

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>Massey Richard N</u>			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2014</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
601 RIVERSIDE AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>JACKSONVILLE FL 32204</u>								
(City) (State) (Zip)								

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	14,508	D	\$0	112,483	D	
FNF Group Common Stock	06/30/2014		J ⁽¹⁾	V	17,270	A	\$0	17,270	D	
Common Stock	06/30/2014		J ⁽²⁾	V	112,483	D	\$0	0	D	
FNF Group Common Stock	06/30/2014		J ⁽²⁾	V	112,483	A	\$0	129,753	D	
FNFV Group Common Stock	06/30/2014		J ⁽²⁾	V	37,490	A	\$0	37,490	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)	\$7.09	06/30/2014		J ⁽³⁾	V		42,667	(4)	10/27/2016	Common Stock	42,667	\$0	0	D	
Common Stock (right to purchase)	\$13.64	06/30/2014		J ⁽³⁾	V		21,333	(5)	11/08/2015	Common Stock	21,333	\$0	0	D	
Common Stock (right to purchase)	\$14.06	06/30/2014		J ⁽³⁾	V		10,000	(6)	11/23/2016	Common Stock	10,000	\$0	0	D	
Common Stock (right to purchase)	\$22.59	06/30/2014		J ⁽³⁾	V		5,115	(7)	11/08/2019	Common Stock	5,115	\$0	0	D	
Common Stock (right to purchase)	\$27.9	06/30/2014		J ⁽³⁾	V		29,749	(8)	11/21/2020	Common Stock	29,749	\$0	0	D	
FNF Group Stock Option (right To Purchase)	\$11.85	06/30/2014		J ⁽³⁾	V	24,563		(5)	11/08/2015	FNF Group Common Stock	24,563	\$0	24,563	D	
FNF Group Stock Option (right To Purchase)	\$6.16	06/30/2014		J ⁽³⁾	V	49,127		(4)	10/27/2016	FNF Group Common Stock	49,127	\$0	49,127	D	
FNF Group Stock Option (right To Purchase)	\$12.22	06/30/2014		J ⁽³⁾	V	11,514		(6)	11/23/2016	FNF Group Common Stock	11,514	\$0	11,514	D	
FNF Group Stock Option (right To Purchase)	\$19.62	06/30/2014		J ⁽³⁾	V	5,889		(7)	11/08/2019	FNF Group Common Stock	5,889	\$0	5,889	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)	\$24.24	06/30/2014		J ⁽³⁾	V	34,253		(8)	11/21/2020	FNF Group Common Stock	34,253	\$0	34,253	D	
Phantom Stock ⁽⁹⁾	(10)	06/30/2014		J ⁽²⁾	V		6,725.353	(11)	(11)	Common Stock	6,725.353	\$0	0	D	
FNF Group Phantom Stock ⁽⁹⁾	(10)	06/30/2014		J ⁽²⁾	V	6,725.353		(11)	(11)	FNF Group Common Stock	6,725.353	\$0	6,725.353	D	
FNFV Group Phantom Stock	(10)	06/30/2014		J ⁽²⁾	V	2,241.56		(11)	(11)	FNFV Group Common Stock	2,241.56	\$0	2,241.56	D	

Explanation of Responses:

- 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.
- 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.
- 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.
- The option vests in three equal annual installments beginning October 27, 2009.
- The options vested in three equal annual installments beginning 11-8-08.
- The option vests in three equal annual installments beginning on November 23, 2010.
- The option vests in three equal annual installments beginning November 8, 2013.
- The options vest in three equal annual installments beginning November 21, 2014.
- Phantom stock acquired by the reporting person pursuant to the Deferred Compensation Plan.
- Each share of phantom stock is the economic equivalent of one share of FNF common stock.
- Shares of phantom stock are payable in cash following the reporting person's termination of service as a director.

/s/ Michael L. Gravelle, as attorney-in-fact

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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Michael Gravelle, Colleen Haley or Carol Nairn, signing singly, the undersigned's true and lawful attorney in fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Fidelity National Financial, Inc. (the "Company"), a Form 3 (Initial Statement of Beneficial Ownership of Securities), Form 4 (Statement of Changes in Beneficial Ownership), and/or Form 5 (Annual Statement of Changes in Beneficial Ownership), in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute such Form(s) and to timely file such Form(s) with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of

any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney in fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.

The undersigned hereby grants to such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney in fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibility to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorney in fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 15th day of August, 2014..

