

Fidelity National Financial, Inc.
 Form 4
 November 20, 2017

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 *
 Fidelity National Financial, Inc.

2. Issuer Name and Ticker or Trading Symbol
 Cannae Holdings, Inc. [CNNE]

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)
 11/17/2017

___ Director ___X___ 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
 ___X___ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/17/2017 | | J ⁽¹⁾ | 64,864,950 D | 0 | D ⁽²⁾ | |
| Common Stock | | | | | 5,706,134 | I ⁽³⁾ | See Note 3 |

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

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Fidelity National Financial, Inc. 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204 | | X | | |
| Chicago Title Insurance Co 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204 | | X | | |
| Fidelity National Title Insurance Co 601 RIVERSIDE AVE JACKSONVILLE, FL 32204 | | X | | |
| Commonwealth Land Title Insurance Co 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204 | | X | | |

Signatures

CHICAGO TITLE INSURANCE COMPANY By: /s/Michael L. Gravelle Executive Vice President, General Counsel and Corporate Secretary 11/20/2017
 __Signature of Reporting Person Date

FIDELITY NATIONAL TITLE INSURANCE COMPANY By: /s/Michael L. Gravelle Executive Vice President, General Counsel and Corporate Secretary 11/20/2017
 __Signature of Reporting Person Date

COMMONWEALTH LAND TITLE INSURANCE COMPANY By: /s/Michael L. Gravelle Executive Vice President, General Counsel and Corporate Secretary 11/20/2017
 __Signature of Reporting Person Date

FIDELITY NATIONAL FINANCIAL, INC By: /s/Michael L. Gravelle Executive Vice President, General Counsel and Corporate Secretary 11/20/2017
 __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) Fidelity National Financial, Inc. ("FNF") redeemed each outstanding share of its FNFV Group Common Stock for one share of common stock of the Issuer.
- (2) Directly owned by FNF.

Chicago Title Insurance Company ("CTIC") directly owns 3,195,435 shares, Fidelity National Title Insurance Company ("FNTIC") directly owns 1,369,472 shares, and Commonwealth Land Title Insurance Company ("CLTIC") directly owns 1,141,227 shares. Each of CTIC, FNTIC and CLTIC are wholly owned subsidiaries of FNF, which indirectly owns such shares.

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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