

Black Knight Financial Services, Inc.
Form 4
March 01, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Fidelity National Financial, Inc.

2. Issuer Name and Ticker or Trading Symbol
Black Knight Financial Services, Inc.
[BKFS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
601 RIVERSIDE AVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2016

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

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)
				Code	V	Amount			
Class B Common Stock	02/26/2016		J ⁽¹⁾			4,535,429	D \$ 0 0	I	See footnotes (2)
Class B Common Stock	02/26/2016		J ⁽¹⁾			2,957,432	D \$ 0 0	I	See footnotes (3)
Class B Common Stock	02/26/2016		J ⁽¹⁾			7,492,861	A \$ 0 83,309,940	I	See footnotes (4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Security (Instr. 3 and 4)	An Nu Sh
					V	(A)	(D)	Date Exercisable		
LLC Units	(5)	02/26/2016		J(1)		4,535,429	(5)	(5)	Class A Common Stock	4,
LLC Units	(5)	02/26/2016		J(1)		2,957,432	(5)	(5)	Class A Common Stock	2,
LLC Units	(5)	02/26/2016		J(1)	7,492,861		(5)	(5)	Class A Common Stock	7,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fidelity National Financial, Inc. 601 RIVERSIDE AVE JACKSONVILLE, FL 32204		X		
Chicago Title Insurance Co 601 RIVERSIDE AVE JACKSONVILLE, FL 32204		X		
Fidelity National Title Insurance Co 601 RIVERSIDE AVE JACKSONVILLE, FL 32204		X		
Black Knight Holdings, Inc. 601 RIVERSIDE AVE JACKSONVILLE, FL 32204		X		
FNTG Holdings, LLC 601 RIVERSIDE AVE JACKSONVILLE, FL 32204		X		

Fidelity National Title Group, Inc.
601 RIVERSIDE AVE
JACKSONVILLE, FL 32204

X

Signatures

FIDELITY NATIONAL FINANCIAL, INC., By: /s/ Michael L. Gravelle, Executive Vice
President, General Counsel and Corporate Secretary

03/01/2016

__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).

(1) Through a series of internal transactions that began on February 26, 2016 and completed on March 1, 2016, all shares of Class B common stock of the registrant and all limited liability company units of Black Knight Financial Services, LLC (the "LLC Units") held by each of Fidelity National Title Insurance Company ("FNTIC") and Chicago Title Insurance Company ("CTIC") were distributed to Fidelity National Financial, Inc. ("FNF"). As part of the same series of transactions, FNF contributed all such shares of Class B common stock and LLC Units to Black Knight Holdings, Inc. ("BKHI"), a wholly owned subsidiary of FNF. The total number of shares of Class B common stock and LLC Units held by FNF and its subsidiaries did not change as a result of the transactions. Shares of Class B common stock do not have economic rights. Upon any exchange of LLC Units for Class A common stock, the corresponding shares of Class B common stock then owned by such holder will be cancelled.

(2) Represents Class B common shares of the registrant and LLC Units held directly by CTIC. CTIC is a wholly owned subsidiary of Fidelity National Title Group, Inc. ("FNTG Inc."). FNTG Inc. is a wholly owned subsidiary of FNTG Holdings, LLC ("FNTG LLC"). FNTG LLC is a wholly owned subsidiary of FNF. Prior to the series of transactions described in footnote 1, each of FNTG Inc., FNTG LLC and FNF could have been deemed to indirectly beneficially own the securities. Each of FNTG Inc., FNTG LLC and FNF disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(3) Represents Class B common shares of the registrant and LLC Units held directly by FNTIC. FNTIC is a wholly owned subsidiary of FNTG Inc. FNTG Inc. is a wholly owned subsidiary of FNTG LLC. FNTG LLC is a wholly owned subsidiary of FNF. Prior to the series of transactions described in footnote 1, each of FNTG Inc., FNTG LLC and FNF could have been deemed to indirectly beneficially own the securities. Each of FNTG Inc., FNTG LLC and FNF disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(4) Represents Class B common shares of the registrant and LLC Units held directly by BKHI. BKHI is a wholly owned subsidiary of FNF. FNF may be deemed to indirectly beneficially own the securities held directly by BKHI. FNF disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(5) Pursuant to the terms of and subject to the limitations and restrictions set forth in the Amended and Restated Operating Agreement of Black Knight Financial Services, LLC, dated May 26, 2015, and any exchange agreement, units of Black Knight Financial Services, LLC are exchangeable for shares of Class A common stock on a one-for-one basis.

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.