedings68Item 1. Legal Proceedings68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	Condensed Consolidated Statements of Cash Flows for the six months ended March 31, 2014 and	7
(3) Significant Risks and Uncertainties10(4) Investments11(5) Derivative Financial Instruments17(6) Fair Value of Financial Instruments19(7) Intangible Assets28(8) Long Term Debt29(9) Equity29(10) Stock Compensation30(11) Income Taxes34(12) Commitments and Contingencies35(13) Reinsurance37(14) Related Party Transactions37(15) Earnings Per Share39(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations41Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Procedures65PART II. OTHER INFORMATION65Item 1. Legal Proceedings68Item 1. Legal Proceedings68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	<u>2013</u>	<u>/</u>
(3) Significant Risks and Uncertainties10(4) Investments11(5) Derivative Financial Instruments17(6) Fair Value of Financial Instruments19(7) Intangible Assets28(8) Long Term Debt29(9) Equity29(10) Stock Compensation30(11) Income Taxes34(12) Commitments and Contingencies35(13) Reinsurance37(14) Related Party Transactions37(15) Earnings Per Share39(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations41Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Procedures65PART II. OTHER INFORMATION65Item 1. Legal Proceedings68Item 1. Legal Proceedings68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	Notes to Condensed Consolidated Financial Statements	<u>8</u>
(3) Significant Risks and Uncertainties10(4) Investments11(5) Derivative Financial Instruments17(6) Fair Value of Financial Instruments19(7) Intangible Assets28(8) Long Term Debt29(9) Equity29(10) Stock Compensation30(11) Income Taxes34(12) Commitments and Contingencies35(13) Reinsurance37(14) Related Party Transactions37(15) Earnings Per Share39(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations41Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Procedures65PART II. OTHER INFORMATION65Item 1. Legal Proceedings68Item 1. Legal Proceedings68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	(1) Basis of Presentation and Nature of Business	<u>8</u>
(4) Investments11(5) Derivative Financial Instruments17(6) Fair Value of Financial Instruments19(7) Intangible Assets28(8) Long Term Debt29(9) Equity29(10) Stock Compensation30(11) Income Taxes34(12) Commitments and Contingencies35(13) Reinsurance37(14) Related Party Transactions37(15) Earnings Per Share39(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations41Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 1. Legal Proceedings65PART II. OTHER INFORMATION68Item 1. Legal Proceedings68Item 1. A. Risk Factors68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	(2) Significant Accounting Policies and Practices	<u>9</u>
(5) Derivative Financial Instruments17(6) Fair Value of Financial Instruments19(7) Intangible Assets28(8) Long Term Debt29(9) Equity29(10) Stock Compensation30(11) Income Taxes34(12) Commitments and Contingencies35(13) Reinsurance37(14) Related Party Transactions37(15) Earnings Per Share39(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations41Item 4. Controls and Procedures65PART II. OTHER INFORMATION65Item 1. Legal Proceedings68Item 1. Legal Proceedings68Item 1. A. Risk Factors68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	(3) Significant Risks and Uncertainties	<u>10</u>
(5) Derivative Financial Instruments17(6) Fair Value of Financial Instruments19(7) Intangible Assets28(8) Long Term Debt29(9) Equity29(10) Stock Compensation30(11) Income Taxes34(12) Commitments and Contingencies35(13) Reinsurance37(14) Related Party Transactions37(15) Earnings Per Share39(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations41Item 4. Controls and Procedures65PART II. OTHER INFORMATION65Item 1. Legal Proceedings68Item 1. Legal Proceedings68Item 1. A. Risk Factors68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	(4) Investments	<u>11</u>
(8) Long Term Debt29(9) Equity29(10) Stock Compensation30(11) Income Taxes34(12) Commitments and Contingencies35(13) Reinsurance37(14) Related Party Transactions37(15) Earnings Per Share39(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations41Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Procedures65PART II. OTHER INFORMATION68Item 1. Legal Proceedings68Item 1. Legal Proceedings68Item 1. Legal Stores68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	(5) Derivative Financial Instruments	
(8) Long Term Debt29(9) Equity29(10) Stock Compensation30(11) Income Taxes34(12) Commitments and Contingencies35(13) Reinsurance37(14) Related Party Transactions37(15) Earnings Per Share39(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations41Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Procedures65PART II. OTHER INFORMATION68Item 1. Legal Proceedings68Item 1. Legal Proceedings68Item 1. Legal Stores68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	(6) Fair Value of Financial Instruments	<u>19</u>
(8) Long Term Debt29(9) Equity29(10) Stock Compensation30(11) Income Taxes34(12) Commitments and Contingencies35(13) Reinsurance37(14) Related Party Transactions37(15) Earnings Per Share39(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations41Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Procedures65PART II. OTHER INFORMATION68Item 1. Legal Proceedings68Item 1. Legal Proceedings68Item 1. Legal Stores68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	(7) Intangible Assets	<u>28</u>
(9) Equity29(10) Stock Compensation30(11) Income Taxes34(12) Commitments and Contingencies35(13) Reinsurance37(14) Related Party Transactions37(15) Earnings Per Share39(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations41Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Procedures65PART II. OTHER INFORMATION68Item 1. Legal Proceedings68Item 1. Legal Proceedings68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	(8) Long Term Debt	<u>29</u>
(10) Stock Compensation30(11) Income Taxes34(12) Commitments and Contingencies35(13) Reinsurance37(14) Related Party Transactions37(15) Earnings Per Share39(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations41Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Procedures65PART II. OTHER INFORMATION68Item 1. Legal Proceedings68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	(9) Equity	<u>29</u>
(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations41Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Procedures65PART II. OTHER INFORMATION68Item 1. Legal Proceedings68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	(10) Stock Compensation	<u>30</u>
(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations41Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Procedures65PART II. OTHER INFORMATION68Item 1. Legal Proceedings68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	(11) Income Taxes	<u>34</u>
(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations41Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Procedures65PART II. OTHER INFORMATION68Item 1. Legal Proceedings68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	(12) Commitments and Contingencies	<u>35</u>
(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations41Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Procedures65PART II. OTHER INFORMATION68Item 1. Legal Proceedings68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	(13) Reinsurance	<u>37</u>
(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations41Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Procedures65PART II. OTHER INFORMATION68Item 1. Legal Proceedings68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	(14) Related Party Transactions	<u>37</u>
(16) Insurance Subsidiary Financial Information and Regulatory Matters40Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations41Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Procedures65PART II. OTHER INFORMATION68Item 1. Legal Proceedings68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	(15) Earnings Per Share	<u>39</u>
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations41Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Procedures65PART II. OTHER INFORMATION68Item 1. Legal Proceedings68Item 1A. Risk Factors68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	(16) Insurance Subsidiary Financial Information and Regulatory Matters	<u>40</u>
Item 3. Quantitative and Qualitative Disclosures about Market Risk60Item 4. Controls and Procedures65PART II. OTHER INFORMATION68Item 1. Legal Proceedings68Item 1A. Risk Factors68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	
Item 4. Controls and Procedures65PART II. OTHER INFORMATION1Item 1. Legal Proceedings68Item 1A. Risk Factors68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	Item 3. Quantitative and Qualitative Disclosures about Market Risk	
Item 1. Legal Proceedings68Item 1.A. Risk Factors68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	Item 4. Controls and Procedures	
Item 1. Legal Proceedings68Item 1.A. Risk Factors68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68		
Item 1A. Risk Factors68Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	PART II. OTHER INFORMATION	
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds68Item 3. Defaults Upon Senior Securities68	Item 1. Legal Proceedings	<u>68</u>
Item 3. Defaults Upon Senior Securities 68	Item 1A. Risk Factors	<u>68</u>
	Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	<u>68</u>
	Item 3. Defaults Upon Senior Securities	
Item 4. Mine Safety Disclosures 68	Item 4. Mine Safety Disclosures	<u>68</u>
Item 5. Other Information 68	Item 5. Other Information	
Item 6. Exhibits 69	Item 6. Exhibits	

