

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

FIDELITY NATIONAL TITLE GROUP, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation or
Organization)

16-1725106
(I.R.S. Employer Identification No.)

601 Riverside Avenue
Jacksonville, Florida
(Address of Principal Executive Offices)

32204
(Zip Code)

Fidelity National Title Group, Inc. Employee Stock Purchase Plan
(Full Title of the Plan)

Peter T. Sadowski, Esq.
Executive Vice President and General Counsel
601 Riverside Avenue
Jacksonville, Florida 32204
(Name and Address of Agent For Service)

(904) 854-8100
(Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title Of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount Of Registration Fee
Common Stock, par value \$0.0001 per share	10,000,000	\$21.12	211,200,000	\$24,858.24

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate number of shares that may be subject to issuance as a result of anti-dilution and other provisions of the Fidelity National Title Group, Inc. Employee Stock Purchase Plan (the "FNT Plan") to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated pursuant to Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee, the proposed maximum offering price per share is based on the average of the high and low sale prices for the shares of common stock as reported in the consolidated reporting system on November 17, 2005.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Registrant with the SEC are incorporated into this Registration Statement by reference:

1. The prospectus included in Amendment No. 4 to the Registrant's Form S-1, Registration No. 333-126402, and all amendments prior to, dated and filed on September 27, 2005, which contains audited financial statements for the Registrant's latest fiscal year;
2. The Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005, filed November 10, 2005 and Current Reports on Form 8-K filed October 19, 2005, October 21, 2005 and October 27, 2005.
3. The description of the Registrant's Common Stock, par value \$0.0001 per share, contained in the Registrant's Registration Statement on Form 8-A filed with the SEC on September 27, 2005, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents with the SEC.

Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein (or in any subsequently filed document which also is incorporated by reference herein or any document which constitutes part of the prospectus relating to the Plan meeting the requirements of Section 10(a) of the Securities Act) modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part hereof.

Item 4. Description of Securities

Not Applicable.

Item 5. Interests of Named Experts and Counsel

Not Applicable.

Item 6. Indemnification of Directors and Officers

Section 145 of the Delaware General Corporation Law (the "DGCL") provides that a corporation has the power to indemnify a director, officer, employee or agent of the corporation and certain other persons serving at the request of the corporation in related capacities against amounts paid and expenses incurred in connection with an action or proceeding to which he is or is threatened to be made a party by reason of such position, if such person shall have acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, in any criminal proceeding, if such person had no reasonable cause to believe his conduct was unlawful; provided that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to any matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the adjudicating court determines that such indemnification is proper under the circumstances.

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Section 102(b)(7) of the Delaware General Corporation Law permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for unlawful payments of dividends or unlawful stock repurchases, redemptions or other distributions, or (iv) for any transactions from which the director derived an improper personal benefit. The Registrant's certificate of incorporation provides for such limitation of liability.

Article XII of the Registrant's Amended and Restated Certificate of Incorporation (the "Certificate") provides that to the fullest extent permitted by the DGCL, a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

ARTICLE VIII, Section 8.1 of the Registrant's Restated Bylaws (the "Restated Bylaws") provides that, subject to board approval, the corporation shall indemnify any person made, or threatened to be made, a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that such person or such person's testator or intestate is or was a director or officer of the corporation or any predecessor of the corporation, or served any other enterprise as a director or officer at the request of the corporation or any predecessor of the corporation. The rights of indemnification under the Restated Bylaws are not exclusive of any other rights to which any director or officer of the corporation may be entitled apart from the provisions of Article VIII.

The general effect of the foregoing provisions may be to reduce the circumstances in which an officer or director of the Registrant may be required to bear the economic burden of the foregoing liabilities and expenses.

In addition to the indemnification provided for in the Registrant's Certificate and Restated Bylaws, the Registrant has purchased directors' and officers' liability insurance which would insure the Registrant's directors and officers against certain liabilities which might be incurred in connection with the performance of their duties.

Item 7. Exemption From Registration Claimed

Not Applicable.

Item 8. Exhibits

The following exhibits are filed herewith or incorporated by reference as part of this Registration Statement:

<u>Exhibit Number</u>	<u>Description</u>
4.1	Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K, filed with the SEC on October 19, 2005).
4.2	Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to Amendment No. 1 to the Registrant's Form S-1, Registration No. 333-126402, filed with the SEC on August 18, 2005).
5.1	Opinion of LeBoeuf, Lamb, Greene & MacRae LLP.
23.1	Consent of Counsel (included in Exhibit 5.1).
23.2	Consent of KPMG LLP, Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included on the signature pages of this Registration Statement).

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) to reflect in the prospectus any factors or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
 - (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;
- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof;
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on November 22, 2005.

FIDELITY NATIONAL TITLE GROUP, INC.

