

Edgar Filing: Fidelity National Financial, Inc. - Form S-8 POS

Fidelity National Financial, Inc.  
Form S-8 POS  
September 01, 2016

As filed with the Securities and Exchange Commission on September 1, 2016

Registration No. 333-193825  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT NO. 333-193825  
UNDER  
THE SECURITIES ACT OF 1933

FIDELITY NATIONAL FINANCIAL, INC.  
(Exact name of registrant as specified in its charter)

Delaware 16-1725106  
(State or other jurisdiction of (IRS Employer  
incorporation or organization) Identification Number)

601 Riverside Avenue 32204  
Jacksonville, Florida  
(Address of principal executive offices) (Zip code)

Fidelity National Financial, Inc. Amended and Restated LPS Omnibus Incentive Plan  
(Full title of the plan)

Michael L. Gravelle  
Executive Vice President, General Counsel and Corporate Secretary  
601 Riverside Avenue  
Jacksonville, FL 32204  
(Name and address of agent for service)  
(904) 854-8100  
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	Accelerated filer	Non-accelerated filer (Do not check if a smaller reporting company)	Smaller reporting company
-------------------------	-------------------	--	---------------------------



EXPLANATORY NOTE

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (File No. 333-193825) filed with the Securities and Exchange Commission on February 7, 2014, which registered the offering of up to 7,535,926 shares of Class A Common Stock, \$0.0001 par value per share (the “Common Stock”), of Fidelity National Financial, Inc. (the “Company”), issuable pursuant to the Fidelity National Financial, Inc. Amended and Restated LPS Omnibus Incentive Plan (the “Registration Statement”).

The Company has terminated the offering of its securities pursuant to the Registration Statement. Accordingly, the Company is filing this Post-Effective Amendment No. 1 in accordance with the undertakings of the Company in Part II of the Registration Statement to remove from registration, by means of a post-effective amendment, all unsold securities reserved for issuance and registered for sale under the Fidelity National Financial, Inc. Amended and Restated LPS Omnibus Incentive Plan, including any additional securities to be offered or issued in connection with stock splits, stock dividends, recapitalizations or similar transactions.

The Company hereby removes from registration any and all securities registered but unsold under the Registration Statement as of the date hereof.

Item 8. Exhibits

Unless otherwise indicated below as being incorporated herein by reference to another filing with the Commission, each of the following exhibits is filed herewith:

Exhibit Number Description of Document

24.1 Power of Attorney (previously filed).

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Jacksonville, Florida on September 1, 2016.

FIDELITY NATIONAL FINANCIAL, INC.

By: /s/Michael L. Gravelle

Name: Michael L. Gravelle

Title: Executive Vice President, General Counsel and Corporate Secretary

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated below on September 1, 2016.



Signature	Title
* Raymond R. Quirk	Chief Executive Officer (Principal Executive Officer)
* Anthony J. Park	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
* William P. Foley, II	Director and Chairman of the Board
* Douglas K. Ammerman	Director
* Willie D. Davis	Director
* Thomas M. Hagerty	Director
/s/Janet Kerr Janet Kerr	Director
* Daniel D. (Ron) Lane	Director
* Richard N. Massey	Director
* John D. Rood	Director
* Peter O. Shea, Jr.	Director
* Cary H. Thompson	Director
* Frank P. Willey	Director

\*By: /s/Michael L. Gravelle  
Michael L. Gravelle,  
as Attorney-in-fact