

Fidelity National Financial, Inc.
 Form 4
 November 04, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FOLEY WILLIAM P II

2. Issuer Name and Ticker or Trading Symbol
Fidelity National Financial, Inc. [FNF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
601 RIVERSIDE AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/30/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

JACKSONVILLE, FL 32204

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 06/30/2014 | | J ⁽¹⁾ | V 50,156 D \$ 0 0 | | I | 401(k) account |
| FNF Group Common Stock | 06/30/2014 | | J ⁽¹⁾ | V 50,156 A \$ 0 50,443.14 ⁽²⁾ | | I | 401(k) account |
| FNFV Group Common Stock | 06/30/2014 | | J ⁽¹⁾ | V 16,717 A \$ 0 16,717 | | I | 401(k) account |
| | 06/30/2014 | | J ⁽¹⁾ | V 2,245,122 A \$ 0 2,245,122 | | I | |

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| | | | | | | | | | |
|----------------------------------|------------|-------------|---|-----------|---|------|-----------------------------------|---|------------------------------------------|
| FNF Group Common Stock | | | | | | | | | Folco Development Corporation |
| FNFV Group Common Stock | 06/30/2014 | <u>J(1)</u> | V | 748,299 | A | \$ 0 | 748,299 | I | Folco Development Corp. |
| Common Stock | 06/30/2014 | <u>J(3)</u> | V | 479,895 | D | \$ 0 | 3,418,318 <u>(4)</u> | D | |
| FNF Group Common Stock | 06/30/2014 | <u>J(3)</u> | V | 571,304 | A | \$ 0 | 571,304 | D | |
| FNF Group Common Stock | 06/30/2014 | <u>J(1)</u> | V | 3,418,318 | A | \$ 0 | 3,989,622 <u>(5)</u> | D | |
| FNFV Group Common Stock | 06/30/2014 | <u>J(1)</u> | V | 1,139,325 | A | \$ 0 | <u>1,139,540.16</u> <u>(5)</u> | D | |
| Common Stock | 06/30/2014 | <u>J(1)</u> | V | 708,106 | D | \$ 0 | 0 | I | Foley Family Charitable Foundation |
| FNF Group Common Stock | 06/30/2014 | <u>J(1)</u> | V | 708,106 | A | \$ 0 | 708,106 | I | Foley Family Charitable Foundation |
| FNFV Group Common Stock | 06/30/2014 | <u>J(1)</u> | V | 236,011 | A | \$ 0 | 236,011 | I | Foley Family Charitable Foundation |
| Common Stock | 06/30/2014 | <u>J(1)</u> | V | 2,245,122 | D | \$ 0 | 0 <u>(6)</u> | I | Folco Development Corporation |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) | | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|------------------|-----------------|------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Common Stock (right to purchase) | \$ 22.59 | 06/30/2014 | | J(7) | V | | 181,586 | (8) | 11/08/2019 | Common Stock |
| Common Stock (right to purchase) | \$ 27.9 | 06/30/2014 | | J(7) | V | | 887,265 | (9) | 11/21/2020 | Common Stock |
| FNF Group Stock Option (right To Purchase) | \$ 19.62 | 06/30/2014 | | J(7) | V | 209,082 | | (8) | 11/08/2019 | FNF Group Common Stock |
| FNF Group Stock Option (right To Purchase) | \$ 24.24 | 06/30/2014 | | J(7) | V | 1,021,619 | | (9) | 11/21/2020 | FNF Group Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FOLEY WILLIAM P II 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204 | | X | | |

Signatures

/s/ Michael L. Gravelle, as attorney-in-fact
 11/03/2014
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Pursuant to a reclassification exempt under Rule 16b-7, shares of FNF common stock outstanding on June 30, 2014 (the "Old FNF common stock") were reclassified into one share of FNF Group common stock and 0.3333 shares of FNFV Group common stock. Cash

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was issued in lieu of fractional shares of FNF Group or FNFV Group common stock.

- (2) Amount adjusted to reflect changes in the reporting person's holdings through the registrant's 401(k) Plan.

Pursuant to a reclassification exempt under Rule 16b-7, restricted shares of Old FNF common stock outstanding on June 30, 2014 were reclassified into an equal number of restricted shares of FNF Group common stock, plus an additional number of restricted shares of FNF

- (3) Group common stock with an initial value equal to the value of the FNFV Group common stock the holder would have otherwise received. The number of additional shares of FNF Group common stock was determined using the volume weighted average prices of FNF Group common stock and FNFV Group common stock over the three trading days immediately following the reclassification. Restricted stock awards were rounded down to the nearest share and cash was issued in lieu of fractional restricted shares.

- (4) Sales of an aggregate of 400,000 shares made by Folco Development Corporation on 12/27/2013, 12/30/13 and 12/31/2013 were erroneously reported to have been made from the reporting person's direct holdings. Amount has been adjusted upward by 400,000 shares to correct this reporting error.

- (5) Amount adjusted to reflect shares acquired under the registrant's Employee Stock Purchase Plan.

- (6) Sales of an aggregate of 400,000 shares made by Folco Development Corporation on 12/27/2013, 12/30/2013 and 12/31/2013 were erroneously reported to have been made from the reporting person's direct holdings. Amount has been adjusted downward by 400,000 shares to correct reporting error.

- (7) Pursuant to a reclassification exempt under Rule 16b-7, stock options to purchase shares of Old FNF common stock outstanding on June 30, 2014 were reclassified into stock options to purchase shares of FNF Group common stock. The number of shares and exercise prices of the stock option awards were adjusted to preserve their pre-reclassification intrinsic value using (i) the volume weighted average price of Old FNF common stock over the three trading days immediately preceding the reclassification, and (ii) the volume weighted average price of FNF Group common stock over the three days immediately following the reclassification. Stock options were rounded down to the nearest share and up to the nearest penny, and cash was issued in lieu of options to purchase fractional shares.

- (8) The options vested in three equal annual installments beginning 11-8-08.

- (9) The options vest in three equal annual installments beginning November 21, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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