

QUIRK RAYMOND R  
Form 4  
October 31, 2017

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
QUIRK RAYMOND R

2. Issuer Name and Ticker or Trading Symbol  
Fidelity National Financial, Inc.  
[FNF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
601 RIVERSIDE AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
10/27/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Executive Officer

JACKSONVILLE, FL 32204

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| FNF Group Common Stock          | 10/27/2017                           |  | F                              | 14,409 D  | \$ 494,979.3878<br>36.84 (1) (2)  | D  |   |
| FNF Group Common Stock          |                                      |  |                                |   | 502.23  | I  | 401(k) account  |
| FNF Group Common Stock          |                                      |  |                                |   | 1,035,630   | I  | Quirk 2002 Trust                                      |

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|                                 |        |   |                                |
|---------------------------------|--------|---|--------------------------------|
| FNF<br>Group<br>Common<br>Stock | 47,193 | I | Raymond<br>Quirk<br>2004 Trust |
|---------------------------------|--------|---|--------------------------------|

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         |
| FNF Group Stock Option (right To Purchase) | \$ 17.76   |                                      |  |                                |   | (3)<br>11/21/2020  | FNF Group Common Stock  | 656,181<br>(4)                |
| FNF Group Stock Option (right To Purchase) | \$ 21.84   |                                      |  |                                |   | (5)<br>11/03/2021  | FNF Group Common Stock  | 232,640<br>(4)                |
| FNF Group Stock Option (right to purchase) | \$ 25.53   |                                      |  |                                |   | (6)<br>10/29/2022  | FNF Group Common Stock  | 300,273<br>(4)                |
| FNF Group Stock Option                     | \$ 14.38   |                                      |  |                                |   | 11/08/2013 11/08/2019                                    | FNF Group Common Stock  | 120,578<br>(4)                |

(right To  
Purchase)

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| QUIRK RAYMOND R<br>601 RIVERSIDE AVENUE<br>JACKSONVILLE, FL 32204 |               |           | Chief Executive Officer |       |

## Signatures

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

10/30/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
 

As a result of an anti-dilution adjustment made in connection with the spinoff of Black Knight Financial Services, Inc. from the registrant, the number of shares subject to each outstanding FNF Group restricted stock award was increased to include an additional number of restricted shares of FNF Group common stock with an initial value equal to the value of Black Knight, Inc. common stock the holder

  - (1) would have otherwise received. The number of additional shares of FNF Group common stock was determined using the volume weighted average prices of FNF Group common stock and Black Knight, Inc. common stock over the three trading days immediately following the spin-off. Restricted stock awards were rounded down to the nearest share and cash was issued in lieu of fractional restricted shares.
  - (2) Amount adjusted to reflect shares acquired under the registrant's Employee Stock Purchase Plan.
  - (3) The options vested in three equal annual installments beginning November 21, 2014.
 

As a result of an anti-dilution adjustment made in connection with the spinoff of Black Knight Financial Services, Inc. from the registrant, the number of shares and exercise prices of each outstanding FNF Group stock option award were adjusted to preserve the award's pre-spinoff intrinsic value using (i) the volume weighted average price of FNF Group common stock over the three trading days immediately preceding the spinoff, and (ii) the volume weighted average price of FNF Group common stock over the three days immediately following the spinoff. Stock options were rounded down to the nearest share and up to the nearest penny, and cash was issued in lieu of options to purchase fractional shares.
  - (5) The options vested in three equal annual installments beginning November 3, 2015 .
  - (6) The options vest in three equal annual installments beginning October 29, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.