FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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OMB APPROVAL

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

## 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 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person\* (Check all applicable) Fidelity National Financial, Inc. [ FNF ] Massey Richard N X Director 10% Owner Officer (give title Other (specify 3. Date of Earliest Transaction (Month/Day/Year) (Last) (First) (Middle) below) below) 06/29/2018 **601 RIVERSIDE AVENUE** 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street)  $\mathbf{X}$ 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) 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) 2. Transaction 2A. Deemed 7. Nature of 1. Title of Security (Instr. 3) 5. Amount of Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Securities Beneficially Indirect Beneficial (Month/Day/Year) Ownership Owned Following Reported Transaction(s) (Instr. 4) (A) or (D) Code Price Amount (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned nute calle warrante ontione convertible securities)

	(e.g., puts, cans, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
FNF Group Phantom Stock <sup>(1)</sup>	(2)	06/29/2018		A		58.7313		(3)	(3)	FNF Group Common Stock	58.7313	\$37.62	7,423.6346	D	

## **Explanation of Responses:**

- 1. Phantom stock acquired by the reporting person pursuant to the Deferred Compensation Plan.
- 2. Each share of phantom stock is the economic equivalent of one share of FNF common stock.
- 3. Shares of phantom stock are payable in cash following the reporting person's termination of service as a director.

/s/ Colleen E. Haley, as 07/02/2018 attorney-in-fact

\*\* Signature of Reporting Person

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.