Fidelity National Financial, Inc.

Form 4

Group

Common Stock FNF Group

Common Stock

06/30/2014

06/30/2014

06/30/2014

September 02, 2014

September (02, 2014													
FORM	ЛД										OMB AF	PPROVAL		
Washington, D.C. 20549									GE C	OMMISSION	OMB Number:	3235-0287		
Check t if no lor subject Section Form 4 Form 5 obligation	nger to STATEN 16. or Filed pur	suant to S	Section 1	SE (CUR	RITI ne Se	IES ecuritie	s Excl	hange	Act of 1934,	Expires: Estimated a burden hou response			
may con See Inst 1(b).	ntinue. Section 17(Public U of the In	•		_		•		1935 or Section	i			
(Print or Type	Responses)													
SADOWSKI PETER T Symb							ker or Tr			5. Relationship of Reporting Person(s) to Issuer				
	[FNI				delity National Financial, Inc. NF]						(Check all applicable)			
(Month/				nte of Earliest Transaction nth/Day/Year) 50/2014						Director 10% Owner X Officer (give title Other (specify below) below)				
OOT KIVLI										ŕ	nief Legal Offi			
Filed(Mo				mendment, Date Original Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
JACKSON	IVILLE, FL 32204	+								Person				
(City)	(State)	(Zip)	Tab	le I - N	lon-L	Deriv	vative Se	curitie	s Acqu	ired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Trans Code (Instr	. 8)	on(A) (Ins	Securities or Dispostr. 3, 4 a	osed of		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	06/30/2014			<u>J(1)</u>	V	63	,761	D	\$0	99,740.6906	D			
FNF														

J₍₁₎ V 75,905

 $J_{(2)}^{(2)}$ V 99,740

J₍₂₎ V 33,243

\$0 75,905

\$ 0 33,243

175,645

\$0

A

D

D

D

FNFV Group Common Stock									
Common Stock	06/30/2014	J(2)	V	2,291.78	D	\$ 0	0	I	401(k) Account
FNF Group Common Stock	06/30/2014	J(2)	V	2,291.78	A	\$ 0	2,304.9 (3)	I	401(k) account
FNFV Group Common Stock	06/30/2014	J(2)	V	763.8503	A	\$ 0	763.8503	I	401(k) account
Common Stock	06/30/2014	J(2)	V	445	D	\$ 0	0	I	IRA
FNF Group Common Stock	06/30/2014	J(2)	V	445	A	\$ 0	445	I	IRA
FNFV Group Common Stock	06/30/2014	J(2)	V	148	A	\$ 0	148	I	IRA
Common Stock	06/30/2014	J(2)	V	86,542	D	\$ 0	0	I	Trust
FNF Group Common Stock	06/30/2014	<u>J(2)</u>	V	86,542	A	\$ 0	86,542	I	Trust
FNFV Group Common Stock	06/30/2014	J(2)	V	28,844	A	\$0	28,844	I	Trust

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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Am
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative Securities	Expiration Date	Underlying Sec

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Security (Instr. 3)	or Exercise Price of Derivative		any (Month/Day/Year)	Code (Instr.		Acquired (A Disposed of (Instr. 3, 4, a	f (D)	(Month/Day/	Year)	(Instr. 3 and 4)
	Security			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title A
Common Stock (right to purchase)	\$ 7.09	06/30/2014		J <u>(4)</u>	V		63,333	<u>(5)</u>	10/27/2016	Common Stock
Common Stock (right to purchase)	\$ 13.64	06/30/2014		J <u>(4)</u>	V		100,000	<u>(6)</u>	11/08/2015	Common Stock
Common Stock (right to purchase)	\$ 14.06	06/30/2014		J <u>(4)</u>	V		30,000	<u>(7)</u>	11/23/2017	Common Stock
Common Stock (right to purchase)	\$ 22.59	06/30/2014		J <u>(4)</u>	V		23,018	<u>(8)</u>	11/08/2019	Common Stock
Common Stock (right to purchase)	\$ 27.9	06/30/2014		J <u>(4)</u>	V		114,823	<u>(9)</u>	11/21/2020	Common Stock
FNF Group Stock Option (right To Purchase)	\$ 11.85	06/30/2014		J <u>(4)</u>	V	115,143		<u>(6)</u>	11/08/2015	FNF Group Common Stock
FNF Group Stock Option (right To Purchase)	\$ 6.16	06/30/2014		J <u>(4)</u>	V	72,924		<u>(5)</u>	10/27/2016	FNF Group Common Stock
FNF Group Stock Option (right To Purchase)	\$ 12.22	06/30/2014		J <u>(4)</u>	V	34,542		<u>(7)</u>	11/23/2017	FNF Group Common Stock
FNF Group	\$ 19.62	06/30/2014		J <u>(4)</u>	V	26,503		(8)	11/08/2019	FNF Group

Stock Option (right To Purchase)						Common Stock
FNF Group Stock Option (right To Purchase)	\$ 24.24	06/30/2014	J <u>(4)</u> V 132,210	<u>(9)</u>	11/21/2020	FNF Group Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SADOWSKI PETER T 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204

EVP, Chief Legal Officer

Signatures

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

07/29/2014

**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).

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

- (1) 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.
- 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) Amount adjusted to reflect changes in the reporting person's holdings through the registrant's 401(k) Plan.

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.
- (5) The option vests in three equal annual installments beginning October 27, 2009.
- (6) The options vested in three equal annual installments beginning 11-8-08.
- (7) The option vests in three equal annual installments beginning on November 23, 2010.
- (8) The option vests in three equal annual installments beginning November 8, 2013.

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(9) The options vest in three equal annual installments beginning November 21, 2014.

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