

Fidelity National Financial, Inc.  
 Form 4  
 May 22, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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)  
**05/21/2015**

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

**JACKSONVILLE, FL 32204**

(City) (State) (Zip)

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

**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	(D)	Price
FNF Group Common Stock	05/21/2015		M		72,924	A	\$ 6.16
FNF Group Common Stock	05/21/2015		S		72,924	D	\$ 38.486 (1)
FNF Group Common Stock					2,334.66	I	(3)
							401(k) account

FNF Group Common Stock	86,542	I	Trust
FNF Group Common Stock	473	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
FNF Group Stock Option (right To Purchase)	\$ 6.16	05/21/2015		M	72,924	<sup>(4)</sup> 10/27/2016	FNF Group Common Stock 72,924

## 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 05/22/2015

\_\_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 \$38.40 to \$38.62. 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 option vests in three equal annual installments beginning October 27, 2009.

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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