

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE TO**  
(Amendment No. 2)

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934

**FIDELITY NATIONAL FINANCIAL, INC.**  
(Name of Subject Company (Issuer) and Filing Person (Offeror))

FNFV Group Common Stock, \$0.0001 par value  
(Title of Class of Securities)

31620R402  
(CUSIP Number of Class of Securities)

Michael L. Gravelle  
Executive Vice President, General Counsel and Corporate Secretary  
Fidelity National Financial, Inc.  
601 Riverside Avenue  
Jacksonville, Florida 32204  
(904) 854-8100

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

Copy to:

Michael J. Aiello, Esq.  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, NY 10153  
(212) 310-8000

**CALCULATION OF FILING FEE**

Transaction valuation(1)	Amount of filing fee(2)
\$185,000,000.00	\$21,497.00

- (1) The transaction valuation is estimated only for purposes of calculating the filing fee. This amount is based on the offer to purchase for not more than \$185,000,000.00 in the aggregate of up to 12,012,987 shares of FNFV Group common stock, par value \$0.0001 per share, at the maximum tender offer price of \$15.40 per share.
- (2) The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$116.20 per \$1,000,000 of the value of the transaction.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$21,497.00  
Form or Registration No.: Schedule TO

Filing Party: Fidelity National Financial, Inc.  
Date Filed: February 23, 2015

- Check the box if filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
  - Rule 14d-1(d) (Cross-Border Third Party Tender Offer)
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This Amendment No. 2 (this "Amendment No. 2") amends and restates the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the "SEC") on February 23, 2015 and amended by Amendment No. 1 to the Schedule TO filed with the SEC on March 2, 2015 (the "Schedule TO") by Fidelity National Financial, Inc. ("FNF" or the "Company"). The Schedule TO relates to the offer by the Company to purchase for cash, using cash attributed to its FNFV Group, up to \$185,000,000.00 in value of shares of its FNFV Group common stock, par value \$0.0001 per share (the "Shares"), at a price of not less than \$14.30 nor greater than \$15.40 per Share upon the terms and subject to the conditions described in the Offer to Purchase, dated February 23, 2015 (as it may be amended or supplemented, the "Offer to Purchase"), and in the related Letter of Transmittal (as it may be amended or supplemented, the "Letter of Transmittal"), which together, as each may be amended or supplemented from time to time, constitute the "Offer."

This Amendment No. 2 is intended to satisfy the reporting requirements of Rule 13e-4(c)(3) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All information in the Offer, including all schedules and annexes thereto, which were previously filed with the Schedule TO, is hereby expressly incorporated by reference into this Amendment No. 2, except that such information is hereby amended and supplemented to the extent specifically provided for herein.

**Item 11. Additional Information.**

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following information to the end thereof:

On March 23, 2015, FNF issued a press release announcing the preliminary results of the Offer, which expired at 12:00 midnight, New York City time, at the end of the day on Friday, March 20, 2015. A copy of such press release is filed as Exhibit (a)(5)(D) to this Schedule TO and is incorporated herein by reference.

**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended to add the following exhibit to the exhibit index:

<u>Exhibit Number</u>	<u>Description</u>
Exhibit (a)(5)(D)	Press Release issued by Fidelity National Financial, Inc., dated March 23, 2015.

A restatement of the exhibit index, giving effect to the above addition, is included in this Amendment No. 2 following the signature page.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 23, 2015

