United States SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 Date of Report (date of earliest event reported):

July 16, 2019

Fidelity National Financial, Inc.

(Exact name of Registrant as Specified in its Charter) 001-32630 (Commission File Number)

Delaware (State or Other Jurisdiction of Incorporation or Organization)

16-1725106 (IRS Employer Identification Number)

601 Riverside Avenue Jacksonville, Florida 32204 (Addresses of Principal Executive Offices) (904) 854-8100 (Registrant's Telephone Number, Including Area Code) (Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☑ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	Trading Symbol	Name of Each Exchange on Which Registered
FNF Common Stock, \$0.0001 par value	FNF	New York Stock Exchange
5.50% Notes due September 2022	FNF22	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Item 2.02. Results of Operations and Financial Condition

On July 16, 2019, Fidelity National Financial, Inc. (the "Company", "FNF") issued an earnings release announcing its financial results for the Second Quarter of 2019. The information in this Current Report is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

A copy of the FNF earnings release is attached as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

 Exhibit	Description
 99.1	Press release announcing FNF Second Quarter 2019 Earnings

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Fidelity National Financial, Inc.

Date: July 16, 2019

By: /s/ Anthony J. Park

Name:Anthony J. ParkTitle:Chief Financial Officer



PRESS RELEASE

FNF Reports Second Quarter 2019 Diluted EPS of \$0.96 and Adjusted Diluted EPS of \$0.92, Pre-Tax Title Margin of 18.5% and Adjusted Pre-Tax Title Margin of 17.7%

Jacksonville, Fla. - (July 16, 2019) - Fidelity National Financial, Inc. (NYSE:FNF), a leading provider of title insurance and transaction services to the real estate and mortgage industries, today reported operating results for the three and six-month periods ended June 30, 2019.

- Total revenue of approximately \$2.1 billion in the second quarter versus \$2.1 billion in the second quarter of 2018
- Second quarter net earnings of \$266 million and adjusted net earnings of \$255 million versus net earnings of \$251 million and adjusted net earnings of \$239 million for the second quarter of 2018
- Second quarter diluted EPS of \$0.96 and adjusted diluted EPS of \$0.92 versus diluted EPS of \$0.90 and adjusted diluted EPS of \$0.86 in the second quarter of 2018
- Realized gains were \$41 million in the second quarter versus realized losses of \$16 million in the second quarter of 2018, primarily due to the adoption of a new accounting standard in 2018 that requires mark to market accounting treatment of equity and preferred stock securities and recognition of the related changes in fair value in realized gains and losses, whether the securities were disposed of in the quarter or continue to be held in our investment portfolio

<u>Title</u>

- Total revenue of approximately \$2.1 billion versus approximately \$2.0 billion in total revenue in the second quarter of 2018
- Pre-tax earnings of \$387 million and adjusted pre-tax earnings of \$363 million versus pre-tax earnings of \$300 million and adjusted pre-tax earnings of \$337 million in the second quarter of 2018
- Pre-tax title margin of 18.5% and adjusted pre-tax title margin of 17.7% versus pre-tax title margin of 15.3% and adjusted pre-tax title margin of 17.1% in the second quarter of 2018
- Second quarter purchase orders opened decreased 2% on a daily basis and purchase orders closed decreased 6% on a daily basis versus the second quarter of 2018
- Total commercial revenue of \$286 million, a 2% increase versus total commercial revenue in the second quarter of 2018, driven by a 5% increase in total commercial fee per file somewhat offset by a 3% decrease in closed orders; second quarter total commercial orders opened increased 8% compared to the prior year
- Overall second quarter average fee per file of \$2,677, a 4% increase versus the second quarter of 2018

Title Orders

Month	Direct Orders O / (% Purchas	•	Direct Orders C / (% Purchas	
April 2019	184,000	63%	114,000	65%
May 2019	179,000	63%	127,000	64%
June 2019	181,000	57%	118,000	65%
Second Quarter 2019	544,000	61%	359,000	65%

	Direct Orders Opened *		Direct Orders C	losed *	
Month	/ (% Purcha	se)	/ (% Purcha	ise)	
April 2018	167,000	70%	114,000	69%	
May 2018	175,000	72%	124,000	71%	
June 2018	163,000	71%	124,000	73%	
Second Quarter 2018	505,000	71%	362,000	71%	

* Includes an immaterial number of non-purchase and non-refinance orders

	Open	Closed	Commercial	
	Commercial	Commercial	Revenue	Commercial
	Orders	Orders	(In millions)	Fee Per File
Second Quarter 2019 - Total Commercial	58,600	34,000	\$286	\$8,400
Second Quarter 2018 - Total Commercial	54,200	35,100	\$280	\$8,000

