

Fidelity National Financial, Inc.  
 Form 4  
 September 02, 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 \*  
 SADOWSKI PETER T

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)  
 08/29/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, Chief Legal Officer

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   |   |  |   |
| FNF Group Common Stock          | 08/29/2014                           |  | M                              | 58,000 A \$ 11.85   | 234,337.6209  | D  |   |
| FNF Group Common Stock          | 08/29/2014                           |  | S                              | 58,000 D <u>(1)</u>   | 176,337.6209 <u>(2)</u>   | D  |   |
| FNF Group Common Stock          |                                      |  |                                |   | 2,304.9 <u>(3)</u>  | I  | 401(k) account  |

|                                 |        |   |       |
|---------------------------------|--------|---|-------|
| FNF<br>Group<br>Common<br>Stock | 86,542 | I | Trust |
| FNF<br>Group<br>Common<br>Stock | 445    | I | IRA   |

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

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**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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| FNF<br>Group<br>Stock<br>Option<br>(right To<br>Purchase) | \$ 11.85   | 08/29/2014                           |  | M                              | 58,000  | <sup>(4)</sup> 11/08/2015                                | FNF<br>Group<br>Common<br>Stock                               | 58,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| SADOWSKI PETER T<br>601 RIVERSIDE AVENUE<br>JACKSONVILLE, FL 32204 |               |           | EVP, Chief Legal Officer |       |

## Signatures

/s/ Michael L. Gravelle, as attorney-in-fact 09/02/2014

\_\_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).

This transaction was executed in multiple trades at prices ranging from \$28.16 to \$28.34. The reporting person hereby undertakes to

- (1) provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- (2) Amount adjusted to reflect shares acquired under the registrant's Employee Stock Purchase Plan.
- (3) Amount adjusted to reflect changes in the reporting person's holdings through the registrant's 401(k) Plan.
- (4) The options vested in three equal annual installments beginning 11-8-08.

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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