

BICKETT BRENT B
Form 4
October 31, 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 *
BICKETT BRENT B

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)
10/27/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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 Ownership (Instr. 4)
FNF Group Common Stock	10/27/2017		F	5,764 D	\$ 526,287.0878 36.84 (1) (2)	D	
FNF Group Common Stock					9,612.11	I	401(k) account

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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)	8. P	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
FNF Group Stock Option (right To Purchase)	\$ 17.76					<u>(3)</u> 11/21/2020		FNF Group Common Stock	251,709
FNF Group Stock Option (right To Purchase)	\$ 21.84					<u>(5)</u> 11/03/2021		FNF Group Common Stock	58,160
FNF Group Stock Option (right to purchase)	\$ 25.53					<u>(6)</u> 10/29/2022		FNF Group Common Stock	122,839

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BICKETT BRENT B 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204			Executive Vice President	

Signatures

/s/ Colleen E. Haley, as
attorney-in-fact

10/30/2017

__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).

As a result of an anti-dilution adjustment made in connection with the spinoff of Black Knight Financial Services, Inc. from the registrant, the number of shares subject to each outstanding FNF Group restricted stock award was increased to include an additional number of restricted shares of FNF Group common stock with an initial value equal to the value of Black Knight, Inc. common stock the holder

(1) 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 Black Knight, Inc. common stock over the three trading days immediately following the spin-off. Restricted stock awards were rounded down to the nearest share and cash was issued in lieu of fractional restricted shares.

(2) Amount adjusted to reflect shares acquired under the registrant's Employee Stock Purchase Plan.

(3) The options vested in three equal annual installments beginning November 21, 2014.

As a result of an anti-dilution adjustment made in connection with the spinoff of Black Knight Financial Services, Inc. from the registrant, the number of shares and exercise prices of each outstanding FNF Group stock option award were adjusted to preserve the award's

(4) pre-spinoff intrinsic value using (i) the volume weighted average price of FNF Group common stock over the three trading days immediately preceding the spinoff, and (ii) the volume weighted average price of FNF Group common stock over the three days immediately following the spinoff. 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 options vest in three equal annual installments beginning November 3, 2015 .

(6) The options vest in three equal annual installments beginning October 29, 2016.

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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