

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 4, 2020

FIDELITY NATIONAL FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

**Delaware
(State or other jurisdiction
of incorporation)**

**001-32630
(Commission
File Number)**

**16-1725106
(IRS Employer
Identification No.)**

**601 Riverside Avenue
Jacksonville, Florida 32204
(Address of principal executive offices, including zip code)**

Registrant's telephone number, including area code: 1 (904) 854-8100

**Not Applicable
(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
FNF common Stock, par value \$.0001 per share	FNF	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On June 4, 2020, FGL Holdings, a Cayman Islands exempted company (“F&G”) and Fidelity National Financial, Inc. (“FNF”) issued a press release announcing the final results of the elections made by F&G shareholders regarding the form of merger consideration they wish to receive in connection with FNF’s consummated acquisition of F&G pursuant to the Agreement and Plan of Merger (the “Merger Agreement”), by and among FNF, F&G, F I Corp., a Cayman Islands exempted company and wholly owned subsidiary of FNF, and F II Corp., a Cayman Islands exempted company and wholly owned subsidiary of FNF, as amended by that First Amendment to the Merger Agreement, dated as of April 24, 2020.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d)

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	<u>Press Release of Fidelity National Financial, Inc. and FGL Holdings, dated June 4, 2020</u>
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

Cautionary Note Regarding Forward-Looking Statements

“Safe Harbor” Statement Under the Private Securities Litigation Reform Act of 1995: This Current Report on Form 8-K contains, and certain oral statements made by our representatives from time to time may contain, forward-looking statements relating to FNF, including statements relating to the proposed transaction and related matters. Such statements are subject to risks and uncertainties, many of which are beyond the control of FNF, that could cause actual results, events and developments to differ materially from those set forth in, or implied by, such statements. These statements are based on the beliefs and assumptions of the management of FNF. Forward-looking statements are generally identifiable by use of the words “believes,” “expects,” “intends,” “anticipates,” “plans,” “seeks,” “estimates,” “projects,” “may,” “will,” “could,” “might,” or “continues” or similar expressions. Factors that could cause actual results, events and developments to differ include, without limitation: (1) changes in general economic, business and political conditions, including changes in the financial markets; (2) the outcome of any legal proceedings that may be instituted against FNF following the announcement of the merger agreement and the transactions contemplated therein; (3) the risk that the transactions contemplated by the merger agreement disrupt current plans and operations of FNF as a result of the announcement thereof; (4) the ability to recognize the anticipated benefits of the transactions contemplated by the merger agreement, which may be affected by, among other things, competition, the ability of the management of FNF to grow and manage its business profitably and to retain its key employees; (5) costs related to the transactions contemplated by the merger agreement; (6) changes in applicable laws or regulations; (7) the risk that the mergers may not be treated as a single integrated transaction that qualifies as a “reorganization” under Section 368(a) of the Internal Revenue Code of 1986, as amended, in which case the transactions contemplated by the merger agreement would be treated as a taxable sale by U.S. Holders of their F&G shares in exchange for the merger consideration; (8) adverse legal and regulatory developments or determinations or adverse changes in, or interpretations of, U.S. or other foreign laws, rules or regulations, including tax laws, rules and regulations, that could delay or prevent completion of the transactions contemplated by the merger agreement, cause the terms of such transactions to be modified or change the anticipated tax consequences of such transactions; (9) the possibility that FNF may be adversely affected by other economic, business, and/or competitive factors, as well as the impact on the business, operations, results of operations and trading prices of the shares of FNF arising out of the COVID-19 outbreak; (10) risks that any of the closing conditions to the proposed merger may not be satisfied in a timely manner; (11) the risk that the businesses will not be integrated successfully, that such integration may be more difficult, time-consuming or costly than expected or that the expected benefits of the acquisition will not be realized and (12) other risks and uncertainties identified in FNF’s filings with the U.S. Securities and Exchange Commission (the “SEC”). FNF cautions readers not to place undue reliance upon any forward-looking statements, which speak only as of the date made. FNF does not undertake or accept any obligation or undertaking to release any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based, subject to applicable law. The information contained in any website referenced herein is not, and shall not be deemed to be, part of or incorporated into this Current Report on Form 8-K.

All forward-looking statements described herein are qualified by these cautionary statements and there can be no assurance that the actual results, events or developments referenced herein will occur or be realized. FNF does not undertake any obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results, except as required by law.

