

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| OMB APPROVAL | |
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|---|---|--|
| 1. Name and Address of Reporting Person* <u>Nolan Michael Joseph</u> (Last) (First) (Middle) 601 RIVERSIDE AVENUE (Street) JACKSONVILLE FL 32204 (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President |
| | 3. Date of Earliest Transaction (Month/Day/Year) 06/02/2017 | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

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 | 06/02/2017 | | M | | 70,000 | A | \$24.24 | 176,061.9174 | D | |
| FNF Group Common Stock | 06/02/2017 | | M | | 10,748 | A | \$19.62 | 186,809.9174 | D | |
| FNF Group Common Stock | 06/02/2017 | | S | | 10,748 | D | \$43.597 ⁽¹⁾ | 176,061.9174 | D | |
| FNF Group Common Stock | 06/02/2017 | | S | | 70,000 | D | \$43.509 ⁽²⁾ | 106,061.9174 ⁽³⁾ | 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) | Date Exercisable | Expiration Date | | | | | | Title |
| FNF Group Stock Option (right To Purchase) | \$24.24 | 06/02/2017 | | M | | 70,000 | | 11/21/2014 ⁽⁴⁾ | 11/21/2020 | FNF Group Common Stock | 70,000 | \$0 | 55,598 | D | |
| FNF Group Stock Option (right To Purchase) | \$19.62 | 06/02/2017 | | M | | 10,748 | | 11/08/2015 ⁽⁵⁾ | 11/08/2019 | FNF Group Common Stock | 10,748 | \$0 | 0 | D | |

Explanation of Responses:

- This transaction was executed in multiple trades at prices ranging from \$43.58 to \$43.64. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- This transaction was executed in multiple trades at prices ranging from \$43.40 to \$43.66. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- Amount adjusted to reflect shares acquired under the registrant's Employee Stock Purchase Plan.
- The options vested in three equal annual installments beginning November 21, 2014.
- The options vested in three equal annual installments beginning November 8, 2015.

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

06/05/2017

** 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.

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.