

LANE DANIEL D
Form 4
November 01, 2017

FORM 4

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

OMB APPROVAL

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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 *
LANE DANIEL D

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)

3. Date of Earliest Transaction (Month/Day/Year)
10/30/2017

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

601 RIVERSIDE AVENUE

(Street)

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

JACKSONVILLE, FL 32204

(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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
FNF Group Common Stock	10/30/2017		A		5,787 (1) \$ 0	D	267,843 (2)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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.

- (3) The options vest in three equal annual installments beginning October 29, 2016.

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

- (4) 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 vest in three equal annual installments beginning November 3, 2015 .

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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