

---

**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):

## **Explanatory Note**

As previously reported in a Current Report on Form 8-K filed on June 6, 2018, the Board of Directors (the “Board”) of Talcott Resolution Life Insurance Company (the “Company”) elected Richard Carbone and Robert Stein as independent directors effective June 1, 2018. At the time of the election, the Board had not determined the compensation for these directors. The Company is filing this Current Report on Form 8-K to report that on July 17, 2018, the Board approved compensation for these directors as reported below.

### **Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

As compensation for their service on the Board, each of Richard Carbone and Robert Stein is a party to an independent director offer letter with the Company. Under the terms of the offer letter, Mr. Carbone is entitled to an annual cash board service fee of \$250,000 and will receive a one-time grant of 3,500 phantom units (each unit represents an equity value of \$1,000 at the time of the grant) pursuant to the Hopmeadow Holdings, LP Phantom Unit Incentive Plan (the “Phantom Plan), the long-term incentive plan of the Company’s indirect parent, Hopmeadow Holdings LP. Under the terms of Mr. Stein’s offer letter, he will be entitled to an annual cash board service fee of \$100,000 and will receive a one-time grant of 700 phantom units (each unit represents an equity value of \$1,000 at the time of the grant) pursuant to terms of the Phantom Plan. The phantom units will be subject to time-based vesting over a three-year period commencing on June 1, 2019 and will entitle the holder to receive cash distributions as certain distributions are made to the buyers of the Company.

In addition, each of Mr. Carbone and Mr. Stein will be covered by the Company’s D&O policy and will be reimbursed for all expenses reasonably incurred as a director of the Company.

## **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on