Fidelity National Financial, Inc.

Form 4 July 05, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

SECURITIES

Washington, D.C. 20549

Number: Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

January 31, 2005

0.5

3235-0287

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Check this box

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

1(b). (Print or Type Responses)

(Last)

1. Name and Address of Reporting Person *

Massey Richard N

2. Issuer Name and Ticker or Trading

Symbol

Fidelity National Financial, Inc.

[FNF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year) 06/30/2017

Officer (give title below)

X Director

10% Owner Other (specify

601 RIVERSIDE AVENUE (Street)

(First)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise Code any

5. Number of TransactionDerivative Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

8

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Disposed of	Acquired (A) or Disposed of (D) Instr. 3, 4, and					(]
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
FNF Group Phantom Stock (1)	<u>(2)</u>	06/30/2017		A		40.0515		(3)	<u>(3)</u>	FNF Group Common Stock	40.0515	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Massey Richard N 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204	X							

Signatures

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

07/05/2017

**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).
- (1) Phantom stock acquired by the reporting person pursuant to the Deferred Compensation Plan.
- (2) Each share of phantom stock is the economic equivalent of one share of FNF common stock.
- (3) Shares of phantom stock are payable in cash following the reporting person's termination of service as a director.

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.

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