

Fidelity National Financial, Inc.
Form 4
March 02, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
EMINENCE CAPITAL, LP

2. Issuer Name and Ticker or Trading Symbol
Fidelity National Financial, Inc.
[FNFV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
65 EAST 55TH STREET, 25TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/29/2016

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
FNFV Group Common Stock, \$0.0001 par value per share	02/29/2016		S		225,000	D	\$ 10.2115
					7,169,028	I	

See Footnotes (1) (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EMINENCE CAPITAL, LP 65 EAST 55TH STREET 25TH FLOOR NEW YORK, NY 10022		X		
Sandler Ricky C 65 EAST 55TH STREET 25TH FLOOR NEW YORK, NY 10022		X		
Eminence GP, LLC C/O EMINENCE CAPITAL, LP 65 EAST 55TH STREET, 25TH FLOOR NEW YORK, NY 10022		X		

Signatures

EMINENCE CAPITAL, LP, By: Eminence Capital GP, LLC, /s/ Ricky C. Sandler, Managing Member	03/02/2016
__Signature of Reporting Person	Date
EMINENCE GP, LLC, /s/ Ricky C. Sandler, Managing Member	03/02/2016
__Signature of Reporting Person	Date
/s/ Ricky C. Sandler	03/02/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

The shares of FNFV Group Common Stock reported on this line may be deemed to be indirectly beneficially owned by Eminence Capital, LP ("Eminence Capital"), which shares are directly held by Eminence Partners, L.P. ("Eminence I"), Eminence Partners II, L.P. ("Eminence II"), Eminence Partners Leveraged, L.P. ("Eminence Leveraged"), Eminence Eaglewood Master, L.P. ("Eminence

(1) Eaglewood"), Eminence Partners Long, L.P. (together with Eminence I, Eminence II, Eminence Leveraged and Eminence Eaglewood, the "Partnerships"), Eminence Fund Master, Ltd. ("Eminence Offshore Master Fund"), Eminence Fund Leveraged Master, Ltd. ("Eminence Offshore Leveraged Master Fund" and, together with Eminence Offshore Master Fund, the "Master Funds") and Eminence Fund Long, Ltd. ("Eminence Offshore Long" and, together with the Partnerships and the Master Funds, the "Eminence Funds").

(Continuation of footnote 1) Eminence Capital may be deemed to be the indirect beneficial owner of such shares by virtue of its position as the investment manager to the Eminence Funds. In addition, Eminence GP, LLC ("Eminence GP") may be deemed to be the indirect

(2) beneficial owner of such securities held by the Partnerships and the Master Funds by virtue of its position as the general partner or manager of the Partnerships and the Master Funds. Mr. Sandler may be deemed to be the indirect beneficial owner of such shares held by the Eminence Funds by virtue of his direct and indirect control of Eminence Capital and Eminence GP.

(3) For purposes of Rule 16a-1(a)(2) of the 1934 Act, each of the reporting persons disclaims beneficial ownership of the shares reported herein to the extent such beneficial ownership exceeds its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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