

**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):

January 31, 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)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Emerging growth company ☐

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. ☐

Item 8.01**Other Events.**

On January 31, 2019, the New York State Department of Financial Services (“NYDFS”) provided written notice to Fidelity National Financial, Inc. (“FNF”) of its disapproval of FNF’s application to acquire control of Stewart Title Insurance Company, a New York domiciled title insurance company that is licensed only in the State of New York. Receipt of approval from the NYDFS is a condition to closing FNF’s pending acquisition (the “Acquisition”) of Stewart Information Services Corporation (“Stewart”). FNF and Stewart are evaluating the appropriate course of action in light of the NYDFS’s determination, which may include a discussion with the NYDFS to better understand its concerns and respond to the letter. To date, we have received 28 Form E state regulatory approvals relating to the Acquisition. FNF continues to work through the regulatory process for the Acquisition and is engaged in the Second Request related to the FTC’s HSR regulatory review of the Acquisition.

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: February 4, 2019

By: /s/Michael L. Gravelle

Name: Michael L. Gravelle

Executive Vice President, General Counsel, and

Title: Corporate Secretary