"The second quarter was a very strong performance for our title business," said Chairman William P. Foley, II. "We generated adjusted pre-tax title earnings of \$363 million and a 17.7% adjusted pre-tax title margin, both of which were our best quarterly performance since the third quarter of 2003 nearly sixteen years ago. Looking ahead, purchase orders opened declined by 2% versus the second quarter of 2018, a sequential improvement from the 6% decrease in the first quarter of 2019 versus the prior year. Refinance orders opened increased by 51% versus the second quarter of 2018, as the decline in mortgage rates appears to be more persistent than many originally expected. Lastly, total commercial orders opened increased by 8% over the second quarter of 2018. With strong second quarter refinance orders opened, an improving trend in purchase orders opened and continued strength in commercial orders opened, we are well positioned to continue to produce strong financial results in our title business as we enter the second half of 2019.

"With respect to the acquisition of Stewart Information Services, we recently exercised our second option to extend the closing date of the transaction an additional three months to September 18, 2019. We continue to work with the FTC and the New York State Department of Financial Services to seek approval of the proposed acquisition. If the approvals are obtained, we remain confident that the Stewart acquisition can create meaningful long-term value for our shareholders."

Conference Call

We will host a call with investors and analysts to discuss second quarter 2019 FNF results on Wednesday, July 17, 2019, beginning at 11:00 a.m. Eastern Time. A live webcast of the conference call will be available on the Events and Multimedia page of the FNF Investor Relations website at fnf.com. The conference call replay will be available via webcast through the FNF Investor Relations website at fnf.com. The telephone replay will be available from 1:00 p.m. Eastern Time on July 17, 2019, through July 24, 2019, by dialing 800-475-6701 (USA) or 320-365-3844 (International). The access code will be 469222.

About Fidelity National Financial, Inc.

Fidelity National Financial, Inc. (NYSE: FNF) is a leading provider of title insurance and transaction services to the real estate and mortgage industries. FNF is the nation's largest title insurance company through its title insurance underwriters - Fidelity National Title, Chicago Title, Commonwealth Land Title, Alamo Title and National Title of New York - that collectively issue more title insurance policies than any other title company in the United States. More information about FNF can be found at fnf.com.

Use of Non-GAAP Financial Information

Generally Accepted Accounting Principles (GAAP) is the term used to refer to the standard framework of guidelines for financial accounting. GAAP includes the standards, conventions, and rules accountants follow in recording and summarizing transactions and in the preparation of financial statements. In addition to reporting financial results in accordance with GAAP, FNF has provided non-GAAP financial measures, which it believes are useful to help investors better understand its financial performance, competitive position and prospects for the future. These non-GAAP measures include adjusted pre-tax earnings, adjusted pre-tax earnings as a percentage of adjusted revenue (adjusted pre-tax title margin), adjusted net earnings, and adjusted EPS.

Any non-GAAP measures should be considered in context with the GAAP financial presentation and should not be considered in isolation or as a substitute for GAAP net earnings. Further, FNF's non-GAAP measures may be calculated differently from similarly titled measures of other companies. Reconciliations of these non-GAAP measures to related GAAP measures are provided below.

Forward-Looking Statements and Risk Factors

This press release contains forward-looking statements that involve a number of risks and uncertainties. Statements that are not historical facts, including statements regarding our expectations, hopes, intentions or strategies regarding the future are forward-looking statements. Forward-looking statements are based on management's beliefs, as well as assumptions made by,

and information currently available to, management. Because such statements are based on expectations as to future financial and operating results and are not statements of fact, actual results may differ materially from those projected. We undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise. The risks and uncertainties which forward-looking statements are subject to include, but are not limited to: changes in general economic, business and political conditions, including changes in the financial markets; weakness or adverse changes in the level of real estate activity, which may be caused by, among other things, high or increasing interest rates, a limited supply of mortgage funding or a weak U. S. economy; our potential inability to find suitable acquisition candidates; our dependence on distributions from our title insurance underwriters as a main source of cash flow; significant competition that our operating subsidiaries face; compliance with extensive government regulation of our operating subsidiaries; the risk that the necessary regulatory approvals of our acquisition of Stewart Information Services Corporation ("Stewart") may not be obtained or may be obtained subject to conditions that are not anticipated; risks that any of the closing conditions to the proposed Stewart merger may not be satisfied in a timely manner; the risk that the businesses will not be integrated successfully, that such integration may be more difficult, time-consuming or costly than expected or that the expected benefits of the acquisition will not be realized; and other risks detailed in the "Statement Regarding Forward-Looking Information," "Risk Factors" and other sections of FNF's Form 10-K and other filings with the Securities and Exchange Commission ("SEC").

