

Fidelity National Financial, Inc.  
Form 8-K  
October 29, 2013

**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): October 24, 2013**

**Fidelity National Financial, Inc.**

**(Exact name of Registrant as Specified in its Charter)**

**001-32630**

**(Commission File Number)**

**Delaware**  
**(State or Other Jurisdiction of**

**16-1725106**  
**(IRS Employer**

**Incorporation or Organization)**

**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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On October 24, 2013, Fidelity National Financial, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as representatives of the Underwriters named in Schedule I thereto (collectively, the Underwriters). Pursuant to the terms and conditions of the Underwriting Agreement, the Company agreed to sell to the Underwriters up to 19,837,500 shares of the Company's Class A common stock, par value \$0.0001 per share, including shares subject to an over-allotment option (collectively, the Shares). Delivery of the Shares, including the option shares, is expected to occur on October 30, 2013, subject to customary closing conditions. The Shares were offered and are being sold under the Company's shelf registration statement on Form S-3 (Registration No. 333-174650) filed on June 1, 2011 (as amended by Post-Effective Amendment No. 1 filed on June 3, 2011 the Registration Statement), as supplemented by a prospectus supplement.

The Company has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act. Certain of the Underwriters have provided to the Company in the past and may provide from time to time in the future certain commercial banking, financial advisory, investment banking and other services for which they have received and may continue to receive customary fees and expenses.

This summary of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement filed herewith as Exhibit 1.1 and incorporated by reference into this Item 1.01.

**Item 8.01. Other Events.**

Weil, Gotshal & Manges LLP, counsel to the Company, has delivered an opinion to the Company regarding the legality of the Shares upon issuance and sale thereof, which is attached hereto as Exhibit 5.1. The opinion is incorporated by reference into the Registration Statement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

- 1.1 Underwriting Agreement, dated as of October 24, 2013.
- 5.1 Opinion of Weil, Gotshal & Manges LLP.
- 23.1 Consent of Weil, Gotshal & Manges LLP (included in Exhibit 5.1).

**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: October 29, 2013

By: /s/ Michael L. Gravelle

Name: Michael L. Gravelle

Title: Executive Vice President, General Counsel and  
Corporate Secretary

EXHIBIT INDEX

Exhibit No.	Description
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5.1	Opinion of Weil, Gotshal & Manges LLP.
23.1	Consent of Weil, Gotshal & Manges LLP (included in Exhibit 5.1).