Fidelity National Financial, Inc.

Form 4

December 22, 2016

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

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

burden hours per response...

Estimated average 0.5

Check this box if no longer subject to

Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \*

LANE DANIEL D

2. Issuer Name and Ticker or Trading Symbol

Fidelity National Financial, Inc.

[FNF]

(Last) (First) (Middle)

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

12/21/2016

(Street)

Filed(Month/Day/Year)

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

JACKSONVILLE, FL 32204

**601 RIVERSIDE AVENUE** 

1.Title of Security

(State)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

(Month/Day/Year)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Owned

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

5. Amount of Securities Beneficially Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4)

**FNF** Group

(City)

(Instr. 3)

Common 12/21/2016 Stock

7,953 (1)

Code V Amount

\$0 263,166

Price

(A)

or

(D)

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: Fidelity National Financial, Inc. - Form 4

| 1. Title of | 2.          | 3. Transaction Date |                    | 4.         | 5.         | 6. Date Exerc |            | 7. Titl   |          | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|------------|-----------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | orNumber   | Expiration D  | ate        | Amou      | int of   | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)      | Under     | lying    | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |            | Securi    | ities    | (Instr. 5)  | Bene   |
|             | Derivative  |                     | •                  |            | Securities |               |            | (Instr.   | 3 and 4) |             | Owne   |
|             | Security    |                     |                    |            | Acquired   |               |            |           |          |             | Follo  |
|             |             |                     |                    |            | (A) or     |               |            |           |          |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |            |           |          |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |            |           |          |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |            |           |          |             | (      |
|             |             |                     |                    |            | 4, and 5)  |               |            |           |          |             |        |
|             |             |                     |                    |            | .,         |               |            |           |          |             |        |
|             |             |                     |                    |            |            |               |            |           | Amount   |             |        |
|             |             |                     |                    |            |            | Date          | Expiration |           | or       |             |        |
|             |             |                     |                    |            |            | Exercisable   | Date       | little Nu | Number   |             |        |
|             |             |                     |                    |            |            |               |            |           | of       |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |            |           | Shares   |             |        |

# **Reporting Owners**

| Reporting Owner Name / Address                                  | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
| reporting owner runner runners                                  | Director      | 10% Owner | Officer | Other |  |  |  |
| LANE DANIEL D<br>601 RIVERSIDE AVENUE<br>JACKSONVILLE, FL 32204 | X             |           |         |       |  |  |  |

## **Signatures**

/s/ Michael L. Gravelle, as attorney-in-fact 12/22/2016

\*\*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) Grant of restricted common stock vesting in three equal annual installments beginning on December 21, 2017, subject to the achievement of performance criteria specified in the reporting person's award agreement.

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.

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