FNF-E

SOURCE: Fidelity National Financial, Inc.

CONTACT: Daniel Kennedy Murphy, Senior Vice President and Treasurer, 904-854-8120, dkmurphy@fnf.com

Three Months Ended				C	orporate and
June 30, 2019	 olidated	<u>_</u>	Title	.	Other
Direct title premiums	\$ 625	\$	625	\$	—
Agency title premiums	754		754		
Escrow, title related and other fees	 665		613		52
Total title and escrow	2,044		1,992		52
Interest and investment income	59		54		5
Realized gains and losses, net	41		46		(5)
Total revenue	 2,144		2,092		52
Personnel costs	685		653		32
Agent commissions	579		579		—
Other operating expenses	409		373		36
Depreciation and amortization	44		38		6
Claim loss expense	62		62		—
Interest expense	 12				12
Total expenses	1,791		1,705		86
Pre-tax earnings (loss)	\$ 353	\$	387	\$	(34)
Non-GAAP adjustments before taxes					
Realized (gains) and losses, net	(41)		(46)		5
Purchase price amortization	25		21		4
Transaction costs	4		—		4
Other adjustments	1		1		—
Total non-GAAP adjustments before taxes	\$ (11)	\$	(24)	\$	13
Adjusted pre-tax earnings (loss)	\$ 342	\$	363	\$	(21)
Adjusted pre-tax margin	16.3%		17.7%		—
Pre-tax earnings (loss)	\$ 353	\$	387	\$	(34)
Income tax expense (benefit)	86		95		(9)
Earnings from equity investments	3		3		_
Non-controlling interests	4		5		(1)
Net earnings (loss) attributable to FNF, Inc. common shareholders	\$ 266	\$	290	\$	(24)
EPS attributable to FNF, Inc. common shareholders - basic	\$ 0.97				
EPS attributable to FNF, Inc. common shareholders - diluted	\$ 0.96				
FNF, Inc. weighted average shares - basic	273				
FNF, Inc. weighted average shares - diluted	277				

Three Months Ended				С	orporate and				
June 30, 2019	Consolidated		Consolidated		Consolidated		Title		Other
Net earnings (loss) attributable to FNF, Inc. common shareholders	\$	266	\$ 290	\$	(24)				
Total non-GAAP, pre-tax adjustments	\$	(11)	\$ (24)	\$	13				
Income taxes on non-GAAP adjustments		3	6		(3)				
Noncontrolling interest on non-GAAP adjustments		(3)	(2)		(1)				
Total non-GAAP adjustments	\$	(11)	\$ (20)	\$	9				
Adjusted net earnings (loss) attributable to FNF, Inc. common shareholders	\$	255	\$ 270	\$	(15)				
Adjusted EPS attributable to FNF, Inc. common shareholders - diluted	\$	0.92							
Direct orders opened (000's)		544	544						
Direct orders closed (000's)		359	359						
Fee per file	\$	2,677	\$ 2,677						
Actual title claims paid	\$	66	\$ 66						
Cash flows provided by operations	\$	377							

Three Months Ended				С	orporate and
June 30, 2018	 solidated	¢	Title	¢	Other
Direct title premiums Agency title premiums	\$ 599 732	\$	599 732	\$	_
Escrow, title related and other fees	765		600		165
Total title and escrow	 2,096		1,931		165
	2,050		1,551		105
Interest and investment income	43		43		—
Realized gains and losses, net	 (16)		(16)		
Total revenue	2,123		1,958		165
Personnel costs	665		633		32
Agent commissions	561		561		—
Other operating expenses	506		366		140
Depreciation and amortization	45		38		7
Claim loss expense	60		60		_
Interest expense	 11				11
Total expenses	1,848		1,658		190
Pre-tax earnings (loss)	\$ 275	\$	300	\$	(25)
Non-GAAP adjustments before taxes					
Realized (gains) and losses, net	16		16		—
Purchase price amortization	26		21		5
Transaction costs	 4				4
Total non-GAAP adjustments before taxes	\$ 46	\$	37	\$	9
Adjusted pre-tax earnings (loss)	\$ 321	\$	337	\$	(16)
Adjusted pre-tax margin	15.0%		17.1%		_
Pre-tax earnings (loss)	\$ 275	\$	300	\$	(25)
Income tax expense (benefit)	22		29		(7)
Earnings from equity investments	1		1		_
Non-controlling interests	3		3		—
Net earnings (loss) attributable to FNF, Inc. common shareholders	\$ 251	\$	269	\$	(18)
EPS attributable to FNF, Inc. common shareholders - basic	\$ 0.92				
EPS attributable to FNF, Inc. common shareholders - diluted	\$ 0.90				
FNF, Inc. weighted average shares - basic	273				
FNF, Inc. weighted average shares - diluted	278				

