

J. Alexander's Holdings, Inc.
Form SC 13D
September 22, 2015

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934

J. Alexander s Holdings, Inc.

(Name of Issuer)

Common Stock, without par value per share

(Title of Class of Securities)

46609J 106

(CUSIP Number)

Michael L. Gravelle, Managing Director and Corporate Secretary

Fidelity National Financial Ventures, LLC

c/o Fidelity National Financial, Inc.

601 Riverside Avenue

Jacksonville, Florida 32204

904.854.8100

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 11, 2015

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Fidelity National Financial Ventures, LLC
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

1,000 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

10 SHARED DISPOSITIVE POWER

WITH

1,000 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 1,000 shares
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 100% (1)
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

00

(1) Based on 1,000 shares of Common Stock issued and outstanding as of September 11, 2015.

1 NAMES OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

2 Brent B. Bickett
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 AF
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

7 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

1,000 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

10 SHARED DISPOSITIVE POWER

WITH

1,000 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 1,000 shares
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS) ..
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 100% (1)
- 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Based on 1,000 shares of Common Stock issued and outstanding as of September 11, 2015.

1 NAMES OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

William P. Foley, II
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

7 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

1,000 shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

1,000 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 1,000 shares
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS) ..
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 100% (1)
- 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Based on 1,000 shares of Common Stock issued and outstanding as of September 11, 2015.

Schedule 13D

Item 1. Security and Issuer.

This statement relates to the common stock, par value \$0.001 per share (the Common Stock), of J. Alexander's Holdings, Inc. (JAX or the Issuer) having its principal executive office at 3401 West End Avenue, Suite 260, Nashville, Tennessee 37203.

Item 2. Identity and Background.

This statement is being filed by:

(a) Fidelity National Financial Ventures, LLC (the FNFV);

(b) William P. Foley, II, a manager of FNFV; and

(c) Brent B. Bickett, a manager of FNFV (together with William P. Foley, II, the Managers).

The persons named in this Item 2 are referred to individually herein as a Reporting Person and collectively as the Reporting Persons. The Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k) under the Act.

The address of the principal business office of the Reporting Persons is c/o Fidelity National Financial, Inc., 601 Riverside Avenue, Jacksonville, Florida 32204.

The principal business of FNFV is to perform certain operations of Fidelity National Financial, Inc. and engage in any lawful act or activity for which limited liability companies may be organized and to engage in any and all activities necessary or incidental thereto.

During the five years prior to the date hereof, none of the Reporting Persons has been convicted in a criminal proceeding or has been a party to a civil proceeding ending in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

FNFV is a limited liability company, respectively, organized under the laws of the State of Delaware. Messrs. Foley and Bickett are United States citizens.

Item 3. Source and Amount of Funds or Other Consideration.

On August 15, 2014, the Issuer issued 1,000 shares of its Common Stock (the Shares) to FNFV, a subsidiary of Fidelity National Financial, Inc. (FNF), as part of an organizational structure devised to minimize tax expenses, in exchange for a *de minimis* amount of cash. The working capital of FNFV was the source of the funds for the purchase of the Shares. No part of the purchase price of the Shares was represented by funds or other consideration borrowed or otherwise obtained for the purpose of acquiring, holding, trading or voting the Shares.

Item 4. Purpose of Transaction.

The information provided in Item 3 is incorporated herein by reference.

The Reporting Persons reserve the right to acquire, or dispose of, additional securities of the Issuer in the ordinary course of their business, to the extent deemed advisable in light of their general investment and trading policies, market conditions or other factors. The Reporting Persons may engage in discussions from time to time with other stockholders of the Issuer regarding the acquisition by the Reporting Persons or others of shares of the Issuer's Common Stock held by such stockholders.

The Reporting Persons may seek information from management and the Issuer's Board of Directors, and may engage in further discussions with management, the Issuer's Board of Directors, other stockholders of the Issuer and other relevant parties, concerning the business, operations, governance, management, strategy, capitalization and/or future plans of the Issuer, or in proposing one or more of the other actions described in subparagraphs (a) through (j) of this Item 4.

Except as set forth above and in Item 6, none of the Reporting Persons has any present plans which relate to or would result in:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
- (d) Any change in the present Board of Directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the Issuer;
- (f) Any other material change in the Issuer's business or corporate structure;
- (g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
- (h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
- (j) Any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

FNFV is the record owner of the Shares. As the managers of FNFV, the Managers may be deemed to own beneficially the Shares.

Edgar Filing: J. Alexander's Holdings, Inc. - Form SC 13D

Each Reporting Person disclaims beneficial ownership of the Shares other than those shares which such person owns of record.

- (a) The percentage of outstanding Common Stock of the Issuer which may be deemed to be beneficially owned by each Reporting Person is set forth on Line 13 of such Reporting Person's cover sheet.

- (b) Regarding the number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: See line 7 of cover sheets;

 - (ii) shared power to vote or to direct the vote: See line 8 of cover sheets;

 - (iii) sole power to dispose or to direct the disposition: See line 9 of cover sheets; and

 - (iv) shared power to dispose or to direct the disposition: See line 10 of cover sheets;

- (c) Except as set forth in Item 3 above, none of the Reporting Persons has effected any transaction in the Common Stock during the last 60 days.
- (d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, securities beneficially owned by any of the Reporting Persons.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Undertakings or Relationships with Respect to Securities of the Issuer.

On September 16, 2015, JAX and FNF entered into a Separation and Distribution Agreement, pursuant to which FNF agreed to distribute one hundred percent (100%) of its shares of JAX Common Stock, on a *pro rata* basis, to the holders of FNFV common stock, FNF's tracking stock traded on The New York Stock Exchange (The NYSE). Holders of FNFV common stock will receive, as a distribution from FNF, approximately 0.17271 shares of J. Alexander's common stock for every one share of FNFV common stock held at the close of business on September 22, 2015, the record date for the distribution (the Distribution). The Distribution will be made on September 28, 2015. As a result of the Distribution, JAX will be an independent public company and its common stock will be listed under the symbol JAX on The NYSE, expected to be effective September 29, 2015 (collectively, the Spin-Off Transaction). In order to effectuate the Spin-Off Transaction, FNFV and certain other entities will engage in a series of transactions resulting in (i) the holders of FNFV common stock owning 87.44% of the Issuer; (ii) Newport Global Opportunities Fund AIV-A LP owning 10.85% of the Issuer and (iii) certain minority owners owning an aggregate of 1.71% of the Issuer.

Other than as described in this Item 6, there currently are no contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons or between such Reporting Persons and any person with respect to any securities of the Issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

None.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: September 22, 2015

FIDELITY NATIONAL FINANCIAL VENTURES, LLC

By: /s/ Brent B. Bickett
Brent B. Bickett, Manager

/s/ William P. Foley, II
William P. Foley, II

/s/ Brent B. Bickett
Brent B. Bickett