

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):

May 5, 2017

Fidelity National Financial, Inc.

(Exact name of Registrant as Specified in its Charter)

001-32630

(Commission File Number)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

16-1725106
(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))

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 1.01. Entry into a Material Definitive Agreement

On May 5, 2017, Fidelity National Financial Ventures, LLC, a Delaware limited liability company ("FNFV"), and together with a minority equity investor, "Sellers") and a subsidiary of Fidelity National Financial, Inc., a Delaware corporation ("FNF"), and Digital Insurance Holdings, Inc., a Delaware corporation and a majority-owned subsidiary of FNFV ("DIH"), entered into a Membership Interest Purchase Agreement (the "Purchase Agreement") with Achilles Acquisition LLC, a Delaware limited liability company ("Achilles"). Immediately prior to the close of the transaction contemplated by the Purchase Agreement, DIH and each of its Subsidiaries will convert to Delaware limited liability companies (the resulting entities to be collectively referred to as "OneDigital"). Subject to the terms and conditions of the Purchase Agreement, which has been approved by the DIH board of directors and the respective parties, Achilles will acquire all ownership interests in OneDigital from Sellers (the "Acquisition") for \$560 million in cash (the "Consideration"), subject to adjustments based on matters such as working capital and indebtedness of OneDigital at the time of the closing.

Consummation of the Acquisition is subject to the satisfaction or waiver of customary conditions, including, among other things, (i) the expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, (ii) the absence of any injunction or applicable law prohibiting consummation of the Acquisition, (iii) the accuracy of the representations and warranties made by Sellers, DIH and Achilles (subject to materiality qualifiers), including the absence of any change, effect, event, occurrence, circumstance or state of facts, from December 31, 2016 to the effective time of the Acquisition, that has had or would reasonably be expected to have a Material Adverse Effect (as defined in the Purchase Agreement) on OneDigital, and (iv) the performance, in all material respects, by each of DIH, Sellers and Achilles of all of their respective obligations under the Purchase Agreement.

The Purchase Agreement contains customary representations and warranties and covenants made by DIH, Sellers and Achilles. In addition, DIH has agreed (i) to conduct its business in the ordinary course of business during the period between the execution of the Purchase Agreement and the closing of the Acquisition and (ii) not to take certain actions prior to the closing of the Acquisition without the prior written consent of Achilles.

The Purchase Agreement contains certain termination rights for Sellers, DIH and Achilles. Upon termination of the Purchase Agreement under specified circumstances by Sellers (or their representative) or DIH, Achilles will be required to pay DIH a termination fee equal to \$39.2 million.

Item 8.01. Other Events

On May 8, 2017, FNF issued a press release announcing the entry into the Purchase Agreement. A copy of the press release is filed as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits**(d) Exhibits**

<u>Exhibit</u>	<u>Description</u>
99.1	Press release dated May 8, 2017.

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 thereunto duly authorized.

Fidelity National Financial, Inc.

Date: May 11, 2017

By: /s/ Michael L. Gravelle

Name: Michael L. Gravelle

Title: Executive Vice President,

General Counsel and Corporate Secretary

EXHIBIT INDEX

Exhibit	Description
99.1	Press release dated May 8, 2017.



PRESS RELEASE

FNFV Announces Sale of One Digital for \$560 Million

Jacksonville, Fla. — (May 8, 2017) — Fidelity National Financial, Inc. today announced that FNFV Group (NYSE:FNFV) has signed a definitive agreement to sell One Digital Health and Benefits (“One Digital”) for \$560 million in an all-cash transaction. After repayment of debt, payout to option holders and a minority equity investor and other transaction related payments, FNFV expects to receive approximately \$330 million in cash from the sale. Closing is contingent on HSR clearance and is expected in the second quarter of 2017.

“We are excited to monetize One Digital at an attractive price for our shareholders and recognize a cash monetization of approximately \$330 million,” said Chairman William P. Foley, II. “We have seen tremendous growth in One Digital in our roughly 4 ½ year ownership and are proud of the success One Digital and FNFV have enjoyed together. We believe that One Digital will continue to flourish under its new ownership.”

“We are thrilled about this transaction for FNFV and their shareholders,” said One Digital President and CEO Adam Bruckman. “They have been an ideal partner for us over the past 4 ½ years as illustrated by our tremendous growth and success over that time period. We are equally excited to partner with our new investors for this next chapter as we look to build upon our industry leading growth and leadership position in the employee benefits marketplace.”

Triple Tree acted as the exclusive financial advisor to FNFV and One Digital for this transaction.

About Fidelity National Financial, Inc.

Fidelity National Financial, Inc. is organized into two groups, FNF Group (NYSE: FNF) and FNFV Group (NYSE: FNFV). FNF 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 and ServiceLink Holdings. FNFV holds majority and minority equity investment stakes in a number of entities, including American Blue Ribbon Holdings, LLC, Ceridian HCM, Inc., Digital Insurance, Inc. and Del Frisco’s Restaurant Group, Inc. More information about FNF and FNFV can be found at 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: 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.

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SOURCE: Fidelity National Financial, Inc.

CONTACT: Daniel Kennedy Murphy, Senior Vice President and Treasurer, 904-854-8120,
dkmurphy@fnf.com