Table of Contents

PART I: FINANCIAL INFORMATION Item 1. Financial Statements FIDELITY & GUARANTY LIFE AND SUBSIDIARIES CONDENSED CONSOLIDATED BALANCE SHEETS (In millions, except share data)

	March 31, 2014 (Unaudited)	September 30, 2013
ASSETS	· · · · ·	
Investments:		
Fixed maturities securities, available-for-sale, at fair value	\$16,865.1	\$15,541.4
Equity securities, available-for-sale, at fair value	353.1	271.1
Derivative investments	273.0	221.8
Other invested assets	323.4	188.2
Total investments	17,814.6	16,222.5
Related party loans and investments	145.7	119.0
Cash and cash equivalents	701.5	1,204.3
Accrued investment income	178.7	159.3
Reinsurance recoverable	3,694.0	3,728.6
Intangibles, net	540.3	563.8
Deferred tax assets	173.2	226.4
Other assets	134.4	205.2
Total assets	\$23,382.4	\$22,429.1
LIABILITIES AND SHAREHOLDERS' EQUITY		
Contractholder funds	\$15,998.3	\$15,248.2
Future policy benefits	3,533.7	3,556.8
Funds withheld for reinsurance liabilities	1,362.3	1,407.7
Liability for policy and contract claims	60.5	51.5
Long-term debt	300.0	300.0
Other liabilities	604.9	700.0
Total liabilities	21,859.7	21,264.2
Shareholders' equity:		
Common stock (\$.01 par value, 500,000,000 shares authorized, 58,439,476 issued		
and outstanding at March 31, 2014; 47,000,000 shares issued and outstanding at	0.6	
September 30, 2013)		
Additional paid-in capital	701.1	527.1
Retained earnings	545.5	524.9
Accumulated other comprehensive income	275.5	112.9
Total shareholders' equity	1,522.7	1,164.9
Total liabilities and shareholders' equity	\$23,382.4	\$22,429.1

See accompanying notes to condensed consolidated financial statements.

Table of Contents

FIDELITY & GUARANTY LIFE AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (In millions, except share data)

	Three months ended		Six months ended	
	March 31,	March 31,	March 31,	March 31,
	2014	2013	2014	2013
	(Unaudited)		(Unaudited)	
Revenues:				
Premiums	\$14.6	\$14.1	\$28.3	\$27.9
Net investment income	184.3	167.9	367.7	338.2
Net investment (losses) gains	(1.7)	206.7	121.7	353.2
Insurance and investment product fees and other	17.1	14.6	32.7	28.5
Total revenues	214.3	403.3	550.4	747.8
Benefits and expenses:				
Benefits and other changes in policy reserves	178.9	240.9	395.8	324.5
Acquisition and operating expenses, net of deferrals	32.0	23.4	58.0	50.4
Amortization of intangibles	11.3			