

THOMPSON CARY H
Form 4
September 10, 2018

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 *
THOMPSON CARY H

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)

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

601 RIVERSIDE AVENUE

09/07/2018

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| FNF Group Common Stock | 09/07/2018 | | M | | 14,276 A \$ 25.53 | 74,000 | D |
| FNF Group Common Stock | 09/07/2018 | | S | | 14,276 D \$ 40.139 | 59,724 | D |
| FNF Group Common Stock | 09/07/2018 | | M | | 8,037 A \$ 14.38 | 67,761 | D |

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| | | | | | | | |
|---------------------------------|------------|---|--------|---|----------------------------|---------|---|
| FNF Group Common Stock | 09/07/2018 | S | 8,037 | D | \$ 40.107 <u>(2)</u> | 59,724 | D |
| FNF Group Common Stock | 09/07/2018 | M | 46,751 | A | \$ 17.76 | 106,475 | D |
| FNF Group Common Stock | 09/07/2018 | S | 46,751 | D | \$ 40.088 <u>(3)</u> | 59,724 | D |
| FNF Group Common Stock | 09/07/2018 | M | 16,575 | A | \$ 21.84 | 76,299 | D |
| FNF Group Common Stock | 09/07/2018 | S | 16,575 | D | \$ 40.085 <u>(4)</u> | 59,724 | D |

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

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(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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| FNF Group Stock Option (right to purchase) | \$ 25.53 | 09/07/2018 | | M | 14,276 | <u>(5)</u> | 10/29/2022 | FNF Group Common Stock | 14,276 |
| | \$ 14.38 | 09/07/2018 | | M | 8,037 | 11/08/2013 | 11/08/2019 | | 8,037 |

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- (5) The options vest in three equal annual installments beginning October 29, 2016.
- (6) The options vested in three equal annual installments beginning November 21, 2014.
- (7) 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. 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.