

Black Knight Financial Services, Inc.
Form SC 13G/A
February 10, 2017

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Black Knight Financial Services, Inc.
(Name of Issuer)

Class A Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

09214X100

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 09214X100 13G Page 2 of 5 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (ENTITIES
ONLY)

Fidelity National Financial, Inc.
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP*

2 (a)

(b)

3 SEC USE ONLY
CITIZENSHIP OR PLACE OF
4 ORGANIZATION

Delaware
SOLE VOTING POWER

5
0

NUMBER
OF SHARED VOTING POWER
SHARES
6 BENEFICIALLY
OWNED 83,309,940 (1)

BY
EACH REPORTING
7 PERSON
0 WITH:

SHARED DISPOSITIVE POWER

8 83,309,940 (1)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
9 EACH REPORTING PERSON

83,309,940 (1)

CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
10 (9) EXCLUDES CERTAIN
SHARES*

N/A
11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN

ROW 9

54.7% (2)

TYPE OF REPORTING PERSON*

12

CO

(1) Represents shares of Class B common stock, par value \$0.0001 per share (the "Class B common stock"), of the Issuer. The Reporting Person has a right to exchange shares of the Class B common stock, together with an equal number of membership interests of Black Knight Financial Services, LLC ("BKFS LLC"), on a one-for-one basis for shares of Class A common stock of the Issuer.

(2) Calculated based on (i) 69,090,980 shares of Class A common stock outstanding on November 2, 2016 as reported in the Issuer's Form 10-Q filed on November 3, 2016 and (ii) assuming the exchange of 83,309,940 shares of Class B common stock and an equivalent number of membership interests of BKFS LLC into 83,309,940 shares of Class A common stock.

CUSIP No. 09214X100 13G Page 3 of 5 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (ENTITIES
ONLY)

Black Knight Holdings, Inc.
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP*

2 (a)

(b)

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware
SOLE VOTING POWER

5
0
NUMBER
OF SHARED VOTING POWER
SHARES
6 BENEFICIALLY
OWNED 83,309,940 (1)

BY
EACH REPORTING
7 PERSON
8 WITH:

SHARED DISPOSITIVE POWER

883,309,940 (1)

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

83,309,940 (1)

10 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN
SHARES*

N/A
PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

11

54.7% (2)

TYPE OF REPORTING PERSON*

12

CO

- (1) Represents shares of Class B common stock, par value \$0.0001 per share (the "Class B common stock"), of the Issuer. The Reporting Person has a right to exchange shares of the Class B common stock, together with an equal number of membership interests of Black Knight Financial Services, LLC ("BKFS LLC"), on a one-for-one basis for shares of Class A common stock of the Issuer.
- (2) Calculated based on (i) 69,090,980 shares of Class A common stock outstanding on November 2, 2016, as reported in the Issuer's Form 10-Q filed on November 3, 2016, and (ii) assuming the exchange of 83,309,940 shares of Class B common stock and an equivalent number of membership interests of BKFS LLC into 83,309,940 shares of Class A common stock.
-

CUSIP No. 09214X100 13G Page 4 of 5 Pages

Item 1(a): Name of Issuer:

The name of the issuer is Black Knight Financial Services, Inc., a corporation organized under the laws of the State of Delaware (the "Issuer").

Item 1(b): Address of Issuer's Principal Executive Offices:

The Issuer's principal executive office is located at 601 Riverside Avenue, Jacksonville, FL 32204.

Item 2(a): Name of Person Filing:

This Schedule 13G is filed by Fidelity National Financial, Inc. ("FNF"), Black Knight Holdings, Inc. ("Black Knight Holdings"), collectively, "Reporting Persons". Black Knight Holdings is a wholly-owned subsidiary of FNF.

Item 2(b): Address of Principal Business Office or, if None, Residence:

The addresses of the principal business offices of the Reporting Persons is c/o Fidelity National Financial, Inc., 601 Riverside Avenue, Jacksonville, FL 32204.

Item 2(c): Citizenship:

FNF and Black Knight Holdings are Delaware corporations.

Item 2(d): Title of Class of Securities:

Class A Common Stock, par value \$0.0001 per share ("Common Stock").

Item 2(e): Cusip Number

09214X100

Item 3: If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:
N/A

Item 4: Ownership:

The beneficial ownership of the Reporting Persons as of the date of this Schedule 13G is as follows:

(a)-(c) The responses of the Reporting Persons to Rows 5, 6, 7, 8, 9 and 11 in each of their respective cover pages to the Schedule 13G are incorporated herein by reference. As of December 31, 2016, each Reporting Person holds the number of shares of Class B common stock of the Issuer, and an equal number of membership interests of Black Knight Financial Services, LLC, which together may be exchanged on a one-for-one basis for shares of Class A common stock of the Issuer.

CUSIP No. 09214X100 13G Page 5 of 5 Pages

The breakdown of the ownership by Reporting Person is as follows (amount beneficially owned; percentage of class):

Fidelity National Financial, Inc. - 83,309,940; 54.7%

Black Knight Holdings, Inc. - 83,309,940; 54.7%

Item 5: Ownership of Five Percent or Less of a Class:

N/A

Item 6: Ownership of More than Five Percent on Behalf of Another Person:

N/A

Item 7: Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

N/A

Item 8: Identification and Classification of Members of the Group:

N/A

Item 9: Notice of Dissolution of Group:

N/A

Item 10: Certification:

N/A

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 10, 2017 FIDELITY NATIONAL FINANCIAL, INC.

By: /s/ Michael L. Gravelle

Name: Michael L. Gravelle

Title: Executive Vice President, General Counsel and Corporate Secretary

Dated: February 10, 2017 BLACK KNIGHT HOLDINGS, INC.

By: /s/ Michael L. Gravelle

Name: Michael L. Gravelle

Title: Executive Vice President, General Counsel and Corporate Secretary