

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

| OMB APPROVAL | |
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|---|---|--|
| 1. Name and Address of Reporting Person * <u>QUIRK RAYMOND R</u> (Last) (First) (Middle) 601 RIVERSIDE AVENUE (Street) JACKSONVILLE FL 32204 (City) (State) (Zip) | 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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 03/04/2015 | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

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 | | | |
| FNF Group Common Stock | 03/04/2015 | | M | | 52,491 | A | \$11.85 | 363,599.4209 | D | |
| FNF Group Common Stock | 03/04/2015 | | S | | 52,491 | D | \$35.918 ⁽¹⁾ | 311,108.4209 | D | |
| FNF Group Common Stock | 03/05/2015 | | M | | 84,660 | A | \$11.85 | 395,768.4209 | D | |
| FNF Group Common Stock | 03/05/2015 | | S | | 84,660 | D | \$35.906 ⁽²⁾ | 311,108.4209 | D | |
| FNF Group Common Stock | | | | | | | | 476.82 | I | 401(k) account |
| FNF Group Common Stock | | | | | | | | 1,035,630 | I | Quirk 2002 Trust |
| FNF Group Common Stock | | | | | | | | 47,193 | I | Raymond Quirk 2004 Trust |

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 |
| FNF Group Stock Option (right To Purchase) | \$11.85 | 03/04/2015 | | M | | 52,491 | | (3) | 11/08/2015 | FNF Group Common Stock | 52,491 | \$0 | 84,660 | D | |
| FNF Group Stock Option (right To Purchase) | \$11.85 | 03/05/2015 | | M | | 84,660 | | (3) | 11/08/2015 | FNF Group Common Stock | 84,660 | \$0 | 0 | D | |

Explanation of Responses:

- This transaction was executed in multiple trades at prices ranging from \$35.75 to 36.30. The price represents the weighted average sales price of the shares. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- This transaction was executed in multiple trades at prices ranging from \$35.75 to \$35.96. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- The options vested in three equal annual installments beginning 11-8-08.

/s/ Michael L. Gravelle, as attorney-in-fact

03/06/2015

** Signature of Reporting Person

Date

* 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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