

# FIDELITY NATIONAL FINANCIAL, INC.

## FORM 8-K (Current report filing)

Filed 11/15/07 for the Period Ending 11/09/07

Address	601 RIVERSIDE AVENUE , JACKSONVILLE, FL 32204
Telephone	904-854-8100
CIK	0001331875
Symbol	FNF
SIC Code	6361 - Title Insurance
Industry	Insurance (Prop. & Casualty)
Sector	Technology
Fiscal Year	12/31

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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): November 9, 2007**

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**FIDELITY NATIONAL FINANCIAL, INC.**

(Exact name of Registrant as Specified in its Charter)

Delaware

(State or other Jurisdiction of  
Incorporation or Organization)

001-32630

(Commission File  
Number)

16-1725106

(IRS Employer  
Identification No.)

601 Riverside Avenue  
Jacksonville, Florida

(Address of principal executive offices)

32204

(Zip code)

Registrant's telephone number, including area code: (904) 854-8100

(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 ( *see* General Instruction A.2.):

- 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 2.01. Completion of Acquisition or Disposition of Assets.**

On November 9, 2007, Fidelity National Financial, Inc., a Delaware corporation (“FNF”), its partner Thomas H. Lee Partners, L.P. (“THL”) and certain third party investors completed the acquisition of Ceridian Corporation, a Delaware corporation (“Ceridian”) for approximately \$5.3 billion. Pursuant to the Agreement and Plan of Merger (the “Merger Agreement”) dated as of May 30, 2007, as amended as of July 30, 2007, among Foundation Holdings, Inc., a Delaware corporation (“Parent”), Foundation Merger Sub, Inc. a Delaware corporation and a wholly-owned subsidiary of Parent (“Merger Sub”), and Ceridian, Merger Sub was merged with and into Ceridian and Ceridian continued as the surviving entity and a wholly-owned subsidiary of Parent (the “Merger”). The issued and outstanding shares of Ceridian common stock, par value \$0.01 per share (other than shares with respect to which appraisal rights have been properly exercised) were converted into the right to receive \$36 per share in cash. Parent and Merger Sub were formed by FNF and THL to acquire Ceridian.

More detailed descriptions of the Merger and the Merger Agreement are set forth in the Current Report on Form 8-K filed by FNF with the SEC in connection with the Merger on June 5, 2007. The foregoing summary of the Merger Agreement is not complete and is qualified in its entirety by reference to the text of the Merger Agreement, which was included as Exhibit 2.1 to Ceridian’s Current Report on Form 8-K filed with the SEC on May 31, 2007.

FNF contributed approximately \$525 million of the total \$1.6 billion equity funding for the acquisition, resulting in a 33% ownership stake for FNF in Ceridian. The majority of FNF’s equity contribution was funded through a borrowing under its existing bank credit facility.

Ceridian is an information services company servicing the human resources, transportation and retail industries. Specifically, Ceridian offers a broad range of human resource outsourcing solutions and is a major payment processor and issuer of credit, debit and stored-value cards.

**Item 9.01. Financial Statements and Exhibits**

(a) Financial statements of the business acquired.

To the extent required by this item, the financial statements of the business acquired by FNF will be filed by an amendment to this Current Report on Form 8-K within the time period required under Item 9.01(a)(4) of Form 8-K.

(b) *Pro forma* financial information.

To the extent required by this item, the pro forma financial statements with respect to the business acquired by FNF will be filed by an amendment to this Current Report on Form 8-K within the time period required under Item 9.01(a)(4) of Form 8-K.

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
2.1	Agreement and Plan of Merger dated as of May 30, 2007 by and among Foundation Holdings, Inc., Foundation Merger Sub, Inc. and Ceridian Corporation (incorporated by reference to Ceridian Corporation’s current report on Form 8-K filed on May 31, 2007, File Number 1-15168, as Exhibit 2.1).*
99.1	Press release announcing Fidelity National Financial, Inc. Closes the Ceridian Acquisition.

\* Contents of the disclosure letter prepared in connection with the Merger Agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K. FNF will furnish a copy of the disclosure letter to the SEC upon request.

**SIGNATURES**

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 hereunto duly authorized.

FIDELITY NATIONAL FINANCIAL, INC.

By: /s/ Anthony J. Park

Anthony J. Park  
Chief Financial Officer

Dated: November 15, 2007

**EXHIBIT INDEX**

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99.1 Press release announcing Fidelity National Financial, Inc. Closes the Ceridian Acquisition.