Additional Information about the Transaction and Where to Find It

This Current Report on Form 8-K relates to a proposed transaction between F&G and FNF, which is the subject of a registration statement and relevant solicitation materials filed by FNF with the SEC. In connection with the proposed transaction, FNF has filed with the SEC a registration statement on Form S-4 that includes a proxy statement of F&G and a prospectus of FNF, as well as other relevant documents concerning the proposed transaction. F&G commenced mailing of the definitive proxy statement to F&G's shareholders on April 30, 2020. This Current Report on Form 8-K is not a substitute for the registration statement, the definitive proxy statement and relevant solicitation materials that FNF has or may file with the SEC or any other documents which FNF may send to its or F&G's shareholders in connection with the proposed transaction. Investors and security holders are urged to carefully and entirely read the registration statement and relevant solicitation materials and all other relevant documents, as well as any amendments or supplements to these documents, if and when they become available because they will contain important information about the proposed transaction and related matters. These documents will be available at no charge on the SEC's website at www.sec.gov. In addition, documents will also be available for free from FNF by contacting Jamie Lillis, Managing Director, Solebury Trout, (203)-428-3223, jlillis@soleburytrout.com.

SIGNATURE

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.

June 4, 2020

Fidelity National Financial, Inc.

By: /s/ Michael L. Gravelle

Name: Michael L. Gravelle

Title: Executive Vice President, General Counsel and Corporate Secretary



Press Release

**FIDELITY NATIONAL FINANCIAL ANNOUNCES
FINAL ELECTION AND ALLOCATION RESULTS**

JACKSONVILLE, Florida, June 4, 2020 – Fidelity National Financial, Inc. (“FNF”) (NYSE: FNF) today announced the final results of the elections made by former shareholders of FGL Holdings (“F&G”) regarding the form of merger consideration they wished to receive in connection with FNF’s acquisition of F&G pursuant to that certain merger agreement by and among FNF, F&G, F I Corp. and F II Corp. (the “merger agreement”), which closed on June 1, 2020.

As previously announced, F&G shareholders were able to elect to receive, without interest and subject to any required withholding of taxes, (i) \$12.50 in cash (the “cash consideration”) or (ii) 0.2558 shares of FNF common stock (the “stock consideration”) per F&G share. All elections for cash consideration and stock consideration were subject to potential proration and adjustment as set forth in the merger agreement and election materials. The greater the oversubscription of the stock election, the fewer shares and more cash a F&G shareholder making the stock election would receive. Reciprocally, the greater the oversubscription of the cash election, the less cash and more FNF common stock a F&G shareholder making the cash election would receive. Such procedures were designed to ensure that the aggregate amount of cash consideration did not exceed \$1,471,936,485, in an effort to ensure that the transaction was treated as a “reorganization” within the meaning of Section 368(a) of the Internal Revenue Code of 1986. As previously announced, the deadline for making this election was 5:00 p.m. (Eastern time) on Wednesday, May 27, 2020 (the “election deadline”).

The final election results were:

- Holders of 176,352,291 F&G ordinary shares, or approximately 82.22% of the outstanding F&G ordinary shares, elected to receive the cash consideration (the “cash election shares”).
- Holders of 3,488,854 F&G ordinary shares, or approximately 1.63% of the outstanding F&G ordinary shares, elected to receive the stock consideration (the “stock election shares”).
- Holders of 34,649,842 F&G ordinary shares (including 12,000,000 F&G ordinary shares with respect to which dissenters’ rights have been asserted on a preliminary basis under Cayman law), or approximately 16.15 % of the outstanding shares of F&G ordinary shares, did not make a valid election (the “non-election shares”).

In accordance with the proration and adjustment procedures of the merger agreement, because there was an oversubscription of the cash election:

- Holders of F&G ordinary shares that validly elected to receive stock consideration in the merger will receive, for each F&G ordinary share for which such election was made, 0.2558 shares of FNF common stock;

- Holders of F&G ordinary shares that did not make a valid election (other than such shares with respect to which dissenters' rights have been asserted on a preliminary basis under Cayman law) will receive, for each F&G ordinary share held by such stockholder, 0.2558 shares of FNF common stock; and
- Holders of F&G ordinary shares that validly elected to receive cash consideration in the merger will receive, for each F&G ordinary share for which such election was made, a combination of cash consideration and stock consideration based on a final proration factor of 0.667723490. As a result, the shares held by cash-electing shareholders will be exchanged for \$1,471,936,450.00 in cash and an aggregate of 14,988,872 shares of FNF common stock.

About Fidelity National Financial, Inc.