**FIDELITY NATIONAL FINANCIAL, INC.**

By: /s/ Michael L. Gravelle

Name: Michael L. Gravelle

Title: Executive Vice President, General Counsel and Corporate Secretary

## INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)(A)	Offer to Purchase, dated February 23, 2015.*
(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated February 23, 2015.*
(a)(1)(E)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated February 23, 2015.*
(a)(1)(F)	Letter to Fidelity National Financial, Inc. 401(k) Profit Sharing Plan Participants, dated February 23, 2015.*
(a)(1)(G)	Direction Form for Participants in the Fidelity National Financial, Inc. 401(K) Profit Sharing Plan, dated February 23, 2015.*
(a)(1)(H)	Letter to Holders of Certificates for FNF Class A Common Stock or Fidelity National Title Group, Inc. Common Stock, dated February 23, 2015.*
(a)(1)(I)	Summary Advertisement, dated February 23, 2015.*
(a)(2)	None.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)(A)	Press release issued by Fidelity National Financial, Inc. on February 23, 2015.*
(a)(5)(B)	Press release issued by Fidelity National Financial, Inc. dated February 18, 2015 (incorporated by reference to Exhibit 99.1 to the Registrant's SC TO-C filed on February 18, 2015).
(a)(5)(C)	FNFV Investor Presentation Winter 2015, dated February 18, 2015 (incorporated by reference to Exhibit 99.1 to the Registrant's SC TO-C filed on February 18, 2015).
(a)(5)(D)	Press Release issued by Fidelity National Financial, Inc., dated March 23, 2015.
(b)	None.
(d)(1)	Amended and Restated Fidelity National Financial, Inc. 2005 Omnibus Incentive Plan, as amended and restated, effective as of August 4, 2014 (incorporated by reference to Exhibit 99.1 to the Registrant's Form S-8 filed on August 15, 2014).
(d)(2)	Fidelity National Title Group, Inc. Employee Stock Purchase Plan, effective as of September 26, 2005 (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013).
(d)(3)	Form of Notice of Restricted Stock Grant and Restricted Stock Award Agreement under Amended and Restated Fidelity National Financial, Inc. 2005 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.5 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2008).
(d)(4)	Form of Notice of Restricted Stock Grant and Restricted Stock Award Agreement under Amended and Restated Fidelity National Financial, Inc. 2005 Omnibus Incentive Plan for November 2013 Awards (incorporated by reference to Exhibit 10.11 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2013).
(d)(5)	Form of Notice of Stock Option Award Agreement under Amended and Restated Fidelity National Financial, Inc. 2005 Omnibus Incentive Plan for November 2013 Awards (incorporated by reference to Exhibit 10.12 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2013).

- (d)(6) Form of Notice of Restricted Stock Grant and Restricted Stock Award Agreement under Amended and Restated Fidelity National Financial, Inc. 2005 Omnibus Incentive Plan for October 2012 awards (incorporated by reference to Exhibit 10.6 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2012).
- (d)(7) Form of Notice of Restricted Stock Grant and Restricted Stock Award Agreement under Amended and Restated Fidelity National Financial, Inc. 2005 Omnibus Incentive Plan for October 2011 awards (incorporated by reference to Exhibit 10.6 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011).
- (d)(8) Form of Notice of Restricted Stock Grant and Restricted Stock Award Agreement under Amended and Restated Fidelity National Financial, Inc. 2005 Omnibus Incentive Plan for November 2010 awards (incorporated by reference to Exhibit 10.7 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2010).
- (d)(9) Form of Notice of Restricted Stock Grant and Restricted Stock Award Agreement under Amended and Restated Fidelity National Financial, Inc. 2005 Omnibus Incentive Plan for November 2009 awards (incorporated by reference to Exhibit 10.6 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2009).
- (d)(10) Form of Notice of Stock Option Grant and Stock Option Award Agreement under Amended and Restated Fidelity National Financial, Inc. 2005 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.10 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2012).
- (d)(11) Form of Notice of Stock Option Grant and Stock Option Award Agreement under Amended and Restated Fidelity National Financial, Inc. 2005 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.6 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2008).
- (d)(12) Amended and Restated Employment Agreement between the Registrant and Anthony J. Park, effective as of October 10, 2008 (incorporated by reference to Exhibit 10.11 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2008).
- (d)(13) Amendment effective February 4, 2010 to Amended and Restated Employment Agreement between the Registrant and Anthony J. Park, effective as of October 10, 2008 (incorporated by reference to Exhibit 10.13 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2009).
- (d)(14) Amendment effective July 1, 2012 to Amended and Restated Employment Agreement between the Registrant and Brent B. Bickett, effective as of July 2, 2008. (incorporated by reference to Exhibit 10.7 to Registrant's Current Report on Form 8-K filed on July 3, 2012).
- (d)(15) Amendment effective August 27, 2013 to Amended and Restated Employment Agreement between the Registrant and William P. Foley, II, effective as of July 2, 2008 (incorporated by reference to Registrant's Current Report on Form 8-K filed on January 15, 2014).
- (d)(16) Amended and Restated Employment Agreement between the Registrant and William P. Foley, II, effective as of July 2, 2008 (incorporated by reference to Exhibit 10.14 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2008).
- (d)(17) Amended and Restated Employment Agreement between the Registrant and Raymond R. Quirk, effective as of October 10, 2008 (incorporated by reference to Exhibit 10.16 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2008).
- (d)(18) Amendment effective February 4, 2010 to Amended and Restated Employment Agreement between the Registrant and Raymond R. Quirk, effective as of October 10, 2008 (incorporated by reference to Exhibit 10.21 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2009).
- (d)(19) Amended and Restated Employment Agreement between the Registrant and Michael L. Gravelle, effective as of January 30, 2013 (incorporated by reference to Exhibit 10.6 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2012).
- (d)(20) Fidelity National Title Group, Inc. Annual Incentive Plan (incorporated by reference to Annex B to the Registrant's Schedule 14A filed on April 11, 2011).

