

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>HAGERTY THOMAS M</u> (Last) (First) (Middle) <u>C/O THOMAS H. LEE PARTNERS, L.P.</u> <u>100 FEDERAL STREET, 35TH FLOOR</u> (Street) <u>BOSTON MA 02110</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Fidelity National Financial, Inc. [FNF]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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			
Common Stock	06/30/2014		J ⁽¹⁾	V	15,874	D	\$0	77,044	D	
FNF Group Common Stock	06/30/2014		J ⁽¹⁾	V	18,897	A	\$0	18,897	D	
Common Stock	06/30/2014		J ⁽²⁾	V	77,044	D	\$0	0	D	
FNFV Group Common Stock	06/30/2014		J ⁽²⁾	V	25,678	A	\$0	25,678	D	
FNF Group Common Stock	06/30/2014		J ⁽²⁾	V	77,044	A	\$0	95,941	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock (right to purchase)	\$13.64	06/30/2014		J ⁽³⁾	V		21,333	(4)	11/08/2015	Common Stock	21,333	\$0	0	D	
FNF Group Stock Option (right to purchase)	\$11.85	06/30/2014		J ⁽³⁾	V		24,563	(4)	11/08/2015	FNF Group Common Stock	24,563	\$0	24,563	D	
Common Stock (right to purchase)	\$7.09	06/30/2014		J ⁽³⁾	V		42,667	(5)	10/27/2016	Common Stock	42,667	\$0	0	D	
FNF Group Stock Option (right to purchase)	\$6.16	06/30/2014		J ⁽³⁾	V		49,127	(5)	10/27/2016	FNF Group Common Stock	49,127	\$0	49,127	D	
Common Stock (right to purchase)	\$14.06	06/30/2014		J ⁽³⁾	V		12,000	(6)	11/23/2016	Common Stock	12,000	\$0	0	D	
FNF Group Stock Option (right to purchase)	\$12.22	06/30/2014		J ⁽³⁾	V		13,817	(6)	11/23/2016	FNF Group Common Stock	13,817	\$0	13,817	D	
Common Stock (right to purchase)	\$22.59	06/30/2014		J ⁽³⁾	V		5,627	(7)	11/08/2019	Common Stock	5,627	\$0	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
FNF Group Stock Option (right to purchase)	\$19.62	06/30/2014		J ⁽³⁾	V	6,479		(7)	11/08/2019	FNF Group Common Stock	6,479	\$0	6,479	D	
Common Stock (right to purchase)	\$27.9	06/30/2014		J ⁽³⁾	V		32,359	(8)	11/21/2020	Common Stock	32,359	\$0	0	D	
FNF Group Stock Option (right to purchase)	\$24.24	06/30/2014		J ⁽³⁾	V	37,258		(8)	11/21/2020	FNF Group Common Stock	37,258	\$0	37,258	D	

Explanation of Responses:

1. See Exhibit 99.1 for text of footnote (1)
2. See Exhibit 99.1 for text of footnote (2)
3. See Exhibit 99.1 for text of footnote (3)
4. See Exhibit 99.1 for text of footnote (4)
5. See Exhibit 99.1 for text of footnote (5)
6. See Exhibit 99.1 for text of footnote (6)
7. See Exhibit 99.1 for text of footnote (7)
8. See Exhibit 99.1 for text of footnote (8)

Remarks:

/s/ Thomas M. Hagerty

09/10/2014

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Exhibit 99.1

Name and Address of Reporting Person: Thomas M. Hagerty
c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110

Issuer Name and Ticker or Trading Symbol: Fidelity National Financial, Inc.

Date of Event Requiring Statement
(Month/Day/Year): June 30, 2014

Footnotes to Form 4

(1) Pursuant to a reclassification exempt under Rule 16b-7, restricted shares of Old FNF common stock outstanding on June 30, 2014 were reclassified into an equal number of restricted shares of FNF Group common stock, plus an additional number of restricted shares of FNF Group common stock with an initial value equal to the value of the FNFV Group common stock the holder 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 FNFV Group common stock over the three trading days immediately following the reclassification. Restricted stock awards were rounded down to the nearest share and cash was issued in lieu of fractional restricted shares.

(2) Pursuant to a reclassification exempt under Rule 16b-7, shares of FNF common stock outstanding on June 30, 2014 (the "Old FNF common stock") were reclassified into one share of FNF Group common stock and 0.3333 shares of FNFV Group common stock. Cash was issued in lieu of fractional shares of FNF Group or FNFV Group common stock.

(3) Pursuant to a reclassification exempt under Rule 16b-7, stock options to purchase shares of Old FNF common stock outstanding on June 30, 2014 were reclassified into stock options to purchase shares of FNF Group common stock. The number of shares and exercise prices of the stock option awards were adjusted to preserve their pre-reclassification intrinsic value using (i) the volume weighted average price of Old FNF common stock over the three trading days immediately preceding the reclassification, and (ii) the volume weighted average price of FNF Group common stock over the three days immediately following the reclassification. 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.

(4) The option vests in three equal annual installments beginning November 8, 2008.

(5) The option vests in three equal annual installments beginning October 27, 2009.

(6) The option vests in three equal annual installments beginning November 23, 2010.

(7) The option vests in three equal annual installments beginning November 8, 2013.

(8) The option vests in three equal annual installments beginning November 21, 2014.