

Edgar Filing: Fidelity National Financial, Inc. - Form SC 13G/A

Fidelity National Financial, Inc.  
Form SC 13G/A  
February 14, 2007

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

FIDELITY NATIONAL FINANCIAL, INC.  
(F/K/A FIDELITY NATIONAL TITLE GROUP, INC.)  
(Name of Issuer)

COMMON STOCK  
(Title of Class of Securities)

31620R105  
(CUSIP Number)

December 31, 2006  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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|  |   |  |
|--|---|--|
| 1  NAME OF REPORTING PERSON                          |   |  |
|  |   |  |
|  | Basswood Capital Management, LLC                  |  |
|  |   |  |
|  | S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON |  |
| -----  |   |  |
| 2  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a)   |  |
|  | (b) X   |  |
| -----  |   |  |

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|   |   |                          |
|---|---|--------------------------|
| 3  SEC USE ONLY   |   |                          |
| -----   |   |                          |
| 4  CITIZENSHIP OR PLACE OF ORGANIZATION                                   |   |                          |
| Delaware  |   |                          |
| -----   |   |                          |
|   | 5 | SOLE VOTING POWER        |
| NUMBER OF   |   | -0-                      |
| -----   |   |                          |
|   | 6 | SHARED VOTING POWER      |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON                        |   | 2,443,421 shares         |
| -----   |   |                          |
|   | 7 | SOLE DISPOSITIVE POWER   |
| EACH REPORTING PERSON   |   | -0-                      |
| -----   |   |                          |
|   | 8 | SHARED DISPOSITIVE POWER |
| WITH  |   | 2,443,421 shares         |
| -----   |   |                          |
| 9  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON           |   |                          |
| 2,443,421 shares  |   |                          |
| -----   |   |                          |
| 10  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* |   |                          |
| -----   |   |                          |
| 11  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)                     |   |                          |
| 1.1%  |   |                          |
| -----   |   |                          |
| 12  TYPE OF REPORTING PERSON*   |   |                          |
| OO  |   |                          |

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|  |   |                     |
|--|---|---------------------|
| 1  NAME OF REPORTING PERSON                          |   |                     |
| Basswood Partners, LLC                               |   |                     |
|  |   |                     |
| S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON    |   |                     |
| -----  |   |                     |
| 2  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* |   |                     |
|  |   | (a)                 |
|  |   | (b) X               |
| -----  |   |                     |
| 3  SEC USE ONLY                                      |   |                     |
| -----  |   |                     |
| 4  CITIZENSHIP OR PLACE OF ORGANIZATION              |   |                     |
| Delaware   |   |                     |
| -----  |   |                     |
|  | 5 | SOLE VOTING POWER   |
| NUMBER OF  |   | -0-                 |
| -----  |   |                     |
|  | 6 | SHARED VOTING POWER |
| SHARES   |   |                     |

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|                       |   |                          |
|-----------------------|---|--------------------------|
| BENEFICIALLY OWNED BY |   | 1,728,650 shares         |
| EACH REPORTING PERSON | 7 | SOLE DISPOSITIVE POWER   |
|                       |   | -0-                      |
| WITH                  | 8 | SHARED DISPOSITIVE POWER |
|                       |   | 1,728,650 shares         |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 1,728,650 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 less than 1%

12 TYPE OF REPORTING PERSON\*  
 OO

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1 NAME OF REPORTING PERSON  
 Matthew Lindenbaum  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
 (a)  
 (b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States

|           |   |                   |
|-----------|---|-------------------|
|           | 5 | SOLE VOTING POWER |
| NUMBER OF |   | -0-               |

|                              |   |                     |
|------------------------------|---|---------------------|
| SHARES BENEFICIALLY OWNED BY | 6 | SHARED VOTING POWER |
|                              |   | 2,445,981 shares    |

|                       |   |                        |
|-----------------------|---|------------------------|
| EACH REPORTING PERSON | 7 | SOLE DISPOSITIVE POWER |
|                       |   | -0-                    |

|      |   |                          |
|------|---|--------------------------|
| WITH | 8 | SHARED DISPOSITIVE POWER |
|      |   | 2,445,981 shares         |

