

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Shea Peter O Jr</u>			2. Issuer Name and Ticker or Trading Symbol <u>Fidelity National Financial, Inc. [ FNF ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/01/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person					
601 RIVERSIDE AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)								
(Street)	JACKSONVILLE FL		32204								
(City)	(State)	(Zip)									

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/01/2020		A		3,773	A	(1)	3,773	I	By Sarah H. Shea Trust
Common Stock	06/01/2020		A		3,773	A	(1)	3,773	I	By Selva Family Trust u/a/d April 22, 2014
Common Stock	06/01/2020		A		18,874	A	(1)	18,874	I	By Siam II Partners
Common Stock	06/01/2020		A		15,101	A	(1)	15,101	I	By The Peter O. Shea Jr. Family 2012 Trust
Common Stock	06/01/2020		A		3,773	A	(1)	3,773	I	By Toyopa Partners, LP
Common Stock								151,895	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Warrants (right to buy)	(2)	06/01/2020		A		8,330		06/01/2020	11/30/2022	Common Stock	736	\$0	8,330	I	By Sarah H. Shea Trust
Warrants (right to buy)	(2)	06/01/2020		A		8,330		06/01/2020	11/30/2022	Common Stock	736	\$0	8,330	I	By Selva Family Trust u/a/d April 22, 2014
Warrants (right to buy)	(2)	06/01/2020		A		41,670		06/01/2020	11/30/2022	Common Stock	3,679	\$0	41,670	I	By Siam II Partners

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants (right to buy)	(2)	06/01/2020		A		33,340		06/01/2020	11/30/2022	Common Stock	3,679	\$0	33,340	I	By The Peter O. Shea Jr. Family 2012 Trust
Warrants (right to buy)	(2)	06/01/2020		A		8,330		06/01/2020	11/30/2022	Common Stock	736	\$0	8,330	I	By Toyopa Partners, LP

**Explanation of Responses:**

1. Pursuant to the Agreement and Plan of Merger, dated as of February 7, 2020, by and among FNF, FGL Holdings ("FGL"), F I Corp. ("Merger Sub I") and F II Corp. ("Merger Sub II") (as amended, the "Merger Agreement"), Merger Sub I merged with and into the Issuer (the "First Merger") with FGL surviving the First Merger (the "Surviving Company"), and the Surviving Company then merged with and into Merger Sub II (the "Second Merger" and, together with the First Merger, the "Mergers"), with Merger Sub II surviving the Second Merger as a wholly owned subsidiary of FNF. Each ordinary share of FGL held by the reporting person was converted into the right to receive (i) \$12.50 in cash or (ii) 0.2558 shares of common stock of FNF at the election of the holder, subject to the proration mechanics set forth in the Merger Agreement (the "Merger Consideration"). The Mergers were effective on June 1, 2020.

2. Upon consummation of the Mergers, each warrant to purchase FGL Ordinary Shares was converted into the right to purchase and receive upon exercise \$8.18 in cash and 0.0883 shares of FNF common stock (the "Warrants"). In accordance with the Warrant Agreement, dated as of May 19, 2016, between Continental Stock Transfer & Trust Company and CF Corporation (the "Warrant Agreement") pursuant to which the Warrants were issued, if the registered holder of the Warrant properly exercises the Warrant within thirty days following the closing of the Mergers, the exercise price will be reduced from \$11.50 to \$7.68.

/s/ Colleen E. Haley, as  
attorney-in-fact

06/03/2020

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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