#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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287 Estimated average burden 0.5 hours per response:

## Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 1. Name and Address of Reporting Person 2. Issuer Name and Ticker or Trading Symbol <u>Fidelity National Financial, Inc.</u> [ FNF ] Massey Richard N Director 10% Owner Officer (give title Other (specify 3. Date of Earliest Transaction (Month/Day/Year) below) below) (Last) (First) (Middle) 10/31/2019 **601 RIVERSIDE AVENUE** 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) Form filed by One Reporting Person JACKSONVILLE FL 32204 Form filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership 7. Nature Transaction **Execution Date** Securities Form: Direct of Indirect (Month/Day/Year) Code (Instr. 8) (D) or Indirect if any Beneficially Beneficial (Month/Day/Year) Owned Following Ownership (I) (Instr. 4) Reported (Instr. 4) (A) or (D) Code Amount Price (Instr. 3 and 4) Common Stock 10/31/2019 4,691(1) Α \$0 158,152 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 10. 11. Nature Expiration Date (Month/Day/Year) Derivative Security Conversion Execution Date Transaction Amount of derivative Ownership (Month/Day/Year) Derivative or Exercise if any Code (Instr. Securities Security Securities Form: Beneficial (Instr. 3) Price of (Month/Day/Year) Securities Underlying (Instr. 5) Beneficially Direct (D) Derivative Acquired Derivative Owned or Indirect (Instr. 4) (A) or Disposed (I) (Instr. 4) Security Security (Instr. 3 Following and 4) Reported of (D) Transaction(s) (Instr. 3, 4 (Instr. 4) and 5) Amount

## **Explanation of Responses:**

1. Grant of restricted common stock vesting in three equal annual installments beginning October 31, 2020, subject to the achievement of performance criteria specified in the reporting person's award agreement

(A) (D) Date

Exercisable

Expiration

Title

Date

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

Number

Shares

11/01/2019

\*\* 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).

Code

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.