

Fidelity National Title Group, Inc.

Form S-8 POS

October 27, 2006

Table of Contents

As filed with the Securities and Exchange Commission on October 27, 2006

Registration No. 333-132843

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933
FIDELITY NATIONAL TITLE GROUP, INC.
(Exact Name of Registrant as Specified in Its Charter)**

Delaware
(State or Other Jurisdiction of Incorporation or
Organization)

16-1725106
(I.R.S. Employer Identification No.)

601 Riverside Avenue
Jacksonville, Florida
(Address of Principal Executive Offices)

32204
(Zip Code)

The Fidelity National Financial Group 401(k) Profit Sharing Plan
(Full Title of the Plan)

Peter T. Sadowski, Esq.
Executive Vice President and General Counsel
601 Riverside Avenue

Jacksonville, Florida 32204
(Name and Address of Agent For Service)

(904) 854-8100
(Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title Of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount Of Registration Fee
Plan Interests	N/A	N/A	N/A	N/A

(1) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement registers an indeterminate amount of plan interests to be offered or sold pursuant to the Fidelity National Financial Group 401(k) Profit Sharing Plan.

TABLE OF CONTENTS

EXPLANATORY NOTE

Item 8. Exhibits

SIGNATURES

Table of Contents

EXPLANATORY NOTE

Under a Registration Statement on Form S-8, Registration No. 333-132843 (the Original Registration Statement), Fidelity National Title Group, Inc. (the Registrant) registered 10,000,000 shares of the Registrant s Common Stock, par value \$0.0001 per share. In addition, the Original Registration Statement also covers an indeterminate number of shares that may be offered or sold pursuant to the Fidelity National Financial Group 401(k) Profit Sharing Plan (the FNF Plan) held by Fidelity National Financial, Inc. referenced therein.

Effective October 24, 2006, the FNF Plan was transferred to the Registrant. As a result of this transfer, this Post-Effective Amendment No. 1 to Form S-8 Registration Statement is being filed solely to register an indeterminate amount of plan interests to be offered or sold pursuant to the FNF Plan.

Item 8. Exhibits

The following exhibits are filed herewith or incorporated by reference as part of this Registration Statement:

Exhibit

Number

Description

- | | |
|------|---|
| 4.1 | Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant s Form 8-K, filed with the SEC on October 19, 2005). |
| 4.2 | Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to Amendment No. 1 to the Registrant s Form S-1, Registration No. 333-126402, filed with the SEC on August 18, 2005). |
| 5.1 | Opinion of LeBoeuf, Lamb, Greene & MacRae LLP.* |
| 23.1 | Consent of Counsel (included in Exhibit 5.1).* |
| 23.2 | Consent of KPMG LLP, Independent Registered Public Accounting Firm.* |
| 24.1 | Power of Attorney.* |

* Previously filed with the Original Registration Statement.

Table of Contents

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on October 27, 2006.

FIDELITY NATIONAL TITLE GROUP,
INC.

/s/ Anthony J. Park
Anthony J. Park
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
* William P. Foley, II	Chairman and Chief Executive Officer (Principal Executive Officer)	October 27, 2006
/s/ Anthony J. Park Anthony J. Park	Chief Financial Officer (Principal Financial and Accounting Officer)	October 27, 2006
* Douglas K. Ammerman	Director	October 27, 2006
* Willie D. Davis	Director	October 27, 2006
* John F. Farrell, Jr.	Director	October 27, 2006
* Thomas M. Hagerty.	Director	October 27, 2006

Table of Contents

Signature	Title	Date
*		October 27, 2006
Philip G. Heasley	Director	
*		October 27, 2006
Daniel D. (Ron) Lane	Director	
*		October 27, 2006
General William Lyon	Director	
*		October 27, 2006
Richard N. Massey	Director	
*		October 27, 2006
Peter O. Shea, Jr.	Director	
*		October 27, 2006
Cary H. Thompson	Director	
*		October 27, 2006
Frank P. Willey	Director	

/s/ Anthony J. Park

Anthony J. Park (Attorney-in-fact)
(Pursuant to a Power of Attorney)

Table of Contents

EXHIBIT INDEX

Exhibit Number	Description
4.1	Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K, filed with the SEC on October 19, 2005).
4.2	Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to Amendment No. 1 to the Registrant's Form S-1, Registration No. 333-126402, filed with the SEC on August 18, 2005).
5.1	Opinion of LeBoeuf, Lamb, Greene & MacRae LLP.*
23.1	Consent of Counsel (included in Exhibit 5.1).*
23.2	Consent of KPMG LLP, Independent Registered Public Accounting Firm.*
24.1	Power of Attorney.*

* Previously filed with the Original Registration Statement.