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|9 |AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |  
 | |  
 | | 2,445,981 shares |

|10|CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* |

|11|PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |  
 | |  
 | | 1.1% |

|12|TYPE OF REPORTING PERSON\* |  
 | | IN |

|CUSIP No. 31620R105||Page 5 of 11 Pages|

|1 |NAME OF REPORTING PERSON |  
 | |  
 | | Bennett Lindenbaum |  
 | |  
 | |S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON |

|2 |CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) |  
 | | (b) X |

|3 |SEC USE ONLY |

|4 |CITIZENSHIP OR PLACE OF ORGANIZATION |  
 | |  
 | | United States |

|           |   |                   |
|-----------|---|-------------------|
|           | 5 | SOLE VOTING POWER |
| NUMBER OF |   | -0-               |

|                              |   |                     |
|------------------------------|---|---------------------|
|                              | 6 | SHARED VOTING POWER |
| SHARES BENEFICIALLY OWNED BY |   | 2,445,981 shares    |

|                       |   |                        |
|-----------------------|---|------------------------|
|                       | 7 | SOLE DISPOSITIVE POWER |
| EACH REPORTING PERSON |   | -0-                    |

|      |   |                          |
|------|---|--------------------------|
|      | 8 | SHARED DISPOSITIVE POWER |
| WITH |   | 2,445,981 shares         |

|9 |AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |  
 | |  
 | | 2,445,981 shares |

|10|CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* |

|11|PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |  
 | |  
 | | 1.1% |

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-----  
|12|TYPE OF REPORTING PERSON\* |  
| | IN |  
-----

Item 1(a). Name of Issuer:

FIDELITY NATIONAL FINANCIAL, INC.,  
F/K/A FIDELITY NATIONAL TITLE GROUP, INC.

Item 1(b). Address of Issuer's Principal Executive Offices:

601 Riverside Avenue  
Jacksonville, FL 32204

Items 2(a) Name and Principal Business Address of Person Filing:  
and 2(b).

This Schedule is being jointly filed by:

- (i) Basswood Capital Management, LLC, a Delaware limited liability company ("Basswood"), which acts as investment advisor or investment manager to Basswood Financial Partners, LP, a Delaware limited partnership, Basswood Opportunity Partners, LP, a Delaware limited partnership, Jet I, LP, a Delaware limited partnership, and Whitewood Financial Partners, LP, a Delaware limited partnership (the "Domestic Funds") and Basswood Opportunity Fund, Inc., a Cayman Islands exempted company, and Basswood International Fund, Inc., a Cayman Islands exempted company (the "Offshore Funds"), and a managed account (the "Managed Account", and collectively with the Domestic Funds and the Offshore Funds, the "Funds");
- (ii) Basswood Partners, LLC, a Delaware limited liability company (the "General Partner"), which acts as general partner to the Domestic Funds;
- (iii) Matthew Lindenbaum, a Managing Member of Basswood and the General Partner; and
- (iv) Bennett Lindenbaum, a Managing Member of Basswood and the General Partner.

The principal business address of each reporting person is 645 Madison Avenue, 10th Floor, New York, New York 10022.

Item 2(c). Citizenship:

- (i) Basswood Capital Management, LLC is a Delaware limited liability company.
- (ii) Basswood Partners, LLC is a Delaware limited liability company.
- (iii) Messrs. Lindenbaum are citizens of the United States.

Item 2(d). Title of Class of Securities:

Common Stock

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Item 2(e). CUSIP Number:

31620R105

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or Dealer registered under section 15 of the Act,
- (b)  Bank as defined in section 3(a)(6) of the Act,
- (c)  Insurance Company as defined in section 3(a)(19) of the Act,
- (d)  Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e)  An investment adviser in accordance with ss. 240.13d-1(b)(1)(ii)(E),
- (f)  An employee benefit plan or endowment fund in accordance with ss. 240.13d-1(b)(1)(ii)(F),
- (g)  A parent holding company or control person in accordance with ss. 240.13d-1(b)(1)(ii)(G),
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940,
- (j)  A group, in accordance with ss. 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

The following states the beneficial ownership of the reporting persons as of December 31, 2006. See also the notes appearing at the end of this Item 4.

