

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 13F

FORM 13F COVER PAGE

OMB APPROVAL

OMB Number:	3235-0006
Expires:	Oct 31, 2018
Estimated average burden hours per response:	23.8

Report for the Calendar Year or Quarter Ended: 09-30-2013

Check here if Amendment Amendment Number:  
This Amendment (Check only one.): is a restatement.  
adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Fidelity National Financial, Inc.  
Address: 601 Riverside Avenue  
Jacksonville, FL 32204

Form 13F File Number: 028-11785

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Michael L. Gravelle  
Title: EVP, General Counsel and Corporate Secretary  
Phone: 904-854-8100

Signature, Place, and Date of Signing:

/s/ Michael L. Gravelle Jacksonville, FL 11-07-2013  
[Signature] [City, State] [Date]

Report Type (Check only one.):

X 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)  
13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)  
13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

Form 13F Summary Page

Report Summary:

Number of Other Included Managers:	0
Form 13F Information Table Entry Total:	16
Form 13F Information Table Value Total:	135,775

(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

NONE

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FORM 13F INFORMATION TABLE

OMB APPROVAL	
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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGER	SOLE	SHARED	NONE	
Altria Group Inc	COM	02209S103	2,576	75,000	SH	SOLE		75,000	0	0	
Atlas Pipeline Partners LP	COM	049392103	7,275	187,500	SH	SOLE		187,500	0	0	
Conoco Phillips	COM	20825C104	6,485	93,300	SH	SOLE		93,300	0	0	
Dow Chem Co	COM	260542103	1,197	31,177	SH	SOLE		31,177	0	0	
Fidelity National Information Services	COM	31620M106	74,483	1,603,860	SH	SOLE		1,603,860	0	0	
General Mills Inc	COM	370334104	1,258	26,261	SH	SOLE		26,261	0	0	
Illinois Tool Works Inc	COM	452308109	1,441	18,893	SH	SOLE		18,893	0	0	
International Paper	COM	460146103	1,409	31,456	SH	SOLE		31,456	0	0	
Johnson & Johnson	COM	478160104	8,366	96,500	SH	SOLE		96,500	0	0	
Linn Energy, LLC	COM	536020100	5,438	209,800	SH	SOLE		209,800	0	0	
McDonalds Corporation	COM	580135101	986	10,244	SH	SOLE		10,244	0	0	
Phillips 66	COM	718546104	2,697	46,650	SH	SOLE		46,650	0	0	
Proctor & Gamble Company	COM	742718109	7,400	97,900	SH	SOLE		97,900	0	0	
Reynolds American Inc	COM	761713106	3,668	75,200	SH	SOLE		75,200	0	0	
TC Pipelines LP	COM	87233Q108	6,769	139,000	SH	SOLE		139,000	0	0	
Williams Companies	COM	969457100	4,327	119,000	SH	SOLE		119,000	0	0	