| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| X | Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b). |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPF | ROVAL |
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|---|---|--|----------------------|---|--|----------------------|---|--|---|---|--|--------|--|--|---|--|--|--|-------------------------|---|--|--|--|
| 1. Name and Address of Reporting Person [*] Fidelity National Financial, Inc. | | | | 2. Issu Can | 2. Issuer Name and Ticker or Trading Symbol Cannae Holdings, Inc. [CNNE] | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner | | | | | | | | | | |
| (Last) | (Fi ERSIDE A | | (Middle) | | 3. Dat 11/17 | | | t Trans | ransaction (Month/Day/Year) | | | | | | | Office elov | er (give title v) | | Other below) | (specify | | | |
| , | | | | | – 4. lf A | meno | dment, | Date c | of Origina | l Fileo | d (Month/Da | ay/Yea | ar) | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | |
| (Street) JACKSONVILLE FL 32204 | | | | _ | | | | | | | | | | Line) Form filed by One Reporting Person X Person | | | | | | | | | |
| (City) | (Si | tate) (| (Zip) | | | | | | | | | | | | ſ | - 6130 | 011 | | | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | | | | | | |
| 1. Title of S | | | | Date | 2. Transaction Date (Month/Day/Year) | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 | | | | 4 and 5) Secu Bene Own | | cially I Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | | | |
| | | | | | | | | | | v | Amount | | (A) or (D) | Pric | Tr | Reported Transaction(s) (Instr. 3 and 4) | | | (Instr. 4) | | | | |
| Common | Stock | | | 11/17 | 7/2017 | | | | J ⁽¹⁾ | | 64,864,9 | 950 | D | (| 1) | | 0 | | D ⁽²⁾ | | | | |
| Common | Stock | | | | | | | | | | | | | | | 5,7 | 706,134 | | <mark>I</mark> (3) | See Note 3 | | | |
| | 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) | rivative Conversion Date Executi curity or Exercise (Month/Day/Year) if any | | 3A. Deen Executio | ned 4. n Date, Transactio Code (Ins | | 5. Number tion of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | | 8. Price of Derivative Security (Instr. 5) | | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4) | | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | | | | |
| | | | | | Code V | , | (A) | (D) | Date Exercisa | | Expiration Date | Title | or Nun of | | - | | | | | | | | |
| | 1. Name and Address of Reporting Person* <u>Fidelity National Financial, Inc.</u> | | | | | | | | | | | | | | | | | | | | | | |
| (Last) 601 RIV | ERSIDE AV | (First) √ENUE | (Mid | ldle) | | - | | | | | | | | | | | | | | | | | |
| (Street) JACKSC | ONVILLE | FL | 322 | .04 | | - | | | | | | | | | | | | | | | | | |
| (City) | | (State) | (Zip) |) | | | | | | | | | | | | | | | | | | | |
| | | Reporting Person [*] surance Co | | | | | | | | | | | | | | | | | | | | | |
| (Last) 601 RIV | ERSIDE AV | (First) ✓ENUE | (Mid | ldle) | | | | | | | | | | | | | | | | | | | |
| (Street) JACKSC | ONVILLE | FL | 322 | .04 | | _ | | | | | | | | | | | | | | | | | |
| (City) | | (State) | (Zip) |) | | | | | | | | | | | | | | | | | | | |
| | | Reporting Person [*] 1 Title Insurat | | | | | | | | | | | | | | | | | | | | | |
| (Last) | ERSIDE AV | (First) √E | (Mid | ldle) | | | | | | | | | | | | | | | | | | | |

| (Street) | | |
|-----------------------|---------------------------------|----------------|
| JACKSONVILLE | FL | 32204 |
| × | | |
| (City) | (State) | (Zip) |
| 1. Name and Address o | f Reporting Person [*] | |
| Commonwealth | Land Title Insur | <u>ance Co</u> |
| | | |
| (Last) | (First) | (Middle) |
| 601 RIVERSIDE A | VENUE | |
| , | | |
| (Street) | | |
| JACKSONVILLE | FL | 32204 |
| , | | |
| (City) | (State) | (Zip) |

Explanation of Responses:

1. Fidelity National Financial, Inc. ("FNF") redeemed each outstanding share of its FNFV Group Common Stock for one share of common stock of the Issuer.

2. Directly owned by FNF.

3. Chicago Title Insurance Company ("CTIC") directly owns 3,195,435 shares, Fidelity National Title Insurance Company ("FNTIC") directly owns 1,369,472 shares, and Commonwealth Land Title Insurance Company ("CLTIC") directly owns 1,141,227 shares. Each of CTIC, FNTIC and CLTIC are wholly owned subsidiaries of FNF, which indirectly owns such shares.

Remarks:

| CHICAGO TITLE INSURANCE COMPANY By: /s/Michael L. Gravelle Executive Vice President, General Counsel and Corporate Secretary. | <u>11/20/2017</u> |
|--|-------------------|
| FIDELITY NATIONAL <u>TITLE INSURANCE</u> <u>COMPANY By: /s/Michael L.</u> <u>Gravelle Executive Vice</u> <u>President, General Counsel and</u> <u>Corporate Secretary</u> | <u>11/20/2017</u> |
| COMMONWEALTH LAND TITLE INSURANCE COMPANY By: /s/Michael L. Gravelle Executive Vice President, General Counsel and Corporate Secretary | <u>11/20/2017</u> |
| FIDELITY NATIONAL FINANCIAL, INC By: /s/Michael L. Gravelle Executive Vice President, General Counsel and Corporate Secretary | <u>11/20/2017</u> |
| ** Signature of Reporting Person | Date |

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.