

FIDELITY NATIONAL FINANCIAL INC /DE/

Form 8-K

May 17, 2005

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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 17, 2005**

**Fidelity National Financial, Inc.**

(Exact name of Registrant as Specified in its Charter)

1-9396  
(Commission File Number)

Delaware  
(State or Other Jurisdiction of Incorporation or  
Organization)

86-0498599  
(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)

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(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))
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**Item 8.01 Other Events**

On May 17, 2005, Fidelity National Financial, Inc. ( FNF ) announced in a press release that its Board of Directors has approved a strategic restructuring that would result in the public distribution of a minority interest in FNF 's title insurance operations.

Under the terms of the strategic restructuring plan, FNF would form a title insurance holding company ( THC ) that would serve as the parent company for FNF 's title insurance operations. FNF would then make a taxable distribution of 17.5% of the shares of the common stock of THC to FNF stockholders, while retaining ownership of the remaining 82.5% of THC 's common stock. As a result, FNF stockholders will receive .175 shares of THC common stock for each share of FNF common stock. THC would therefore become a majority-owned, publicly traded subsidiary of FNF. Completion of the taxable distribution to FNF stockholders is contingent upon a variety of conditions, including regulatory approval. This distribution of THC common stock to FNF stockholders is expected to occur in the third quarter of 2005. A copy of the press release is attached as Exhibit 99.1

**Item 9.01. Financial Statements and Exhibits**

**(c) Exhibits**

<b>Exhibit</b>	<b>Description</b>
99.1	Fidelity National Financial, Inc. Press Release Dated May 17, 2005.

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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 17, 2005

By: /s/ Alan L. Stinson  
Name: Alan L. Stinson  
Title: Executive Vice President  
and Chief Financial Officer

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<b>Exhibit</b>	<b>Description</b>
99.1	Fidelity National Financial, Inc. Press Release Dated May 17, 2005.