- (d)(21) Fidelity National Financial, Inc. Deferred Compensation Plan, as amended and restated, effective January 1, 2009, amended as of February 1, 2012 (incorporated by reference to Exhibit 10.18 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2008).
- (d)(22) Amended and Restated Employment Agreement between the Registrant and Peter T. Sadowski, effective as of February 4, 2010 (incorporated by reference to Exhibit 10.25 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2012).
- (d)(23) Form of Notice of Long-Term Investment Success Performance Award Agreement - Tier 1 under Amended and Restated Fidelity National Financial, Inc. 2005 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013).
- (d)(24) Form of Notice of Long-Term Investment Success Performance Award Agreement - Tier 2 under Amended and Restated Fidelity National Financial, Inc. 2005 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013).
- (d)(25) The Fidelity National Financial, Inc. 2013 Employee Stock Purchase Plan, as amended and restated, as of June 18, 2014 (incorporated by reference to Exhibit 10.1 to the Registrant's Form S-8 filed on July 3, 2014).
- (d)(26) Form of Notice of Long-Term Investment Success Performance Award Agreement under Amended and Restated Fidelity National Financial, Inc. 2005 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014).
- (d)(27) Form of Notice of Restricted Stock Grant and Restricted Stock Award Agreement Under Amended and Restated Fidelity National Financial, Inc. 2005 Omnibus Incentive Plan for September 2014 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014).
- (d)(28) Amended and Restated Employment Agreement between Fidelity National Financial, Inc. and William P. Foley, II (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K for January 9, 2015).
- (g) None.
- (h) None.

\* Previously filed as exhibits to the initial Schedule TO filed on February 23, 2015.



## PRESS RELEASE

### FNFV Announces Preliminary Results of Modified Dutch Auction Tender Offer

Jacksonville, Fla. — (March 23, 2015) – Fidelity National Financial Ventures (NYSE:FNFV), a tracking stock established to highlight the inherent value of the portfolio companies of Fidelity National Financial, Inc. (“FNF”), today announced the preliminary results of its modified Dutch auction tender for the purchase of up to \$185 million of FNFV common stock, which expired at the end of the day, 12:00 a.m., midnight, New York City time on March 20, 2015.

Based on the preliminary count by Continental Stock Transfer & Trust Company, the depository for the tender offer, a total of 15,296,306 shares of FNFV common stock were properly tendered and not properly withdrawn at or below \$15.00 per common share, including 2,702,613 shares that were tendered through a notice of guaranteed delivery. Due to the tender offer being oversubscribed, FNF expects to purchase only a prorated portion of the shares properly tendered by each tendering stockholder (other than “odd lot” holders whose shares will be purchased on a priority basis) at or below the final per share purchase price.

In accordance with the terms and conditions of the tender offer and based on a preliminary count by the depository, FNF expects to accept for purchase approximately 12,333,333 shares of FNFV common stock at an anticipated price of \$15.00 per common share, for a total aggregate cost of approximately \$185 million, excluding fees and expenses related to the tender offer.

The number of shares to be purchased, the purchase price per share, and aggregate purchase price are preliminary and subject to change, are based on shares tendered through notice of guaranteed delivery being delivered within the applicable three business day period (which may not occur) and are subject to verification by the depository. The final number of shares purchased, the final purchase price per share, and aggregate purchase price will be announced following expiration of the guaranteed delivery period and completion of the verification process. Payment for the shares accepted for purchase under the tender offer, and return of all other shares tendered and not purchased, will occur promptly thereafter.

Questions and requests for assistance may be directed to Georgeson Inc., the information agent for the tender offer, at 800-261-1047 or in writing to 480 Washington Blvd., 26th Floor, Jersey City, NJ 07310.

#### **About FNF**

Fidelity National Financial, Inc., is organized into two groups, FNF Core (NYSE:FNF) and FNFV. FNF Core is a leading provider of title insurance, technology 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. FNF also provides industry-leading mortgage technology solutions and transaction services, including MSP®, the leading residential mortgage servicing technology platform in the U.S., through its majority-owned subsidiaries, Black Knight Financial Services, LLC and ServiceLink Holdings, LLC. In addition, through FNFV we own majority and minority equity investment stakes in a number of entities, including American Blue Ribbon Holdings, LLC, J.Alexander’s, LLC, Ceridian HCM, Inc., Fleetcor Technologies, Inc. and Digital Insurance, Inc. More information about FNF can be found at [www.fnf.com](http://www.fnf.com).



## **Forward-Looking Statements**

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. 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: shareholders' willingness to tender common shares of FNFV; changes in general economic, business and political 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, acquisitions in lines of business that will not necessarily be limited to our traditional areas of focus, or difficulties in integrating acquisitions; our dependence on distributions from our title insurance underwriters as a main source of cash flow; significant competition that 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 the Company's Form 10-K and other filings with the Securities and Exchange Commission.

SOURCE: Fidelity National Financial, Inc.

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