Three Months Ended				(Corporate and
June 30, 2018	Co	nsolidated	Title		Other
Net earnings (loss) attributable to FNF, Inc. common shareholders	\$	251	\$ 269	\$	(18)
Total non-GAAP, pre-tax adjustments	\$	46	\$ 37	\$	9
Income taxes on non-GAAP adjustments		(10)	(8)		(2)
Noncontrolling interest on non-GAAP adjustments		(3)	(3)		
Change in tax estimate		(45)	(45)		—
Total non-GAAP adjustments	\$	(12)	\$ (19)	\$	7
Adjusted net earnings (loss) attributable to FNF, Inc. common shareholders	\$	239	\$ 250	\$	(11)
Adjusted EPS attributable to FNF, Inc. common shareholders - diluted	\$	0.86			
Direct orders opened (000's)		505	505		
Direct orders closed (000's)		362	362		
Fee per file	\$	2,579	\$ 2,579		
Actual title claims paid	\$	58	\$ 58		
Cash flows provided by operations	\$	331			

Direct fule premiums \$ 1,065 \$ 1,065 \$ Agency fule premiums 1,306 1,306 1,306 1,306 1,306 Excrow, fule related and other fees 1,199 1,094 1 1 Total (fule and escrow 3,570 3,465 1 1 Realized gains and losses, net 113 102 1 1 Realized gains and losses, net 1,277 1,204 3,866 3,755 1 Personnel costs 1,207 1,204 1	Six Months Ended June 30, 2019	Con	solidated		Title	С	orporate and Other
Agency tild premiums 1,306 1,306 1 Escrow, tild related and other fees 1,199 1,094 1 Total tile and escrow 3,665 1 Interest and investment income 113 102 Realized gains and losses, net 183 188 Total tile and escrow 3,866 3,755 1 Personnel costs 1,277 1,204 4 Agent commissions 1,000 1,000 0 Other operating expenses 753 668 5 Depreciation and amortization 88 77 107 Claim loss expense 107 107 107 Total expenses 24 Total anon-GAAP adjustments before taxes 5 617 5 679 5 6 Non-GAAP adjustments before taxes 6 </th <th></th> <th></th> <th></th> <th>\$</th> <th></th> <th>\$</th> <th></th>				\$		\$	
Escrow, tille related and other fees 1.199 1.094 1 Total tille and escrow 3.570 3.465 1 Interest and investment income 113 102 1 Realized gains and losses, net 183 188 188 Total reveue 3.666 3.755 1 Personnel costs 1.277 1.204 1 Agent commissions 1.000 1.000 1.000 Other operating expenses 753 668 9 Depreciation and amortization 88 77 1 Claim loss expense 107 107 107 Interest expense 24 Total expenses 3.249 3.076 1 Pre-tax earnings (loss) \$ 617 \$ 679 \$ (180) Purchase price amortization 52 43 1 <td>•</td> <td>Ť</td> <td></td> <td>Ŷ</td> <td></td> <td>Ŷ</td> <td>_</td>	•	Ť		Ŷ		Ŷ	_
Total title and escrow 3,570 3,465 1 Interest and investment income 113 102 Realized gains and losses, net 113 102 Realized gains and losses, net 183 188 Total revenue 3,866 3,755 1 Personnel costs 1,277 1,204 4 Agent commissions 1,000 1000 0 Other operating expenses 753 668 6 Depreciation and amortization 88 77 7 Claim loss expense 107 107 107 Interest expense 24 - - Total expenses 3,249 3,076 1 1 Pre-tax carnings (loss) \$ 617 \$ 679 \$ (Non-GAAP adjustments before taxes \$ (183) (188) 1 <							105
Realized gains and losses, net 183 188 Total revenue 3,866 3,755 1 Personnel costs 1,277 1,204 1 Agent commissions 1,000 1,000 1000 1000 Other operating expenses 753 688 7 1204 107 108 106 101 108	Total title and escrow					·	105
Total revenue 3,866 3,755 1 Personnel costs 1,277 1,204 Agent commissions 1,000 1,000 Other operating expenses 753 688 Depreciation and amortization 88 77 Claim loss expense 107 107 Interest expense 24 — Total expenses 3,249 3,076 1 Pre-tax earnings (loss) \$ 617 \$ 679 \$ (0 Non-GAAP adjustments before taxes 1	Interest and investment income		113		102		11
Personnel costs 1,277 1,204 Agent commissions 1,000 1,000 1,000 Other operating expenses 753 688 77 Claim loss expense 107 107 107 Interest expense 107 107 107 Total expenses 3,249 3,076 1 Pre-tax earnings (loss) \$ 617 \$ 679 \$ (0 Non-GAAP adjustments before taxes \$ 1183 (188) \$ \$ (183) (188) \$ <td< td=""><td>Realized gains and losses, net</td><td></td><td>183</td><td></td><td>188</td><td></td><td>(5)</td></td<>	Realized gains and losses, net		183		188		(5)
Agent commissions 1,000 1,000 - Other operating expenses 753 688 - Depreciation and amortization 88 77 - Claim loss expense 107 107 - - Total expenses 24 - - - - - Total expenses 3,249 3,076 1 1 - <t< td=""><td>Total revenue</td><td></td><td>3,866</td><td>·</td><td>3,755</td><td></td><td>111</td></t<>	Total revenue		3,866	·	3,755		111
