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**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):**

**May 28, 2020**

**Fidelity National Financial, Inc.**

(Exact name of Registrant as Specified in its Charter)

001-32630

(Commission File Number)

Delaware

16-1725106

(State or Other Jurisdiction of  
Incorporation or Organization)

(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))

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

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
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 ☐

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. ☐

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**Item 8.01. Other Events**

On May 28, 2020, Fidelity National Financial, Inc. (“FNF” or the “Company”) and William P. Foley, II entered into a letter agreement (the “Letter Agreement”) amending the terms of Mr. Foley’s compensation as non-executive Chairman of the Board of FNF. Pursuant to the agreement, beginning June 1, 2020, Mr. Foley shall receive the following compensation for his service as non-executive Chairman:

- A retainer of \$50,000 per quarter.
- An annual equity award with a grant date fair value of \$300,000, which shall be granted at the same time and shall be subject to the same terms and conditions as the annual equity awards granted to our other non-employee directors.
- Mr. Foley shall cease to participate in the Company’s equity portfolio incentive plan.

The foregoing description is qualified in its entirety by reference to the Letter Agreement, which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

Exhibit No.	Exhibit Description
99.1	<a href="#">Letter agreement between Fidelity National Financial, Inc. and William P. Foley, II dated May 28, 2020.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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: May 29, 2020

By: /s/ Michael L. Gravelle

Name: Michael L. Gravelle

Title: Executive Vice President, General Counsel  
and Corporate Secretary

**Fidelity National Financial, Inc.**  
601 Riverside Ave.  
Jacksonville, FL 32204

May 28, 2020

Dear Bill:

This letter agreement memorializes our discussion regarding the prospective changes to your compensation as non-executive Chairman of the Board of Directors of Fidelity National Financial, Inc. (the "Company"). Notwithstanding anything to the contrary in your Director Services Agreement dated as of January 8, 2016 and amended May 3, 2016, effective June 1, 2020, (i) your quarterly cash retainer will be \$50,000, (ii) your annual equity grant will have a grant date fair value of \$300,000 (with the same terms as annual equity grants made to the Company's other non-employee directors) and (iii) you will cease participation in the equity portfolio incentive program.

Thank you for your continued leadership with the Company.

Please confirm your agreement to the changes to your director compensation reflected above by signing below and returning this letter to me.

Sincerely,

By: /s/ Michael L. Gravelle

Name: Michael L. Gravelle

Title: Executive Vice President, General Counsel and Corporate Secretary

I agree to and accept the changes to my compensation as non-executive Chairman of the Board of Directors of the Company as reflected in this letter.

/s/ William P. Foley, II Date: May 28, 2020

William P. Foley, II