

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

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|---|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>Nolan Michael Joseph</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>10/27/2017</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 | | |
| <u>601 RIVERSIDE AVENUE</u> | | | 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 | | | |
| FNF Group Common Stock | 10/27/2017 | | F | | 7,518 | D | \$36.84 | 131,195.7604 ⁽¹⁾⁽²⁾ | D | |
| FNF Group Common Stock | | | | | | | | 26,221.025 | I | Michael J. Nolan Trust |

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) | | | | | |
| FNF Group Stock Option (right To Purchase) | \$21.84 | | | | | | 11/03/2015 ⁽³⁾ | 11/03/2021 | FNF Group Common Stock | 75,608 ⁽⁴⁾ | 75,608 | D | |
| FNF Group Stock Option (right To Purchase) | \$25.53 | | | | | | 10/29/2016 ⁽⁵⁾ | 10/29/2022 | FNF Group Common Stock | 116,014 ⁽⁴⁾ | 116,014 | D | |
| FNF Group Stock Option (right To Purchase) | \$17.76 | | | | | | 11/21/2014 ⁽⁶⁾ | 11/21/2020 | FNF Group Common Stock | 75,884 ⁽⁴⁾ | 75,884 | D | |

Explanation of Responses:

- As a result of an anti-dilution adjustment made in connection with the spinoff of Black Knight Financial Services, Inc. from the registrant, the number of shares subject to each outstanding FNF Group restricted stock award was increased to include an additional number of restricted shares of FNF Group common stock with an initial value equal to the value of Black Knight, Inc. 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 Black Knight, Inc. common stock over the three trading days immediately following the spin-off. Restricted stock awards were rounded down to the nearest share and cash was issued in lieu of fractional restricted shares.
- Amount adjusted to reflect shares acquired under the registrant's Employee Stock Purchase Plan.
- The options vested in three equal annual installments beginning November 3, 2015.
- As a result of an anti-dilution adjustment made in connection with the spinoff of Black Knight Financial Services, Inc. from the registrant, the number of shares and exercise prices of each outstanding FNF Group stock option award were adjusted to preserve the award's pre-spinoff intrinsic value using (i) the volume weighted average price of FNF Group common stock over the three trading days immediately preceding the spinoff, and (ii) the volume weighted average price of FNF Group common stock over the three days immediately following the spinoff. 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 options vest in three equal annual installments beginning October 29, 2016.
- The options vested in three equal annual installments beginning November 21, 2014.

/s/ Colleen E. Haley, as attorney-in-fact

10/30/2017

** 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.

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