Other operating expenses 753 688 773 Depreciation and amortization 88 77 Claim loss expense 107 107 107 Interest expense 24 — — Total expenses 3,249 3,076 1 Pre-tax earnings (loss) \$ 617 \$ 679 \$ (0 Non-GAAP adjustments before taxes	Personnel costs		1,277		1,204		73
Depreciation and amortization 88 77 Claim loss expense 107 107 107 Interest expense 24 — — Total expenses 3,249 3,076 1 Pre-tax earnings (loss) \$ 617 \$ 679 \$ (loss) Non-GAAP adjustments before taxes (183) (188) (188) (188) (188) Purchase price amortization 52 43 (183) (184) (184) (184) (184) (184) (184) (183) (188) <	Agent commissions		1,000		1,000		_
Claim loss expense 107 107	Other operating expenses		753		688		65
Interest expense24Total expenses3,2493,0761Pre-tax earnings (loss)\$617\$679\$(1Non-GAAP adjustments before taxes(183)(188)(188)(188)(188)Purchase price amortization5243(11(1(1(1(1(1) </td <td>Depreciation and amortization</td> <td></td> <td>88</td> <td></td> <td>77</td> <td></td> <td>11</td>	Depreciation and amortization		88		77		11
Total expenses3,2493,0761Pre-tax earnings (loss)\$617\$679\$(Non-GAAP adjustments before taxesRealized (gains) and losses, net(183)(188)Purchase price amortization5243Transaction costs6Other adjustments11Total non-GAAP adjustments before taxes\$(124)\$(144)\$Adjusted pre-tax earnings (loss)\$493\$535\$(Adjusted pre-tax earnings (loss)\$617\$679\$(Income tax expense (benefit)151166(Income tax expense (loss)\$617\$679\$(Non-controlling interests45 </td <td>Claim loss expense</td> <td></td> <td>107</td> <td></td> <td>107</td> <td></td> <td>—</td>	Claim loss expense		107		107		—
Pre-tax earnings (loss)\$617\$679\$(1Non-GAAP adjustments before taxesRealized (gains) and losses, net(183)(188)Purchase price amortization5243Transaction costs6Other adjustments11Total non-GAAP adjustments before taxes\$(124)Adjusted pre-tax earnings (loss)\$493\$Adjusted pre-tax earnings (loss)\$617\$Pre-tax earnings (loss)\$617\$679Adjusted pre-tax earnings (loss)\$617\$679\$Income tax expense (benefit)151166(10Income tax expense (benefit)101000Non-controlling interests4551Net earnings (loss) attributable to FNF, Inc. common shareholders\$1.735518\$EPS attributable to FNF, Inc. common shareholders - basic\$1.7355185(1)EPS attributable to FNF, Inc. common shareholders - diluted\$1.7011Common shareholders - diluted\$1.70111EPS attributable to FNF, Inc. common shareholders - diluted\$1.7011EPS attributable to FNF, Inc. common shareholders - diluted\$1.7011EPS attributable to FNF, Inc. common shareholders - diluted\$1.7011EPS attributable to FNF, Inc. common shareholders - diluted </td <td>Interest expense</td> <td></td> <td>24</td> <td></td> <td></td> <td></td> <td>24</td>	Interest expense		24				24
Non-GAAP adjustments before taxesRealized (gains) and losses, net(183)(188)Purchase price amortization5243Transaction costs6Other adjustments11Total non-GAAP adjustments before taxes\$ (124)\$ (144)Adjusted pre-tax earnings (loss)\$ 493\$ 535\$ (0Adjusted pre-tax earnings (loss)\$ 617\$ 679\$ (0Pre-tax earnings (loss)\$ 617\$ 679\$ (0Income tax expense (benefit)151166(0Earnings from equity investments101010Non-controlling interests451010Net earnings (loss) attributable to FNF, Inc. common shareholders\$ 1.73518\$ (0EPS attributable to FNF, Inc. common shareholders - dailuted\$ 1.701.731.70	Total expenses		3,249		3,076		173
Realized (gains) and losses, net(183)(188)Purchase price amortization5243Transaction costs6—Other adjustments11Total non-GAAP adjustments before taxes\$(124)\$Adjusted pre-tax earnings (loss)\$493\$535\$Adjusted pre-tax margin13.4%15.0%—Pre-tax earnings (loss)\$617\$679\$Income tax expense (benefit)151166(Earnings from equity investments1010—Non-controlling interests45518\$Vet earnings (loss) attributable to FNF, Inc. common shareholders\$1.73518\$EPS attributable to FNF, Inc. common shareholders - diluted\$1.735518\$	Pre-tax earnings (loss)	\$	617	\$	679	\$	(62)
Purchase price amortization5243Transaction costs6Other adjustments11Total non-GAAP adjustments before taxes\$(124)\$Adjusted pre-tax earnings (loss)\$493\$535\$Adjusted pre-tax earnings (loss)\$493\$535\$(144)Pre-tax earnings (loss)\$617\$679\$(17)Pre-tax earnings (loss)\$617\$679\$(17)Income tax expense (benefit)151166(17)1010Earnings from equity investments10101010Non-controlling interests455173EPS attributable to FNF, Inc. common shareholders - basic\$1.735518\$1.73EPS attributable to FNF, Inc. common shareholders - diluted\$1.701.731.731.73EPS attributable to FNF, Inc. common shareholders - diluted\$1.701.731.73	Non-GAAP adjustments before taxes						
