

INTERCEPT INC
Form 425
October 20, 2004

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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):
October 15, 2004

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)

(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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EXHIBIT 99.1

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Item 1.01. Entry into a Material Definitive Agreement

On October 15, 2004, Fidelity National Financial, Inc. (FNF) granted non-qualified stock options to acquire 16,250 shares of its common stock, \$0.001 par value per share, at an exercise price of \$36.60 per share, to each of Cary H. Thompson, Terry N. Christensen, Daniel D. Lane, Willie D. Davis, William A. Imparato, John F. Farrell, Jr., Philip G. Heasley, Donald M. Koll and General William Lyon, each of whom is a non-employee director of FNF. These stock options were granted pursuant to FNF 's Amended and Restated 2001 Stock Incentive Plan.

These stock options have an 8 year term and vest in three equal annual installments, with the first installment vesting on October 15, 2005. In the event of a change of control of FNF, the vesting of these stock options will accelerate and these stock options will become fully exercisable. Each option grant was evidenced by an option agreement substantially in the form attached hereto as Exhibit 99.1. The exercise price of these stock options equals the closing price of one share of FNF common stock on the New York Stock Exchange on October 15, 2004.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

| Exhibit | Description |
|----------------|--------------------------------|
| 99.1 | Form of Option Grant Agreement |

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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: October 20, 2004

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

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Exhibit

Description

| | |
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| 99.1 | Form of Option Grant Agreement |
|------|--------------------------------|