

☐ 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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>HAGERTY THOMAS M</u>  (Last) (First) (Middle) <u>C/O THOMAS H. LEE PARTNERS, L.P.</u> <u>100 FEDERAL STREET, 35TH FLOOR</u>  (Street) <u>BOSTON</u> <u>MA</u> <u>02110</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Fidelity National Financial, Inc. [ FNF ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/01/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/01/2020		A		45,439 <sup>(1)</sup>	A	\$0	264,946.6	D	

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)	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) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants (right to buy)	(2)	06/01/2020		A		33,333	(2)	11/30/2022 <sup>(2)</sup>	Common Stock	2,944	(2)	33,333	D	

Explanation of Responses:

1. Pursuant to the Agreement and Plan of Merger, dated as of February 7, 2020, by and among Fidelity National Financial Inc. (the "Issuer"), FGL Holdings ("FGL"), F I Corp. ("Merger Sub I") and F II Corp ("Merger Sub II") (as amended, the "Merger Agreement"), Merger Sub I merged with and into the Issuer (the "First Merger") with FGL surviving the First Merger (the "Surviving Company"), and the Surviving Company then merged with and into Merger Sub II (the "Second Merger" and, together with the First Merger, the "Mergers"), with Merger Sub II surviving the Second Merger as a wholly owned subsidiary of the Issuer. Each ordinary share of FGL held by the Reporting Person was converted into the right to receive 0.2558 shares of common stock of the Issuer ("Common Stock"), subject to the proration mechanics set forth in the Merger Agreement (the "Merger Consideration"). The Mergers were effective on June 1, 2020.

2. Upon consummation of the Mergers, each warrant to purchase FGL Ordinary Shares was converted into the right to purchase and receive upon exercise \$8.18 in cash and 0.0883 shares of Common Stock (the "Warrants"), which are currently exercisable. In accordance with the Warrant Agreement, dated as of May 19, 2016, between Continental Stock Transfer & Trust Company and CF Corporation pursuant to which the Warrants were issued, if the registered holder of the Warrant properly exercises the Warrant within thirty days following the closing of the Mergers, the exercise price will be reduced from \$11.50 to \$7.68.

/s/ Thomas M. Hagerty

06/03/2020

\*\* 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.