Fidelity National Financial, Inc. (NYSE: FNF) is a leading provider of title insurance and transaction services to the real estate and mortgage industries. FNF is the nation's largest title insurance company through its title insurance underwriters - Fidelity National Title, Chicago Title, Commonwealth Land Title, Alamo Title and National Title of New York - that collectively issue more title insurance policies than any other title company in the United States. More information about FNF can be found at fnf.com.

Cautionary Note Regarding Forward-Looking Statements

“Safe Harbor” Statement Under the Private Securities Litigation Reform Act of 1995: This press release contains, and certain oral statements made by our representatives from time to time may contain, forward-looking statements relating to FNF, including statements relating to the proposed transaction and related matters. Such statements are subject to risks and uncertainties, many of which are beyond the control of FNF, that could cause actual results, events and developments to differ materially from those set forth in, or implied by, such statements. These statements are based on the beliefs and assumptions of the management of FNF. Forward-looking statements are generally identifiable by use of the words “believes,” “expects,” “intends,” “anticipates,” “plans,” “seeks,” “estimates,” “projects,” “may,” “will,” “could,” “might,” or “continues” or similar expressions. Factors that could cause actual results, events and developments to differ include, without limitation: (1) changes in general economic, business and political conditions, including changes in the financial markets; (2) the outcome of any legal proceedings that may be instituted against FNF following the announcement of the merger agreement and the transactions contemplated therein; (3) the risk that the transactions contemplated by the merger agreement disrupt current plans and operations of FNF as a result of the announcement thereof; (4) the ability to recognize the anticipated benefits of the transactions contemplated by the merger agreement, which may be affected by, among other things, competition, the ability of the management of FNF to grow and manage its business profitably and to retain its key employees; (5) costs related to the transactions contemplated by the merger agreement; (6) changes in applicable laws or regulations; (7) the risk that the mergers may not be treated as a single integrated transaction that qualifies as a “reorganization” under Section 368(a) of the Internal Revenue Code of 1986, as amended, in which case the transactions contemplated by the merger agreement would be treated as a taxable sale by U.S. Holders of their F&G shares in exchange for the merger consideration; (8) adverse legal and regulatory developments or determinations or adverse changes in, or interpretations of, U.S. or other foreign laws, rules or regulations, including tax laws, rules and regulations, that could delay or prevent completion of the transactions contemplated by the merger agreement, cause the terms of such transactions to be modified or change the anticipated tax consequences of such transactions; (9) the possibility that FNF may be adversely affected by other economic, business, and/or competitive factors, as well as the impact on the business, operations, results of operations and trading prices of the shares of FNF arising out of the COVID-19 outbreak; (10) risks that any of the closing conditions to the proposed merger may not be satisfied in a timely manner; (11) the risk that the businesses will not be integrated successfully, that such integration may be more difficult, time-consuming or costly than expected or that the expected benefits of the acquisition will not be realized and (12) other risks and uncertainties identified in FNF’s filings with the U.S. Securities and Exchange Commission (the “SEC”). FNF cautions readers not to place undue reliance upon any forward-looking statements, which speak only as of the date made. FNF does not undertake or accept any obligation or undertaking to release any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based, subject to applicable law. The information contained in any website referenced herein is not, and shall not be deemed to be, part of or incorporated into this press release.

All forward-looking statements described herein are qualified by these cautionary statements and there can be no assurance that the actual results, events or developments referenced herein will occur or be realized. FNF does not undertake any obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results, except as required by law.

Additional Information about the Transaction and Where to Find It

This press release relates to a proposed transaction between F&G and FNF, which is the subject of a registration statement and relevant solicitation materials filed by FNF with the SEC. In connection with the proposed transaction, FNF has filed with the SEC a registration statement on Form S-4 that includes a proxy statement of F&G and a prospectus of FNF, as well as other relevant documents concerning the proposed transaction. F&G commenced mailing of the definitive proxy statement to F&G's shareholders on April 30, 2020. This press release is not a substitute for the registration statement, the definitive proxy statement and relevant solicitation materials that FNF has or may file with the SEC or any other documents which FNF may send to its shareholders in connection with the proposed transaction. Investors and security holders are urged to carefully and entirely read the registration statement and relevant solicitation materials and all other relevant documents, as well as any amendments or supplements to these documents, if and when they become available because they will contain important information about the proposed transaction and related matters. These documents will be available at no charge on the SEC's website at www.sec.gov. In addition, documents will also be available for free from FNF by contacting Jamie Lillis, Managing Director, Solebury Trout, (203)-428-3223, jlillis@soleburytrout.com.

Contact – Fidelity National Financial, Inc.

Investors:

Jamie Lillis
Managing Director, Solebury Trout
jlillis@soleburytrout.com
203.428.3223