Transaction costs6Other adjustments111Total non-GAAP adjustments before taxes\$(124)\$(144)\$Adjusted pre-tax earnings (loss)\$493\$535\$(1Adjusted pre-tax margin13.4%15.0%5666Pre-tax earnings (loss)\$617\$679\$66Income tax expense (benefit)151166(1666<	Realized (gains) and losses, net		(183)		(188)		5
Other adjustments11Total non-GAAP adjustments before taxes\$(124)\$(144)\$Adjusted pre-tax earnings (loss)\$493\$535\$(Adjusted pre-tax margin13.4%15.0%5617\$679\$(Income tax expense (benefit)151166(((10101010Earnings from equity investments101010101010101010Non-controlling interests472\$518\$(617\$518\$(EPS attributable to FNF, Inc. common shareholders - basic\$1.73\$518\$(10 </td <td>Purchase price amortization</td> <td></td> <td>52</td> <td></td> <td>43</td> <td></td> <td>9</td>	Purchase price amortization		52		43		9
Total non-GAAP adjustments before taxes\$(124)\$(144)\$Adjusted pre-tax earnings (loss)\$493\$535\$(Adjusted pre-tax margin13.4%15.0%15.0%617\$679\$(Pre-tax earnings (loss)\$617\$679\$((Income tax expense (benefit)151166((Earnings from equity investments10101010Non-controlling interests4556Net earnings (loss) attributable to FNF, Inc. common shareholders - basic\$1.7355EPS attributable to FNF, Inc. common shareholders - diluted\$1.70551.73	Transaction costs		6		—		6
Adjusted pre-tax earnings (loss)\$493\$535\$(c)Adjusted pre-tax margin13.4%15.0%Pre-tax earnings (loss)\$617\$679\$(c)Income tax expense (benefit)151166(c)Earnings from equity investments1010Non-controlling interests45Net earnings (loss) attributable to FNF, Inc. common shareholders\$1.73EPS attributable to FNF, Inc. common shareholders - basic\$1.73EPS attributable to FNF, Inc. common shareholders - diluted\$1.70	Other adjustments		1		1		—
Adjusted pre-tax margin13.4%15.0%Pre-tax earnings (loss)\$617\$679\$()Income tax expense (benefit)151166()(Total non-GAAP adjustments before taxes	\$	(124)	\$	(144)	\$	20
Pre-tax earnings (loss)\$617\$679\$()Income tax expense (benefit)151166()Earnings from equity investments1010-Non-controlling interests45-Net earnings (loss) attributable to FNF, Inc. common shareholders\$472\$518\$EPS attributable to FNF, Inc. common shareholders - basic\$1.73	Adjusted pre-tax earnings (loss)	\$	493	\$	535	\$	(42)
Income tax expense (benefit)151166(Earnings from equity investments101010Non-controlling interests455Net earnings (loss) attributable to FNF, Inc. common shareholders\$472\$518\$EPS attributable to FNF, Inc. common shareholders - basic\$1.73555	Adjusted pre-tax margin		13.4%		15.0%		_
Earnings from equity investments1010Non-controlling interests45Net earnings (loss) attributable to FNF, Inc. common shareholders\$472\$518\$EPS attributable to FNF, Inc. common shareholders - basic\$1.73EPS attributable to FNF, Inc. common shareholders - diluted\$1.70	Pre-tax earnings (loss)	\$	617	\$	679	\$	(62)
Non-controlling interests 4 5 Net earnings (loss) attributable to FNF, Inc. common shareholders \$ 472 \$ 518 \$ (c EPS attributable to FNF, Inc. common shareholders - basic \$ 1.73 EPS attributable to FNF, Inc. common shareholders - diluted \$ 1.70	Income tax expense (benefit)		151		166		(15)
Net earnings (loss) attributable to FNF, Inc. common shareholders \$ 472 \$ 518 \$ (c EPS attributable to FNF, Inc. common shareholders - basic \$ 1.73 EPS attributable to FNF, Inc. common shareholders - diluted \$ 1.70	Earnings from equity investments		10		10		_
EPS attributable to FNF, Inc. common shareholders - basic\$1.73EPS attributable to FNF, Inc. common shareholders - diluted\$1.70	Non-controlling interests		4		5		(1)
EPS attributable to FNF, Inc. common shareholders - diluted \$ 1.70	Net earnings (loss) attributable to FNF, Inc. common shareholders	\$	472	\$	518	\$	(46)
	EPS attributable to FNF, Inc. common shareholders - basic	\$	1.73				
FNE. Inc. weighted average shares - basic 273	EPS attributable to FNF, Inc. common shareholders - diluted	\$	1.70				
	FNF, Inc. weighted average shares - basic		273				
FNF, Inc. weighted average shares - diluted 277							