Basswood Capital Management, LLC:

- (a) Amount beneficially owned: 2,443,421 shares
- (b) Percent of class: 1.1%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote:  
None
  - (ii) Shared power to vote or to direct the vote:  
2,443,421 shares
  - (iii) Sole power to dispose or to direct the disposition of:  
None
  - (iv) Shared power to dispose or to direct the disposition of:  
2,443,421 shares

Basswood Partners, LLC:

- (a) Amount beneficially owned: 1,728,650 shares

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- (b) Percent of class: less than 1%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote:  
None
  - (ii) Shared power to vote or to direct the vote:  
1,728,650 shares
  - (iii) Sole power to dispose or to direct the disposition of:  
None
  - (iv) Shared power to dispose or to direct the disposition of:  
1,728,650 shares

Matthew Lindenbaum:

- (a) Amount beneficially owned: 2,445,981 shares
- (b) Percent of class: 1.1%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote:  
None
  - (ii) Shared power to vote or to direct the vote:  
2,445,981 shares
  - (iii) Sole power to dispose or to direct the disposition of:  
None
  - (iv) Shared power to dispose or to direct the disposition of:  
2,445,981 shares

Bennett Lindenbaum:

- (a) Amount beneficially owned: 2,445,981 shares
- (b) Percent of class: 1.1%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote:  
None
  - (ii) Shared power to vote or to direct the vote:  
2,445,981 shares
  - (iii) Sole power to dispose or to direct the disposition of:  
None
  - (iv) Shared power to dispose or to direct the disposition of:  
2,445,981 shares

As the investment advisor or investment manager to the each of the Funds, Basswood may be deemed to have beneficial ownership over 2,443,421 shares of Common Stock directly owned by the Funds (none of which individually beneficially own more than 5% of the class), by virtue of the authority granted to it by the Funds (or, in the case of the Domestic Funds, the General Partner) to vote and to dispose of the securities held by the Funds, including the shares of Common Stock. As the general partner to each of the Domestic Funds, the General Partner may be deemed to have beneficial ownership over 1,726,090 shares of Common Stock directly owned by the Domestic Funds by virtue of the authority granted to it by the Domestic Funds to vote and to dispose of the securities held by the Domestic Funds, including the Common Stock. In addition, the General Partner directly owns 2,560 shares of Common Stock. As Managing Members of Basswood and the General Partner, Matthew Lindenbaum and Bennett Lindenbaum may be deemed to have beneficial ownership over 2,445,981 shares of Common Stock directly owned by the Funds and the General Partner.

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Each of the Funds has the right to receive dividends from and the proceeds of the sale of the Common Stock owned by such entities. None of such parties individually owns beneficially more than 5% of the class.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I (we) certify that, to the best of my (our) knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my (our) knowledge and belief, I (we) certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2007

Basswood Capital Management, LLC

/s/ Matthew Lindenbaum

-----  
By: Matthew Lindenbaum  
Title: Managing Member

Basswood Partners, LLC

/s/ Matthew Lindenbaum

-----  
By: Matthew Lindenbaum  
Title: Managing Member



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/s/ Matthew Lindenbaum  
-----  
Matthew Lindenbaum, an individual

/s/ Bennett Lindenbaum  
-----  
Bennett Lindenbaum, an individual

Joint Filing Agreement

Basswood Capital Management, LLC, a Delaware limited liability company, Basswood Partners, LLC, a Delaware limited liability company, and Matthew and Bennett Lindenbaum, each an individual, hereby agree to file jointly the statement on Schedule 13G to which this Agreement is attached and any amendments thereto which may be deemed necessary, pursuant to Regulation 13D-G under the Securities Exchange Act of 1934.

It is understood and agreed that each of the parties hereto is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein, but such party is not responsible for the completeness and accuracy of information concerning any other party unless such party knows or has reason to believe such information is inaccurate.

It is understood and agreed that a copy of this Agreement shall be attached as an exhibit to the statement on Schedule 13G, and any amendments thereto, filed on behalf of each of the parties hereto.

Dated: February 13, 2007

Basswood Capital Management, LLC

/s/ Matthew Lindenbaum  
-----  
By: Matthew Lindenbaum  
Title: Managing Member

Basswood Partners, LLC

/s/ Matthew Lindenbaum  
-----  
By: Matthew Lindenbaum  
Title: Managing Member

/s/ Matthew Lindenbaum  
-----  
Matthew Lindenbaum, an individual

/s/ Bennett Lindenbaum  
-----  
Bennett Lindenbaum, an individual