

Fidelity National Financial, Inc.  
 Form 4  
 September 10, 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 \*  
**HAGERTY THOMAS M**

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)

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

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

**C/O THOMAS H. LEE PARTNERS, L.P., 100 FEDERAL STREET, 35TH FLOOR**

**06/30/2014**

(Street)

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

**BOSTON, MA 02110**

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Common Stock                    | 06/30/2014                           |  | J <sup>(1)</sup>               | V   | 15,874  | D  | \$ 0 77,044 D                     |
| FNF Group Common Stock          | 06/30/2014                           |  | J <sup>(1)</sup>               | V   | 18,897  | A  | \$ 0 18,897 D                     |
| Common Stock                    | 06/30/2014                           |  | J <sup>(2)</sup>               | V   | 77,044  | D  | \$ 0 0 D                          |
| FNFV Group                      | 06/30/2014                           |  | J <sup>(2)</sup>               | V   | 25,678  | A  | \$ 0 25,678 D                     |

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Common  
Stock

FNF Group

Common Stock 06/30/2014

J<sup>(2)</sup> V 77,044 A \$ 0 95,941 D

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title   |                            |
| Common Stock (right to purchase)           | \$ 13.64   | 06/30/2014                           |  | J <sup>(3)</sup> V             | 21,333  | <sup>(4)</sup> 11/08/2015                                | Common Stock  | 21,333                     |
| FNF Group Stock Option (right to purchase) | \$ 11.85   | 06/30/2014                           |  | J <sup>(3)</sup> V             | 24,563  | <sup>(4)</sup> 11/08/2015                                | FNF Group Common Stock                                      | 24,563                     |
| Common Stock (right to purchase)           | \$ 7.09  | 06/30/2014                           |  | J <sup>(3)</sup> V             | 42,667  | <sup>(5)</sup> 10/27/2016                                | Common Stock  | 42,667                     |
| FNF Group Stock Option (right to purchase) | \$ 6.16  | 06/30/2014                           |  | J <sup>(3)</sup> V             | 49,127  | <sup>(5)</sup> 10/27/2016                                | FNF Group Common Stock                                      | 49,127                     |
| Common Stock (right to purchase)           | \$ 14.06   | 06/30/2014                           |  | J <sup>(3)</sup> V             | 12,000  | <sup>(6)</sup> 11/23/2016                                | Common Stock  | 12,000                     |

|   |          |            |                  |   |        |     |            |                                 |        |  |
|---|----------|------------|------------------|---|--------|-----|------------|---------------------------------|--------|--|
| purchase)   |          |            |                  |   |        |     |            |                                 |        |  |
| FNF<br>Group<br>Stock<br>Option<br>(right to<br>purchase) | \$ 12.22 | 06/30/2014 | J <sup>(3)</sup> | V | 13,817 | (6) | 11/23/2016 | FNF<br>Group<br>Common<br>Stock | 13,817 |  |
| Common<br>Stock<br>(right to<br>purchase)                 | \$ 22.59 | 06/30/2014 | J <sup>(3)</sup> | V | 5,627  | (7) | 11/08/2019 | Common<br>Stock                 | 5,627  |  |
| FNF<br>Group<br>Stock<br>Option<br>(right to<br>purchase) | \$ 19.62 | 06/30/2014 | J <sup>(3)</sup> | V | 6,479  | (7) | 11/08/2019 | FNF<br>Group<br>Common<br>Stock | 6,479  |  |
| Common<br>Stock<br>(right to<br>purchase)                 | \$ 27.9  | 06/30/2014 | J <sup>(3)</sup> | V | 32,359 | (8) | 11/21/2020 | Common<br>Stock                 | 32,359 |  |
| FNF<br>Group<br>Stock<br>Option<br>(right to<br>purchase) | \$ 24.24 | 06/30/2014 | J <sup>(3)</sup> | V | 37,258 | (8) | 11/21/2020 | FNF<br>Group<br>Common<br>Stock | 37,258 |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HAGERTY THOMAS M<br>C/O THOMAS H. LEE PARTNERS, L.P.<br>100 FEDERAL STREET, 35TH FLOOR<br>BOSTON, MA 02110 | X             |           |         |       |

## Signatures

/s/ Thomas M.  
Hagerty

09/10/2014

\*\*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) See Exhibit 99.1 for text of footnote (1)

(2) See Exhibit 99.1 for text of footnote (2)

(3) See Exhibit 99.1 for text of footnote (3)

(4) See Exhibit 99.1 for text of footnote (4)

(5) See Exhibit 99.1 for text of footnote (5)

(6) See Exhibit 99.1 for text of footnote (6)

(7) See Exhibit 99.1 for text of footnote (7)

(8) See Exhibit 99.1 for text of footnote (8)

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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