
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): November 9, 2007

FIDELITY NATIONAL FINANCIAL, INC.

(Exact name of Registrant as Specified in its Charter)

Delaware

(State or other Jurisdiction of
Incorporation or Organization)

001-32630

(Commission File
Number)

16-1725106

(IRS Employer
Identification No.)

601 Riverside Avenue
Jacksonville, Florida

(Address of principal executive offices)

32204

(Zip code)

Registrant's telephone number, including area code: (904) 854-8100

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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EXPLANATORY NOTE

On November 15, 2007, Fidelity National Financial, Inc. (the “Company”) filed a Current Report on Form 8-K (the “Initial Report”) to report the completion of the acquisition by the Company and others of Ceridian Corporation, a Delaware corporation (“Ceridian”), for approximately \$5.3 billion, comprised of \$1.6 billion in equity funding by investors, \$3.5 billion in proceeds from additional Ceridian debt, and \$0.2 billion in cash from Ceridian. The Company acquired a 33% interest in Ceridian in this transaction. This Current Report on Form 8-K/A (the “Amendment”) amends and supplements the Initial Report to provide financial information required by Item 9.01 of Form 8-K. No other amendments to the Initial Report are being made by the Amendment.

Item 9.01. Financial Statements and Exhibits

(a) Financial statements of the business acquired.

To the extent required by this item, the financial statements of the business acquired by the Company are included in this Amendment through incorporation by reference to the annual report on Form 10-K of Ceridian for the year ended December 31, 2006 and to the quarterly report on Form 10-Q of Ceridian for the nine months ended September 30, 2007.

(b) *Pro forma* financial information.

To the extent required by this item, pro forma financial information is filed as Exhibit 99.1 to this Amendment and incorporated by reference herein.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
23.1	Consent of Independent Registered Public Accounting Firm — KPMG LLP.
99.1	Unaudited pro forma condensed consolidated financial information of Fidelity National Financial, Inc. as of September 30, 2007 and for the year ended December 31, 2006 and the nine month period ended September 30, 2007.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FIDELITY NATIONAL FINANCIAL, INC.

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

Dated: January 23, 2008

EXHIBIT INDEX

Exhibit Number	Description
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99.1	Unaudited pro forma condensed consolidated financial information of Fidelity National Financial, Inc. as of September 30, 2007 and for the year ended December 31, 2006 and the nine month period ended September 30, 2007.

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Ceridian Corporation:

We consent to the incorporation by reference in the registration statements (Nos. 333-132843, 333-138254, 333-129886 and 333-129016) on Form S-8 and registration statement (No. 333-147391) on Form S-3 of Fidelity National Financial, Inc. of our reports dated February 28, 2007, with respect to the consolidated balance sheets of Ceridian Corporation as of December 31, 2006 and 2005, and the related consolidated statements of operations, cash flows and stockholders' equity and comprehensive income for each of the years in the three-year period ended December 31, 2006, management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2006 and the effectiveness of internal control over financial reporting as of December 31, 2006, which reports appear in the December 31, 2006 annual report on Form 10-K of Ceridian Corporation and are incorporated by reference in the Form 8-K/A of Fidelity National Financial, Inc. dated January 23, 2008.

Our report dated February 28, 2007, refers to the Company's adoption of the provisions of Statement of Financial Accounting Standards No. 123R, *Share-Based Payment*, on January 1, 2006 and Statement of Financial Accounting Standards No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans*, on December 31, 2006.

/s/ KPMG LLP

Minneapolis, Minnesota
January 23, 2008

Fidelity National Financial, Inc.
Unaudited Pro Forma Condensed Consolidated Financial Statements

The following unaudited pro forma condensed consolidated financial statements present historical financial statements of Fidelity National Financial, Inc. (“FNF”) with adjustments relating to the acquisition of a 33% interest in Ceridian Corporation, a Delaware corporation (“Ceridian”). On May 30, 2007, FNF and Thomas H. Lee Partners, L.P. (“THL”) announced the execution of a definitive merger agreement to jointly acquire Ceridian for \$36 in cash per share of common stock, or approximately \$5.3 billion. On November 9, 2007, the acquisition was completed, with FNF and THL each contributing \$525 million and other investors contributing a total of \$550 million, for a total of \$1.6 billion in equity funding. The majority of FNF’s equity contribution was funded through a borrowing under its existing bank credit facility. The unaudited pro forma condensed consolidated balance sheet as of September 30, 2007 is presented as if the acquisition of Ceridian had been completed on September 30, 2007. The unaudited pro forma condensed consolidated statements of earnings for the nine months ended September 30, 2007 and the year ended December 31, 2006 are presented as if the acquisition of Ceridian had been completed on January 1, 2006.

