

Fidelity National Financial, Inc.
 Form 4
 September 18, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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 *
THOMPSON CARY H

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
 (City) (State) (Zip)

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

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 | | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|---------------------|---|---|-----|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | | | |
| Common Stock | 06/30/2014 | | J ⁽¹⁾ | V | 14,508 | D | \$ 0 13,303 | D | |
| FNF Group Common Stock | 06/30/2014 | | J ⁽¹⁾ | V | 17,270 | A | \$ 0 17,270 | D | |
| Common Stock | 06/30/2014 | | J ⁽²⁾ | V | 13,303 | D | \$ 0 0 | D | |
| FNF Group Common Stock | 06/30/2014 | | J ⁽²⁾ | V | 13,303 | A | \$ 0 30,573 | D | |
| | 06/30/2014 | | J ⁽²⁾ | V | 4,433 | A | \$ 0 4,433 | D | |

FNFV
Group
Common
Stock

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

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(9-02)

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

| 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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--------|--|-----------------|---|----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | | |
| Common Stock (right to purchase) | \$ 14.06 | 06/30/2014 | | J ⁽³⁾ | V | | 3,333 | <u>(4)</u> | 11/23/2016 | Common Stock | 3,333 |
| Common Stock (right to purchase) | \$ 22.59 | 06/30/2014 | | J ⁽³⁾ | V | | 5,115 | <u>(5)</u> | 11/08/2019 | Common Stock | 5,115 |
| Common Stock (right to purchase) | \$ 27.9 | 06/30/2014 | | J ⁽³⁾ | V | | 29,749 | <u>(6)</u> | 11/21/2020 | Common Stock | 29,749 |
| FNF Group Stock Option (right To Purchase) | \$ 12.22 | 06/30/2014 | | J ⁽³⁾ | V | | 3,838 | <u>(4)</u> | 11/23/2016 | FNF Group Common Stock | 3,838 |
| FNF Group Stock Option (right To Purchase) | \$ 19.62 | 06/30/2014 | | J ⁽³⁾ | V | | 5,889 | <u>(5)</u> | 11/08/2019 | FNF Group Common Stock | 5,889 |

FNF
Group
Stock
Option
(right To
Purchase)

\$ 24.24 06/30/2014 J⁽³⁾ V 34,253 (6) 11/21/2020

FNF
Group
Common
Stock 34,

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| THOMPSON CARY H 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204 | | X | | |

Signatures

/s/ Michael L. Gravelle, as
attorney-in-fact 09/18/2014

**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, 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 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.
 - (2) 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 was issued in lieu of fractional shares of FNF Group or FNFV Group common stock.
 - (3) 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.
 - (4) The option vests in three equal annual installments beginning on November 23, 2010.
 - (5) The option vests in three equal annual installments beginning November 8, 2013.
 - (6) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.