

Black Knight Financial Services, Inc.
Form 4
May 28, 2015

FORM 4

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

OMB APPROVAL

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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 *
Fidelity National Financial, Inc.

2. Issuer Name and Ticker or Trading Symbol
Black Knight Financial Services, Inc.
[BKFS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/26/2015

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

601 RIVERSIDE AVENUE

(Street)

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

JACKSONVILLE, FL 32204

(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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Class B Common Stock	05/26/2015		J ⁽¹⁾		75,817,079	A	\$ 0 75,817,079	I	See Footnote (2)
Class B Common Stock	05/26/2015		J ⁽¹⁾		4,535,429	A	\$ 0 4,535,429	I	See Footnote (3)
Class B Common Stock	05/26/2015		J ⁽¹⁾		2,957,432	A	\$ 0 2,957,432	I	See Footnote (4)
Common Stock	05/26/2015		J ⁽⁵⁾		1,000	D	\$ 0 0	I	See Footnote

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

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(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
LLC Units	(6)	05/26/2015		J(1)	75,817,079	(6) (6)	Class A Common Stock 75,817,079
LLC Units	(6)	05/26/2015		J(1)	4,535,429	(6) (6)	Class A Common Stock 4,535,429
LLC Units	(6)	05/26/2015		J(1)	2,957,432	(6) (6)	Class A Common Stock 2,957,432

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fidelity National Financial, Inc. 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204		X		
FNTG Holdings, LLC 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204		X		
Fidelity National Title Group, Inc. 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204		X		
Chicago Title Insurance Co 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204		X		

Fidelity National Title Insurance Co
601 RIVERSIDE AVENUE
JACKSONVILLE, FL 32204

X

Signatures

FIDELITY NATIONAL FINANCIAL, INC., By: /s/ Michael L. Gravelle, Executive Vice
President, General Counsel and Corporate Secretary

05/28/2015

__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).

On May 26, 2015, in connection with the closing of the Issuer's initial public offering and the transactions contemplated in connection therewith, each holder of a unit of Black Knight Financial Services, LLC received a number of shares of Class B Common Stock of the

- (1) Issuer equal to the number of units held by such person. Shares of Class B Common Stock do not have economic rights. Upon any exchange of units for Class A Common Stock, the corresponding shares of Class B Common Stock then owned by such holder will be cancelled.

- (2) Represents securities held directly by Black Knight Holdings, Inc. ("BKHI"). BKHI is a wholly owned subsidiary of Fidelity National Financial, Inc. ("FNF"). FNF may be deemed to indirectly beneficially own the securities held directly by BKHI. FNF disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- (3) Represents securities held directly by Chicago Title Insurance Company ("CTIC"). CTIC is a wholly owned subsidiary of Fidelity National Title Group, Inc. ("FNTG Inc."). FNTG Inc. is a wholly owned subsidiary of FNTG Holdings, LLC ("FNTG LLC"). FNTG LLC is a wholly owned subsidiary of FNF. Each of FNTG Inc., FNTG LLC and FNF may be deemed to indirectly beneficially own the securities held directly by CTIC. Each of FNTG Inc., FNTG LLC and FNF disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- (4) Represents securities held directly by Fidelity National Title Insurance Company ("FNTIC"). FNTIC is a wholly owned subsidiary of FNTG Inc. FNTG Inc. is a wholly owned subsidiary of FNTG LLC. FNTG LLC is a wholly owned subsidiary of FNF. Each of FNTG Inc., FNTG LLC and FNF may be deemed to indirectly beneficially own the securities held directly by FNTIC. Each of FNTG Inc., FNTG LLC and FNF disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- (5) On May 26, 2015, FNF contributed to BKHI, its wholly owned subsidiary, 1,000 shares of the Issuer's common stock, par value \$0.01 per share, which were immediately canceled in connection with the Amendment and Restatement of the Issuer's Certificate of Incorporation.

- (6) Pursuant to the terms of and subject to the limitations and restrictions set forth in the Amended and Restated Operating Agreement of Black Knight Financial Services, LLC, dated May 26, 2015, and any exchange agreement, units of Black Knight Financial Services, LLC are exchangeable for shares of Class A common stock on a one-for-one basis.

Remarks:

Exhibit 99.1 (Joint Filer Information) incorporated herein by reference.

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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