Six Months Ended				С	orporate and
June 30, 2019	Con	solidated	Title		Other
Net earnings (loss) attributable to FNF, Inc. common shareholders	\$	472	\$ 518	\$	(46)
Total non-GAAP, pre-tax adjustments	\$	(124)	\$ (144)	\$	20
Income taxes on non-GAAP adjustments		31	36		(5)
Noncontrolling interest on non-GAAP adjustments		(6)	(5)		(1)
Total non-GAAP adjustments	\$	(99)	\$ (113)	\$	14
Adjusted net earnings (loss) attributable to FNF, Inc. common shareholders	\$	373	\$ 405	\$	(32)
Adjusted EPS attributable to FNF, Inc. common shareholders - diluted	\$	1.35			
Direct orders opened (000's)		982	982		
Direct orders closed (000's)		622	622		
Fee per file	\$	2,630	\$ 2,630		
Actual title claims paid	\$	115	\$ 115		
Cash flows provided by operations	\$	372			

FIDELITY NATIONAL FINANCIAL, INC. YTD SEGMENT INFORMATION (In millions, except order information in thousands)

(Unaudited)

Six Months Ended June 30, 2018	Co	nsolidated		Title	C	orporate and Other
Direct title premiums	\$	1,071	\$	1,071	\$	
Agency title premiums		1,296		1,296		
Escrow, title related and other fees		1,383		1,116		267
Total title and escrow		3,750		3,483		267
Interest and investment income		81		80		1
Realized gains and losses, net		(15)		(15)		_
Total revenue		3,816	_	3,548	_	268
Personnel costs		1,272		1,212		60
Agent commissions		992		992		—
Other operating expenses		929		696		233
Depreciation and amortization		92		78		14
Claim loss expense		107		107		—
Interest expense		22		—		22
Total expenses		3,414		3,085		329
Pre-tax earnings (loss)	\$	402	\$	463	\$	(61)
Non-GAAP adjustments before taxes						
Realized (gains) and losses, net		15		15		_
Purchase price amortization		55		44		11
Transaction costs		4				4
Other adjustments		3		1		2
Total non-GAAP adjustments before taxes	\$	77	\$	60	\$	17
Adjusted pre-tax earnings (loss)	\$	479	\$	523	\$	(44)
Adjusted pre-tax margin		12.5%		14.7%		_
Pre-tax earnings (loss)	\$	402	\$	463	\$	(61)
Income tax expense (benefit)		53		69		(16)
Earnings from equity investments		3		2		1
Non-controlling interests		4		4		—
Net earnings (loss) attributable to FNF, Inc. common shareholders	\$	348	\$	392	\$	(44)
EPS attributable to FNF, Inc. common shareholders - basic	\$	1.27				
EPS attributable to FNF, Inc. common shareholders - diluted	\$	1.25				
FNF, Inc. weighted average shares - basic		273				
FNF, Inc. weighted average shares - diluted		279				
The meaned average shares analed		275				

FIDELITY NATIONAL FINANCIAL, INC. YTD SEGMENT INFORMATION (In millions, except order information in thousands)