\* Contents of the disclosure letter prepared in connection with the Merger Agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K. FNF will furnish a copy of the disclosure letter to the SEC upon request.  
NYA552032.4





## PRESS RELEASE

### **Fidelity National Financial, Inc. Announces the Closing of the Ceridian Acquisition**

Jacksonville, Fla. — (November 9, 2007) — Fidelity National Financial, Inc. (NYSE:FNF), a leading provider of title insurance, specialty insurance and claims management services today announced, along with its partner Thomas H. Lee Partners, the completion of the acquisition of Ceridian Corporation (NYSE:CEN) for approximately \$5.3 billion. FNF contributed approximately \$525 million of the total \$1.6 billion equity funding for the acquisition, resulting in a 33% ownership stake for FNF in Ceridian. The majority of FNF's equity contribution was funded through a borrowing under its existing bank credit facility.

Ceridian is a leading information services company in the human resource, retail and transportation markets. It is one of the top human resources outsourcing companies in the United States, Canada and the United Kingdom, offering a broad range of human resource services including payroll processing, tax filing, benefits administration, work-life and employee advisory programs, and other human resource related services. These human resource solutions range from transaction based services to Human Resource Outsourcing (HRO) in which Ceridian takes over responsibility for the customer's human resource management processes. Ceridian is also a major payment processor and issuer of credit cards, debit cards and stored value cards, primarily for the transportation and retail industries in the United States, through its Comdata subsidiary. Comdata's service offerings include BusinessLink, a combination debit and credit card designed to provide businesses with control over payments to and expenditures made by their employees, along

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with the reporting they need to track the performance of their operations. Comdata also offers retailers cash cards that are used for gifts, merchandise returns, promotions and loyalty programs through its Stored Value Solutions (SVS) unit.

“We are very excited about the acquisition of Ceridian,” said FNF Chairman and Chief Executive Officer William P. Foley, II. “Ceridian provides FNF with a company that has leading market positions in large, growing markets, long-term customer relationships, recurring revenue, strong cash flow and a significant margin expansion opportunity. We look forward to the opportunity it provides for us to continue to create significant long-term value for FNF shareholders.”

Fidelity National Financial, Inc. (NYSE:FNF), is a leading provider of title insurance, specialty insurance and claims management services. FNF is one of the nation’s largest title insurance companies through its title insurance underwriters — Fidelity National Title, Chicago Title, Ticor Title, Security Union Title and Alamo Title — that issue approximately 28 percent of all title insurance policies in the United States. FNF also provides flood insurance, personal lines insurance and home warranty insurance through its specialty insurance business. FNF also is a leading provider of outsourced claims management services to large corporate and public sector entities through its minority-owned subsidiary, Sedgwick CMS. More information about FNF can be found at [www.fnf.com](http://www.fnf.com).

This press release contains forward-looking statements that involve a number of risks and uncertainties. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. Forward-looking statements are based on management’s beliefs, as well as assumptions made by, and information currently available to, management. Because such statements are based on expectations as to future economic performance and are not statements of fact, actual results may differ materially from those projected. We

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undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise. The risks and uncertainties which forward-looking statements are subject to include, but are not limited to: changes in general economic, business and political conditions, including changes in the financial markets; adverse changes in the level of real estate activity, which may be caused by, among other things, high or increasing interest rates, a limited supply of mortgage funding or a weak U. S. economy; our potential inability to find suitable acquisition candidates, acquisitions in lines of business that will not necessarily be limited to our traditional areas of focus, or difficulties in integrating acquisitions; our dependence on operating subsidiaries as a source of cash flow; significant competition that our operating subsidiaries face; compliance with extensive government regulation of our operating subsidiaries; and other risks detailed in the “Statement Regarding Forward-Looking Information,” “Risk Factors” and other sections of the Company’s Form 10-K and other filings with the Securities and Exchange Commission.

Forward-looking statements about Ceridian are additionally subject to factors described in its filings with the Securities and Exchange Commission, including: its ability to improve operating margins will depend on the degree to which and the speed with which it is able to make investments in its business to improve its business performance, make investments to improve the performance of its technology, and reduce operating costs; any breach of its information technology security or loss of customer data could adversely affect its business; in the event of a catastrophic occurrence, its ability to protect client data and maintain operations may be impaired; the failure of its Human Resources Solutions business to comply with applicable laws could result in substantial taxes, penalties and liabilities that could adversely affect its business; and its success is dependent on the retention and acquisition of talented people and the skills and abilities of its management team and key personnel.

SOURCE: Fidelity National Financial, Inc.

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