These unaudited pro forma condensed consolidated financial statements should be read in conjunction with FNF’s and Ceridian’s historical consolidated financial statements and accompanying notes as previously filed. The unaudited pro forma condensed consolidated financial statements are not necessarily indicative of the results of operations of the combined company that would have been reported had the merger been completed as of the dates presented, and are not necessarily representative of the future consolidated results of operations of FNF.

Fidelity National Financial, Inc.
Unaudited Pro Forma Condensed Consolidated Balance Sheet
September 30, 2007

	<u>Historical</u>	Pro forma <u>Adjustments</u>	<u>Pro forma</u>
		(in thousands except per share data)	
Assets:			
Investments:			
Fixed maturities available for sale	\$ 3,113,254		\$ 3,113,254
Equity securities, at fair value	111,460		111,460
Investments in unconsolidated affiliates and other long-term investments	180,751	526,825(1)	707,576
Short-term investments	374,979		374,979
Total investments	<u>3,780,444</u>	<u>526,825</u>	<u>4,307,269</u>
Cash and cash equivalents	553,820	(41,825)(1)	511,995
Trade and notes receivable	233,796		233,796
Goodwill	1,360,565		1,360,565
Prepaid expenses and other assets	467,780		467,780
Capitalized software	90,094		90,094
Other intangible assets	111,754		111,754
Title plants	331,688		331,688
Property and equipment, net	275,382		275,382
Income taxes receivable	21,148		21,148
	<u>\$ 7,226,471</u>	<u>\$ 485,000</u>	<u>\$ 7,711,471</u>
Liabilities and Stockholders' Equity:			
Liabilities:			
Accounts payable and accrued liabilities	\$ 842,707		\$ 842,707
Accounts payable to FIS	32,618		32,618
Deferred revenue	126,543		126,543
Notes payable	643,837	485,000(1)	1,128,837
Reserve for claim losses	1,296,691		1,296,691
Secured trust deposits	711,430		711,430
Deferred tax liability	94,999		94,999
	<u>3,748,825</u>	<u>485,000</u>	<u>4,233,825</u>
Minority interests	53,587		53,587
Stockholders' Equity:			
Common stock	22		22
Additional paid-in capital	3,230,481		3,230,481
Retained earnings	322,216		322,216
	<u>3,552,719</u>	<u>—</u>	<u>3,552,719</u>
Accumulated other comprehensive income (loss)	11,031		11,031
Treasury stock	(139,691)		(139,691)
	<u>3,424,059</u>	<u>—</u>	<u>3,424,059</u>
	<u>\$ 7,226,471</u>	<u>\$ 485,000</u>	<u>\$ 7,711,471</u>

Fidelity National Financial, Inc.
Unaudited Pro Forma Condensed Consolidated Statement of Earnings
For the nine months ended September 30, 2007

	<u>Historical</u>	Pro forma <u>Adjustments</u>	<u>Pro forma</u>
		(in thousands except per share data)	
Revenue:			
Direct title insurance premiums	\$ 1,258,166		\$ 1,258,166
Agency title insurance premiums	1,677,606		1,677,606
Escrow and other title related fees	790,336		790,336
Transaction processing	—		—
Specialty insurance	297,573		297,573
Interest and investment income	145,634		145,634
Gain on sale of minority interest in FIS	—		—
Realized gains and losses, net	12,449		12,449
Other income	46,144		46,144
	<u>4,227,908</u>	<u>—</u>	<u>4,227,908</u>
Expenses:			
Personnel costs	1,315,695		1,315,695
Other operating expenses	814,590		814,590
Agent commissions	1,298,340		1,298,340
Depreciation and amortization	92,894		92,894
Provision for claim losses	413,495		413,495
Interest expense	37,194	20,864(1)	58,058
	<u>3,972,208</u>	<u>20,864</u>	<u>3,993,072</u>
Earnings before income taxes, minority interest, and equity in earnings of unconsolidated affiliates	255,700	(20,864)	234,836
Income tax expense (benefit)	81,441	(7,866)(2)	73,575
Earnings before minority interest and equity in earnings of unconsolidated affiliates	174,259	(12,998)	161,261
Minority interest	(447)		(447)
Earnings before equity in earnings of unconsolidated affiliates	174,706	(12,998)	161,708
Equity in loss of unconsolidated affiliates	—	(18,100)(3)	(18,100)
Net earnings	<u>\$ 174,706</u>	<u>\$ (31,098)</u>	<u>\$ 143,608</u>
Basic net earnings per share	<u>\$ 0.80</u>		<u>\$ 0.66</u>
Weighted average shares outstanding, basic basis	<u>218,006</u>		<u>218,006</u>
Diluted net earnings per share	<u>\$ 0.79</u>		<u>\$ 0.65</u>
Weighted average shares outstanding, diluted basis	<u>221,797</u>		<u>221,797</u>

