

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 13F

FORM 13F COVER PAGE

OMB APPROVAL

OMB Number:	3235-0006
Expires:	Oct 31, 2018
Estimated average burden hours per response:	23.8

Report for the Calendar Year or Quarter Ended: 06-30-2013

Check here if Amendment Amendment Number:
This Amendment (Check only one.): is a restatement.
adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Fidelity National Financial, Inc.
Address: 601 Riverside Avenue
Jacksonville, FL 32204

Form 13F File Number: 028-11785

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Michael L. Gravelle
Title: EVP, General Counsel and Corporate Secretary
Phone: 904-854-8100

Signature, Place, and Date of Signing:

/s/ Michael L. Gravelle Jacksonville, FL 08-22-2013
[Signature] [City, State] [Date]

Report Type (Check only one.):

X 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

Form 13F Summary Page

Report Summary:

Number of Other Included Managers:	0
Form 13F Information Table Entry Total:	20
Form 13F Information Table Value Total:	144,617

(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

NONE

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FORM 13F INFORMATION TABLE

OMB APPROVAL	
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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGER	SOLE	SHARED	NONE	
Altria Group Inc	COM	02209S103	2,624	75,000	SH		SOLE	75,000	0	0	
Atlas Pipeline Partners LP	COM	049392103	7,161	187,500	SH		SOLE	187,500	0	0	
Conoco Phillips	COM	20825C104	5,645	93,300	SH		SOLE	93,300	0	0	
Dow Chem Co	COM	260542103	1,003	31,177	SH		SOLE	31,177	0	0	
Fidelity National Information Services	COM	31620M106	68,709	1,603,860	SH		SOLE	1,603,860	0	0	
General Mills Inc	COM	370334104	1,274	26,261	SH		SOLE	26,261	0	0	
Hewlett Packard Company	COM	428236103	744	30,000	SH		SOLE	30,000	0	0	
Illinois Tool Works Inc	COM	452308109	1,307	18,893	SH		SOLE	18,893	0	0	
International Paper	COM	460146103	1,394	31,456	SH		SOLE	31,456	0	0	
Johnson & Johnson	COM	478160104	8,285	96,500	SH		SOLE	96,500	0	0	
Kellogg Company	COM	487836108	1,232	19,177	SH		SOLE	19,177	0	0	
Linn Energy, LLC	COM	536020100	8,620	259,800	SH		SOLE	259,800	0	0	
McDonalds Corporation	COM	580135101	1,014	10,244	SH		SOLE	10,244	0	0	
PAA Natural Gas Storage LP	COM	693139107	4,492	213,500	SH		SOLE	213,500	0	0	
Phillips 66	COM	718546104	2,748	46,650	SH		SOLE	46,650	0	0	
Pitney Bowes Inc.	COM	724479100	2,978	202,890	SH		SOLE	202,890	0	0	
Proctor & Gamble Company	COM	742718109	7,537	97,900	SH		SOLE	97,900	0	0	

Reynolds American Inc	COM	761713106	7,275	150,400	SH	SOLE	150,400	0	0
TC Pipelines LP	COM	87233Q108	6,711	139,000	SH	SOLE	139,000	0	0
Williams Companies	COM	969457100	3,864	119,000	SH	SOLE	119,000	0	0