/s/ Anthony J. Park

Anthony J. Park
Chief Financial Officer

Power of Attorney and Signatures

We, the undersigned directors and officers of Fidelity National Title Group, Inc. (the "Company"), hereby severally appoint Raymond R. Quirk and Anthony J. Park, and each of them individually, with full powers of substitution and resubstitution, our true and lawful attorneys, with full powers to them and each of them to sign for us, in our names and in the capacities indicated below, any and all amendments to such Registration Statement (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as each of them might or could do in person, and hereby ratifying and confirming all that such attorneys, and each of them, or their substitute or substitutes, shall do or cause to be done by virtue of this Power of Attorney.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ William P. Foley, II</u> William P. Foley, II	Chairman of the Board of Directors	November 22, 2005
<u>/s/ Raymond R. Quirk</u> Raymond R. Quirk	Chief Executive Officer (Principal Executive Officer)	November 22, 2005
<u>/s/ Anthony J. Park</u> Anthony J. Park	Chief Financial Officer (Principal Financial and Accounting Officer)	November 22, 2005
<u>/s/ William G. Bone</u> William G. Bone	Director	November 22, 2005
<u>/s/ Willie D. Davis</u> Willie D. Davis	Director	November 22, 2005
<u>/s/ John F. Farrell, Jr.</u> John F. Farrell, Jr.	Director	November 22, 2005

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Philip G. Heasley</u> Philip G. Heasley	Director	November 22, 2005
<u>/s/ William A. Imparato</u> William A. Imparato	Director	November 22, 2005
<u>Donald M. Koll</u> <u>/s/ General William Lyon</u> General William Lyon	Director	November 22, 2005
<u>/s/ Frank P. Willey</u> Frank P. Willey	Director	November 22, 2005

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LEBOEUF, LAMB, GREENE & MACRAE LLP

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RIYADH
AFFILIATED OFFICE
BISHKEK
ALMATY
BEIJING

November 22, 2005

Fidelity National Title Group, Inc.
601 Riverside Avenue
Jacksonville, Florida 32204

Re: Fidelity National Title Group, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to Fidelity National Title Group, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), of a Registration Statement on Form S-8 (the "Registration Statement") pertaining to the registration of a proposed issuance of up to an aggregate of 10,000,000 shares (the "Shares") of the Company's Class A common stock, par value \$0.0001 per share (the "Class A Common Stock"), pursuant to the Company's Employee Stock Purchase Plan (the "Plan").

This opinion is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

In connection with the opinion expressed below, we have examined (i) the Certificate of Incorporation and the Bylaws of the Company, in each case as amended to the date hereof, (ii) certain resolutions of the Board of Directors of the Company and (iii) the Plan. In addition, we have examined originals (or copies certified or otherwise identified to our satisfaction) of such other agreements, instruments, certificates, documents and records, and we have made such investigations of law, as we have deemed necessary or appropriate as a basis for the opinion expressed below.

In such examination, we have assumed, without inquiry, the legal capacity of all natural persons, the genuineness of all signatures on all documents examined by us, the authenticity of all documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as copies and the authenticity of the originals of such latter documents. As to any facts material to our opinions, we have, when the relevant facts were not independently established, relied upon the aforesaid agreements, instruments, certificates, documents and records and upon statements, representations, certificates and covenants of



officers and representatives of the Company and of public officials. We have assumed that such statements, representations, certificates and covenants are and will continue to be true and complete without regard to any qualification as to knowledge or belief.

Based upon and subject to the foregoing, and subject to the further qualifications, assumptions and limitations stated below, we are of the opinion that when the shares of Class A Common Stock have been issued, duly delivered and sold and consideration has been received therefor by the Company in accordance with the terms of the Plan, the shares will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, the applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting those laws.

We hereby consent to the filing of this letter as an exhibit to the Registration Statement. In giving our consent, we do not thereby concede that we come within the category of persons whose consent is required by the Securities Act or the General Rules and Regulations promulgated thereunder.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein.

Very truly yours,

/s/ LeBoeuf, Lamb, Greene & MacRae LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Fidelity National Title Group, Inc.:

We consent to the use of our reports dated August 16, 2005, except as to Note A to the Combined Financial Statements, which is as of September 26, 2005, with respect to the Combined Balance Sheets of Fidelity National Title Group, Inc. and subsidiaries as of December 31, 2004 and 2003, and the related Combined Statements of Earnings, Equity and Comprehensive Earnings and Cash Flows for each of the years in the three-year period ended December 31, 2004, and the related financial statement schedule, included in the Registrant's Form S-1, Registration No. 333-126402, dated and filed on September 27, 2005, incorporated by reference in this registration statement.

Our reports refer to a change in accounting for stock-based employee compensation in 2003.

/s/ KPMG LLP

Jacksonville, Florida
November 22, 2005