

Fidelity National Financial, Inc.

Form 4

September 10, 2014

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WILLIE DAVIS**

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 <sup>(1)</sup>               | V                                                                 | 14,508 | D          | \$ 0  | 52,157                                                                                        | D                                                        |                                                       |
| FNF Group Common Stock          | 06/30/2014                           |                                                    | J <sup>(1)</sup>               | V                                                                 | 17,270 | A          | \$ 0  | 17,270                                                                                        | D                                                        |                                                       |
| Common Stock                    | 06/30/2014                           |                                                    | J <sup>(2)</sup>               | V                                                                 | 52,157 | D          | \$ 0  | 0                                                                                             | D                                                        |                                                       |
| FNFV Group Common Stock         | 06/30/2014                           |                                                    | J <sup>(2)</sup>               | V                                                                 | 17,383 | A          | \$ 0  | 17,383                                                                                        | D                                                        |                                                       |

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FNF Group

Common 06/30/2014

J<sup>(2)</sup> V 52,157 A \$ 0 69,427 D

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<br>Derivative<br>Security<br>(Instr. 3)       | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|-------------------------------------|
| Common<br>Stock<br>(right to<br>purchase)                 | \$ 13.64                                                              | 06/30/2014                              |                                                             | J <sup>(3)</sup> V                      | 21,333                                                                                                 | <sup>(4)</sup> 11/08/2015                                      | Common<br>Stock                                                | 21,333                              |
| FNF<br>Group<br>Stock<br>Option<br>(right To<br>Purchase) | \$ 11.85                                                              | 06/30/2014                              |                                                             | J <sup>(3)</sup> V                      | 24,563                                                                                                 | <sup>(4)</sup> 11/08/2015                                      | FNF<br>Group<br>Common<br>Stock                                | 24,563                              |
| Common<br>Stock<br>(right to<br>purchase)                 | \$ 7.09                                                               | 06/30/2014                              |                                                             | J <sup>(3)</sup> V                      | 42,667                                                                                                 | <sup>(5)</sup> 10/27/2016                                      | Common<br>Stock                                                | 42,667                              |
| Common<br>Stock<br>(right to<br>purchase)                 | \$ 14.06                                                              | 06/30/2014                              |                                                             | J <sup>(3)</sup> V                      | 10,000                                                                                                 | <sup>(6)</sup> 11/23/2016                                      | Common<br>Stock                                                | 10,000                              |
| Common<br>Stock<br>(right to<br>purchase)                 | \$ 22.59                                                              | 06/30/2014                              |                                                             | J <sup>(3)</sup> V                      | 5,115                                                                                                  | <sup>(7)</sup> 11/08/2019                                      | Common<br>Stock                                                | 5,115                               |
| Common<br>Stock<br>(right to                              | \$ 27.9                                                               | 06/30/2014                              |                                                             | J <sup>(3)</sup> V                      | 29,749                                                                                                 | <sup>(8)</sup> 11/21/2020                                      | Common<br>Stock                                                | 29,749                              |

purchase)

FNF

Group

Stock

Option

(right To

Purchase)

\$ 6.16

06/30/2014

J<sup>(3)</sup>

V

49,127

(5)

10/27/2016

FNF

Group

Common

Stock

49,

FNF

Group

Stock

Option

(right To

Purchase)

\$ 12.22

06/30/2014

J<sup>(3)</sup>

V

11,514

(6)

11/23/2016

FNF

Group

Common

Stock

11,

FNF

Group

Stock

Option

(right To

Purchase)

\$ 19.62

06/30/2014

J<sup>(3)</sup>

V

5,889

(7)

11/08/2019

FNF

Group

Common

Stock

5,8

FNF

Group

Stock

Option

(right To

Purchase)

\$ 24.24

06/30/2014

J<sup>(3)</sup>

V

34,253

(8)

11/21/2020

FNF

Group

Common

Stock

34,

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|----------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                | Director      | 10% Owner | Officer | Other |
| WILLIE DAVIS<br>601 RIVERSIDE AVENUE<br>JACKSONVILLE, FL 32204 |               |           | X       |       |

## Signatures

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

07/21/2014

\_\_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.

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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 four equal annual installments beginning November 8, 2008.
- (5) The option vests in three equal annual installments beginning October 27, 2009.
- (6) The option vests in three equal annual installments beginning on November 23, 2010.
- (7) The option vests in three equal annual installments beginning November 8, 2013.
- (8) The option vests 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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