(Unaudited)

Six Months Ended				Corp	orate and	
June 30, 2018	Con	solidated	Title	Other		
Net earnings (loss) attributable to FNF, Inc. common shareholders	\$	348	\$ 392	\$	(44)	
Total non-GAAP, pre-tax adjustments	\$	77	\$ 60	\$	17	
Income taxes on non-GAAP adjustments		(17)	(13)		(4)	
Noncontrolling interest on non-GAAP adjustments		(6)	(6)		—	
Change in tax estimate		(45)	(45)	\$	_	
Total non-GAAP adjustments	\$	9	\$ (4)	\$	13	
Adjusted net earnings (loss) attributable to FNF, Inc. common shareholders	\$	357	\$ 388	\$	(31)	
Adjusted EPS attributable to FNF, Inc. common shareholders - diluted	\$	1.28				
Direct orders opened (000's)		983	983			
Direct orders closed (000's)		675	675			
Fee per file	\$	2,470	\$ 2,470			
Actual title claims paid	\$	110	\$ 110			
Cash flows provided by operations	\$	350				

FIDELITY NATIONAL FINANCIAL, INC. QUARTERLY OPERATING STATISTICS (Unaudited)

	(Q2 2019		Q1 2019		Q4 2018		Q3 2018		Q2 2018		Q1 2018		Q4 2017		Q3 2017	
<u>Quarterly Opened Orders ('000's except % data)</u>																	
Total opened orders*		544		438		379		456		505		478	445		501		
Total opened orders per day*		8.5		7.2		6.0		7.2		7.9		7.7		7.2		8.0	
Purchase % of opened orders		61%		65%		67%		69%		71%		66%		60%		62%	
Refinance % of opened orders		39%		35%		33%		31%		29%		34%		40%		38%	
Total closed orders*		359		263		301		339		362		313		357		367	
Total closed orders per day*		5.6		4.3		4.8		5.4		5.7		5.0		5.8		5.8	
Purchase % of closed orders		65%		66%		69%		71%		71%		62%		61%		65%	
Refinance % of closed orders		35%		34%		31%		29%		29%		38%		39%		35%	
<u>Commercial (millions, except orders in '000's)</u>																	
Total commercial revenue	\$	286	\$	231	\$	328	\$	276	\$	280	\$	235	\$	288	\$	250	
Total commercial opened orders		58.6		49.8		46.0		48.9		54.2		52.8		46.3		48.3	
Total commercial closed orders		34.0		30.0		35.2		31.2		35.1		31.5		33.2		33.4	
	¢	105	¢	100	<i>•</i>	105	¢	455	_	455	¢	100	¢	105	¢	400	
National commercial revenue	\$	165	\$	123	\$	197	\$	157	\$	155	\$	128	\$	165	\$	138	
National commercial opened orders		25.3		20.6		19.1		19.8		23.0		21.1		19.0		19.9	
National commercial closed orders		12.7		10.5		13.2		12.0		12.9		11.2		12.1		13.1	
<u>Total Fee Per File</u>																	
Fee per file	\$	2,677	\$	2,567	\$	2,803	\$	2,623	\$	2,579	\$	2,344	\$	2,425	\$	2,368	
Residential fee per file	\$	2,075	\$	1,964	\$	2,003	\$	2,032	\$	2,051	\$	1,816	\$	1,789	\$	1,885	
Total commercial fee per file	\$	8,400	\$	7,700	\$	9,300	\$	8,800	\$	8,000	\$	7,500	\$	8,700	\$	7,500	
National commercial fee per file	\$	13,000	\$	11,700	\$	14,900	\$	13,100	\$	12,000	\$	11,400	\$	13,600	\$	10,500	
Total Staffing																	
Total field operations employees * Includes an immaterial number of non-nurchase and non-refi	nance	10,300		10,000		10,200		10,800		11,000		10,900		11,200		11,700	

* Includes an immaterial number of non-purchase and non-refinance orders

FIDELITY NATIONAL FINANCIAL, INC. SUMMARY BALANCE SHEET INFORMATION (In millions)

	FNF, Inc. June 30, 2019		FNF, Inc. December 31, 2018	
	(Unaudited)			(Unaudited)
Cash and investment portfolio	\$ 5,234		\$	4,806
Goodwill	2,725			2,726
Title plant	405			405
Total assets	10,189			9,301
Notes payable	838			836
Reserve for title claim losses	1,480			1,488
Secured trust deposits	912			822
Redeemable non-controlling interests	344			344
Non-redeemable non-controlling interests	(10)			(2)
Total equity and non-controlling interests	5,296			4,972
Total equity attributable to common shareholders	4,962			4,630

###