

Fidelity National Financial, Inc.  
 Form S-8  
 February 07, 2014

As filed with the Securities and Exchange Commission on February 7, 2014  
 Registration No. 333-90903

UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, DC 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
 FIDELITY NATIONAL FINANCIAL, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware 16-1725106  
 (State or Other Jurisdiction of Incorporation or (I.R.S. Employer Identification No.)  
 Organization)

601 Riverside Avenue  
 Jacksonville, Florida 32204  
 (Address, including zip code, of registrant's principle executive officers)

Fidelity National Financial, Inc. Amended and Restated LPS Omnibus Incentive Plan  
 (Full title of the plan)

Michael L. Gravelle  
 Executive Vice President, General Counsel and Corporate Secretary  
 601 Riverside Avenue  
 Jacksonville, Florida 32204  
 (904) 854-8100  
 (Name and address, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title Of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Class A Common Stock, par value \$0.0001 per share (3)	7,535,926 Shares (2)	\$30.66 (2)	\$231,051,491.16 (2)	\$29,759.43 (2)

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (the "Registration Statement") also covers any additional securities to be offered or issued in

connection with stock splits, stock dividends, recapitalizations or similar transactions.

(2) Pursuant to Rules 457(c) and 457(h)(1) under the Securities Act, the offering price is estimated solely for the purpose of calculating the registration fee and is based on the average of the high and the low prices of the Registrant's Common Stock on February 4, 2014, as reported on the New York Stock Exchange.

(3) Fidelity National Financial, Inc. Amended and Restated LPS Omnibus Incentive Plan.

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 registers shares of Class A common stock, par value \$0.0001 per share (the “Common Stock”), of Fidelity National Financial, Inc., a Delaware corporation (the “Registrant”), which may be issued pursuant to the Fidelity National Financial, Inc. Amended and Restated LPS Omnibus Incentive Plan (the “Plan”). On January 28, 2014, the Board of Directors of the Registrant approved an amendment and restatement of the Plan, which was assumed by the Registrant in connection with the merger of Lender Processing Services, Inc., a Delaware corporation (which has since converted to a Delaware limited liability company known as Black Knight InfoServ, LLC), with and into a wholly owned subsidiary of the Registrant on January 2, 2014. Up to 7,535,926 shares of Common Stock are available for future grants under the Plan.

## PART I

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The documents containing the information specified in Part I of this Registration Statement will be sent or given to employees participating in the Plan, as specified by Rule 428(b)(1) promulgated under the Securities Act. In accordance with the instructions to Part I of Form S-8, such documents will not be filed with the Securities and Exchange Commission (the “SEC”) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 promulgated under the Securities Act. These documents and the documents incorporated by reference pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute the prospectus as required by Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the SEC are incorporated into this Registration Statement by reference:

- (1) The Registrant’s latest Annual Report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);
- (2) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant’s latest annual report referred to in (1) above; and
- (3) The description of the Registrant's Common Stock, par value \$0.0001 per share, contained in the Registrant's Registration Statement on Form 8-A (File No. 1-32630), filed with the SEC on September 27, 2005 under the Securities Exchange Act of 1934, as amended, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, on or after the date of this Registration Statement prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents with the SEC.

Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein (or in any subsequently filed document which also is incorporated by reference herein or any document which constitutes part of the prospectus relating to the Plan meeting the requirements of Section 10(a) of the Securities Act) modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part hereof.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The following summary is qualified in its entirety by reference to the complete text of the statutes referred to below, the Registrant's Amended and Restated Certificate of Incorporation (the "Certificate") and Amended and Restated Bylaws.

The Registrant is incorporated under the laws of the State of Delaware.

Section 145 of the Delaware General Corporation Law provides that a corporation may indemnify directors and officers, as well as other employees and individuals, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent to the Registrant. The Delaware General Corporation Law provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any certificate of incorporation, bylaws, agreement, vote of stockholders or disinterested directors or otherwise. The Certificate provides for indemnification by the Registrant of its directors, officers and employees to the fullest extent permitted by the Delaware General Corporation Law.

Section 102(b)(7) of the Delaware General Corporation Law permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for unlawful payments of dividends or unlawful stock repurchases, redemptions or other distributions or (iv) for any transactions from which the director derived an improper personal benefit. The Certificate provides for such limitation of liability.

The Registrant maintains standard policies of insurance under which coverage is provided (i) to its directors and officers against loss arising from claims made by reason of breach of duty or other wrongful act and (ii) to the Registrant with respect to payments which may be made by the registrant to such directors and officers pursuant to the above indemnification provision or otherwise as a matter of law.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

The following exhibits are filed herewith or incorporated by reference as part of this Registration Statement:

Exhibit No.	Exhibit Description
4.1	Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q filed on August 6, 2013).
4.2	Amended and Restated Bylaws (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on July 25, 2013).
4.3	Form of the Common Stock Certificate of Fidelity National Financial, Inc. (incorporated by reference to Exhibit 4.5 to the Annual Report on Form 10-K for the year ended December 31, 2006, filed March 1, 2007).
5.1	Opinion of Weil, Gotshal & Manges LLP.
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Weil, Gotshal & Manges LLP (included in Exhibit 5.1 hereto).
24.1	Power of Attorney (included on the signature pages of this Registration Statement).
99.1	Fidelity National Financial, Inc. Amended and Restated LPS Omnibus Incentive Plan.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(ii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that the undertakings set forth in paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act that are incorporated by reference in the registration statement.

That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment (2) shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the

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securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on this 7th day of February, 2014.

FIDELITY NATIONAL FINANCIAL, INC.

By: /s/ Michael L. Gravelle  
 Name: Michael L. Gravelle  
 Title: Executive Vice President, General Counsel  
 and Corporate Secretary

**POWER OF ATTORNEY**

We, the undersigned directors and officers of Fidelity National Financial, Inc., hereby severally appoint Michael L. Gravelle with full powers of substitution and resubstitution, our true and lawful attorney, with full powers to him to sign for us, in our names and in the capacities indicated below, any and all amendments to such Registration Statement (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto such attorney, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as such attorney might or could do in person, and hereby ratifying and confirming all that such attorney, or his substitute or substitutes, shall do or cause to be done by virtue of this Power of Attorney.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

SIGNATURE	CAPACITY	DATE
/s/ Raymond R. Quirk Raymond R. Quirk	Chief Executive Officer (Principal Executive Officer)	February 7, 2014
/s/ Anthony J. Park Anthony J. Park	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 7, 2014
/s/ William P. Foley, II William P. Foley, II	Director and Executive Chairman of the Board	February 7, 2014
/s/ Douglas K. Ammerman Douglas K. Ammerman	Director	February 7, 2014
/s/ Willie D. Davis Willie D. Davis	Director	February 7, 2014
/s/ Thomas M. Hagerty Thomas M. Hagerty	Director	February 7, 2014
/s/ Daniel D. (Ron) Lane Daniel D. (Ron) Lane	Director	February 7, 2014
/s/ Richard N. Massey Richard N. Massey	Director	February 7, 2014
/s/ John D. Rood John D. Rood	Director	February 7, 2014
/s/ Peter O. Shea, Jr. Peter O. Shea, Jr.	Director	February 7, 2014



/s/ Cary H. Thompson  
Cary H. Thompson  
/s/ Frank P. Wiley  
Frank P. Wiley

Director  
Director

February 7, 2014  
February 7, 2014

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