
**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): November 18, 2022

Fidelity National Financial, Inc.

(Exact name of Registrant as Specified in its Charter)

001-32630

(Commission File Number)

Delaware

16-1725106

(State or Other Jurisdiction of
Incorporation or Organization)

(IRS Employer Identification Number)

601 Riverside Avenue
Jacksonville, Florida 32204

(Addresses of Principal Executive Offices)

(904) 854-8100

(Registrant's Telephone Number, Including Area Code)

(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:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
FNF Common Stock, \$0.0001 par value	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 November 18, 2022, in connection with the previously announced separation and distribution (the “Distribution”) of approximately 15% of the shares of common stock of its wholly-owned subsidiary F&G Annuities & Life, Inc. (“F&G”), Fidelity National Financial, Inc. (“FNF”) announced in a press release that the U.S. Securities and Exchange Commission has declared effective F&G’s registration statement on Form 10 (the “Registration Statement”).

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

The Registration Statement includes an information statement that describes the separation and distribution and provides important information regarding F&G, including its business and management, certain risks related to an investment in F&G and certain other matters. F&G expects to commence mailing of the final information statement, dated November 18, 2022, to FNF’s shareholders on or about November 22, 2022.

F&G expects that shares of F&G common stock will commence trading on a “when-issued” basis on the New York Stock Exchange (the “NYSE”) under the symbol “FG WI” one business day prior to the November 22, 2022 record date for the Distribution. The Distribution is expected to be effective at 12:01 a.m. Eastern time on December 1, 2022. “Regular-way” trading of F&G common stock on the NYSE is expected to begin on December 1, 2022 under the symbol “FG.” Following the separation and distribution, FNF will continue to trade on the NYSE under the symbol “FNF.” Completion of the Distribution is subject to the satisfaction or waiver of certain conditions described in the final information statement and in the form of Separation and Distribution Agreement, which is filed as an exhibit to the Registration Statement.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Exhibit Description
99.1	Press release, dated November 18, 2022
101	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

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.

Fidelity National Financial, Inc.

Date: November 18, 2022

By: /s/ Michael L. Gravelle

Name: Michael L. Gravelle

Title: Executive Vice President, General Counsel
and Corporate Secretary



PRESS RELEASE

Fidelity National Financial Announces F&G Annuities & Life, Inc. Form 10 Registration Statement Declared Effective

Jacksonville, Fla., November 18, 2022 /PRNewswire/ – Fidelity National Financial, Inc. (NYSE: FNF) (“FNF” or the “Company”), a leading provider of title insurance and transaction services to the real estate and mortgage industries and a leading provider of insurance solutions serving retail annuity and life customers and institutional clients through FNF’s wholly-owned subsidiary, F&G Annuities & Life, Inc. (“F&G”), today announced that the U.S. Securities and Exchange Commission (the “SEC”) has declared F&G’s amended registration statement on Form 10 effective (the “Registration Statement”). The Registration Statement, including amendments thereto, is available on the SEC’s website at www.sec.gov and includes information regarding F&G’s business and the transaction.

As previously announced, FNF’s board of directors has approved the distribution of approximately 15% of the shares of common stock of F&G to FNF shareholders on a pro rata basis. The distribution is expected to be made at 12:01 a.m. Eastern Standard Time (“EST”) on December 1, 2022, to FNF shareholders as of the close of business on November 22, 2022, the record date for the distribution. Upon completion of the distribution, FNF shareholders of record will retain their FNF shares and will receive 68 F&G shares for every 1,000 FNF shares held as of the record date. Following the distribution, FNF will retain control of F&G through an approximately 85% equity ownership stake.

The New York Stock Exchange (the “NYSE”) has authorized F&G’s common stock for listing and advised that “when-issued” trading in F&G common stock on the NYSE will begin on November 21, 2022, under the symbol “FG WI” and continue through the close of trading on the day prior to the distribution date. Beginning on December 1, 2022, “when-issued” trading will end and F&G common stock will begin “regular-way” trading on the NYSE under the symbol “FG”.

Shares of FNF common stock will continue to trade “regular-way” on the NYSE under the symbol “FNF” through and after the December 1, 2022 distribution date. Any holder of shares of FNF common stock who sells FNF shares “regular-way” through the close of trading on the day prior to the December 1, 2022 distribution date will also be selling such holder’s right to receive shares of F&G common stock in the distribution. FNF shares will also trade “ex-distribution” (that is, without the right to receive shares of F&G common stock in the distribution) under the symbol “FNF WI” beginning on November 21, 2022 and continuing through the close of trading on the day prior to the distribution date. Investors should consult with their financial advisors if they seek to sell their shares of FNF common stock on or after the record date and on or before the distribution date. Beginning on December 1, 2022, “regular-way” trading in FNF stock will reflect the distribution of F&G. FNF common stock will continue to trade on the NYSE after the distribution under the symbol “FNF”.

The completion of the F&G distribution is subject to the satisfaction or waiver of a number of conditions described in the information statement included in the Form 10 and in the form of separation and distribution agreement, which is filed as an exhibit to the Registration Statement. FNF and F&G expect all conditions to the F&G distribution to be satisfied on or before the distribution date. The distribution of F&G common stock and cash received in lieu of fractional shares will be treated as a taxable distribution for U.S. federal income tax purposes. FNF shareholders should consult their tax advisors about the particular consequences of the separation and distribution, including the application of federal, state, local and non-U.S. tax laws.

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 www.fnf.com.

About F&G

F&G is part of the FNF family of companies. F&G is committed to helping Americans turn their aspirations into reality. F&G is a leading provider of insurance solutions serving retail annuity and life customers and institutional clients and is headquartered in Des Moines, Iowa. For more information, please visit www.fglife.com.

Forward-Looking Statements and Risk Factors

This press release contains forward-looking statements that involve a number of risks and uncertainties. Statements that are not historical facts, including statements regarding our expectations, hopes, intentions or strategies regarding the future are forward-looking statements, including the ability to complete the separation and distribution and list on the NYSE. Forward-looking statements are based on management's beliefs, as well as assumptions made by, and information currently available to, management. Because such statements are based on expectations as to future financial and operating results and are not statements of fact, actual results may differ materially from those projected. We undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise. The risks and uncertainties which forward-looking statements are subject to include, but are not limited to: diversion of management's attention and the potential impact of the consummation of the F&G transaction on relationships, including with employees, suppliers, customers and competitors; our ability to successfully realize the anticipated benefits of the separation and distribution; the ability to satisfy any necessary conditions (including any applicable regulatory approvals) to consummate the separation and distribution within the estimated timeframe or at all; the final terms and conditions of the separation and distribution, including the nature of agreements and arrangements between FNF and F&G following any such transaction, the costs of any such transaction, and the nature and amount of indebtedness incurred by F&G; changes in general economic, business, political crisis, war and COVID-19 conditions, including changes in the financial markets; weakness or adverse changes in the level of real estate activity, which may be caused by, among other things, high or increasing interest rates, a limited supply of mortgage funding or a weak U.S. economy; our potential inability to find suitable acquisition candidates; our dependence on distributions from our title insurance underwriters as a main source of cash flow; significant competition that F&G and our operating subsidiaries face; compliance with extensive government regulation of our operating subsidiaries; and other risks detailed in the "Statement Regarding Forward-Looking Information," "Risk Factors" and other sections of FNF's Form 10-K and other filings with the SEC.

FNF-G

SOURCE Fidelity National Financial, Inc.; F&G Annuities & Life, Inc. (formerly listed as FGL Holdings)

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