
**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**

March 25, 2019

Date of Report (Date of earliest event reported)

Federal Life Group, Inc.
(Exact Name of Registrant as Specified in Charter)

Pennsylvania
(State or other jurisdiction
of incorporation)

001-38718
(Commission
File Number)

82-4944172
(IRS Employer
Identification No.)

3750 West Deerfield Road
Riverwoods, Illinois
(Address of principal executive offices)

60015
(Zip Code)

Registrant's telephone number, including area code: (847) 520-1900

N/A
(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 DFR 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On March 25, 2019, Federal Life Group, Inc. (the “Company”) announced that it had given formal notice to the Nasdaq Stock Market of its intention to voluntarily delist its common stock from the Nasdaq Capital Market. The Company also announced its intention to deregister its common stock under Section 12(b) of the Securities Exchange Act of 1934 (the “Exchange Act”). The Company currently anticipates that it will file with the Securities and Exchange Commission (the “SEC”) a Form 25, Notification of Removal of Listing and/or Registration Under Section 12(b) the Exchange Act, relating to the delisting and deregistration on or about April 4, 2019, with the delisting of its common stock taking effect no earlier than ten days thereafter. As a result, the Company expects that the last trading day of its common stock on the Nasdaq Capital Market will be on or about April 15, 2019, after which it will seek quotation of its shares on the OTC Pink Open Market. Further, on or about April 15, 2019, the Company intends to file a Form 15 with the SEC to suspend the Company’s reporting obligations under Section 15(d) of the Exchange Act. These actions were authorized and approved by the Company’s Board of Directors on March 21, 2019.

A copy of the press release dated March 25, 2019, giving details associated with the voluntary delisting, is attached as Exhibit 99.1 to this report.

Item 9.01. Financial Statements and Exhibits.

- (b) Not applicable.
- (c) Not applicable
- (d) Exhibits

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	<u>Press Release issued by the Company on March 25, 2019</u>

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.

FEDERAL LIFE GROUP, INC.

Dated: March 25, 2019

By: /s/ William S. Austin

William S. Austin

President and Chief Executive Officer

PRESS RELEASE**FOR IMMEDIATE RELEASE****Federal Life Group, Inc. Announces
Voluntary Delisting from the Nasdaq Capital Market**

Riverwoods, Illinois, March 25, 2019. Federal Life Group, Inc. (the “Company”) (Nasdaq: FLF), the holding company of Federal Life Insurance Company, today announced that it has given formal notice to the Nasdaq Stock Market of its intention to voluntarily delist its common stock from the Nasdaq Capital Market and to deregister its common stock under Section 12(b) of the Securities Exchange Act of 1934 (the “Exchange Act”). The Company currently anticipates that it will file with the Securities and Exchange Commission (the “SEC”) a Form 25, Notification of Removal of Listing and/or Registration Under Section 12(b) the Exchange Act, relating to the delisting and deregistration on or about April 4, 2019, with the delisting of its common stock taking effect no earlier than ten days thereafter. As a result, the Company expects that the last trading day of its common stock on the Nasdaq Capital Market will be on or about April 15, 2019.

Following the delisting, the Company anticipates that its common stock will be quoted on the OTC Pink Open Market (the “Pink Sheets”), a centralized electronic quotation service for over-the-counter securities, so long as market makers demonstrate an interest in trading in the Company’s common stock. The Company intends to request to retain the trading symbol “FLF.” However, the Company can give no assurance that trading in its common stock will continue on the Pink Sheets or any other securities exchange or quotation medium.

Further, on or about April 15, 2019, the Company intends to file a Form 15 with the SEC to suspend the Company’s reporting obligations under Section 15(d) of the Exchange Act.

The Company’s Form S-1, declared effective by the SEC on November 6, 2018, relating to the Company’s initial public offering discussed the additional financial, reporting and corporate governance requirements associated with being a listed, reporting company, and the significant commitment of additional expense and other resources that would be required. The disclosure went on to state that, as a result, the Company and the standby purchaser of shares would likely seek to delist the Company’s shares from Nasdaq and end the Company’s reporting obligations under the Exchange Act. In line with this disclosure, after review and careful consideration of the administrative burden and costs and benefits of being a listed, reporting company, the Company has made the decision to delist its common stock and suspend its reporting obligations under the Exchange Act. The savings derived from this change are expected to be financially meaningful.

Forward-Looking Statements

When used in this Press Release, the words or phrases “intends,” “anticipates,” “expected to be” or similar expressions are intended to identify “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are subject to certain risks and uncertainties including, but not limited to, changes in economic conditions in the Company’s market area, changes in policies by regulatory agencies, fluctuations in interest rates, competition that could cause actual results to differ materially from historical earnings and those presently anticipated or projected, and other risks described in the Company’s filings with the Securities and Exchange Commission. The Company cautions readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. The Company advises readers that

the factors listed above could affect the Company's financial performance and could cause the Company's actual results for future periods to differ materially from any opinions or statements expressed with respect to future periods in any current statements. The Company does not undertake, and specifically disclaims any obligation, to publicly release the result of any revision which may be made to any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

Contact: William S. Austin
President and Chief Executive Officer
(847) 520-1900