Fidelity National Financial, Inc.
Unaudited Pro Forma Condensed Consolidated Statement of Earnings
For the year ended December 31, 2006

	<u>Historical</u>	<u>Pro forma Adjustments</u>	<u>Pro forma</u>
		(in thousands except per share data)	
Revenue:			
Direct title insurance premiums	\$ 1,957,064		\$ 1,957,064
Agency title insurance premiums	2,649,136		2,649,136
Escrow and other title related fees	1,061,469		1,061,469
Transaction processing	3,094,370		3,094,370
Specialty insurance	394,613		394,613
Interest and investment income	208,309		208,309
Gain on sale of minority interest in FIS	—		—
Realized gains and losses, net	18,562		18,562
Other income	52,578		52,578
	<u>9,436,101</u>	<u>—</u>	<u>9,436,101</u>
Expenses:			
Personnel costs	3,225,319		3,225,319
Other operating expenses	2,075,101		2,075,101
Agent commissions	2,035,423		2,035,423
Depreciation and amortization	460,750		460,750
Provision for claim losses	486,334		486,334
Interest expense	209,972	27,850(1)	237,822
	<u>8,492,899</u>	<u>27,850</u>	<u>8,520,749</u>
Earnings before income taxes, minority interest, and equity in earnings of unconsolidated affiliates			
	943,202	(27,850)	915,352
Income tax expense (benefit)	350,871	(10,499)(2)	340,372
Earnings before minority interest and equity in earnings of unconsolidated affiliates	592,331	(17,351)	574,980
Minority interest	154,570		154,570
Earnings before equity in earnings of unconsolidated affiliates	437,761	(17,351)	420,410
Equity in loss of unconsolidated affiliates	—	(26,500)(3)	(26,500)
Net earnings	<u>\$ 437,761</u>	<u>\$ (43,851)</u>	<u>\$ 393,910</u>
Basic net earnings per share	<u>\$ 2.40</u>		<u>\$ 2.16</u>
Weighted average shares outstanding, basic basis	<u>182,031</u>		<u>182,031</u>
Diluted net earnings per share	<u>\$ 2.39</u>		<u>\$ 2.15</u>
Weighted average shares outstanding, diluted basis	<u>182,861</u>		<u>182,861</u>

Fidelity National Financial, Inc.
Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements

Notes to Unaudited Pro Forma Condensed Consolidated Balance Sheet as of September 30, 2007

This condensed consolidated balance sheet includes the historical balance sheet of Fidelity National Financial, Inc. (“FNF”) and pro forma adjustments to reflect the acquisition of a 33% interest in Ceridian Corporation (“Ceridian”) as though the acquisition had occurred on September 30, 2007.

- (1) These amounts represent FNF’s total investment of \$526.8 million in Ceridian, made up of \$41.8 million in cash on hand and \$485 million in proceeds from FNF’s revolving credit facility.

Notes to Unaudited Pro Forma Condensed Consolidated Statements of Earnings for the Nine Months Ended September 30, 2007 and for the Year Ended December 31, 2006

These condensed consolidated statements of earnings include the historical statements of earnings of FNF and pro forma adjustments to reflect the effects of the acquisition of a 33% interest in Ceridian as though the acquisition had occurred on January 1, 2006.

- (1) These amounts represent the additional interest expense related to the \$485 million increase in FNF’s debt. This additional interest is \$20.9 million for the nine months ended September 30, 2007, calculated using a weighted average interest rate of 5.74% (average 3-month LIBOR plus 0.36%), and \$27.9 million for the year ended December 31, 2006, calculated using a weighted average interest rate of 5.74% (average 3-month LIBOR plus 0.36%).
- (2) These amounts represent the reduction in income tax expense resulting from the additional interest expense. This decrease in income tax expense, calculated at a statutory rate of 37.7%, was \$7.9 million for the nine months ended September 30, 2007 and \$10.5 million for the year ended December 31, 2006.
- (3) These amounts represent FNF’s equity in Ceridian’s pro forma earnings for each period presented. They were calculated by adjusting FNF’s proportionate share of Ceridian’s historical net earnings to reflect pro forma adjustments to Ceridian’s net earnings, including increases in interest expense related to increased debt, increases in amortization expense due to purchase accounting adjustments, decreases in income tax expense, and various other adjustments. Following is a detail of FNF’s proportionate share of Ceridian’s pro forma earnings for each period presented (in millions):

	Nine months ended September 30, 2007	Year ended December 31, 2006
Historical net earnings	\$ 41.5	\$ 57.3
Pro forma adjustments:		
Interest expense	(82.5)	(110.0)
Amortization expense	(17.9)	(24.9)
Income tax provision	36.5	51.4
Other	4.3	(0.3)
Pro forma net loss	<u>\$ (18.1)</u>	<u>\$ (26.5)</u>