

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933****FIRST ADVANTAGE CORPORATION**

(Exact name of issuer as specified in its charter)

Delaware(State or other jurisdiction of
incorporation or organization)**One Progress Plaza, Suite 2400****St. Petersburg, Florida**

(Address of Principal Executive Offices)

61-1437565(I.R.S. Employer
Identification No.)**33701**

(Zip Code)

**FIRST ADVANTAGE CORPORATION
2003 INCENTIVE COMPENSATION PLAN**

(Full title of the plan)

Julie Waters**Vice President and General Counsel****First Advantage Corporation****One Progress Plaza, Suite 2400****St. Petersburg, Florida 33701****(727) 241-3412**

(Name, address and telephone number, including area code, of agent for service)

Copy to:**Jeffrey G. Aromatorio, Esq.****Reed Smith LLP****435 Sixth Avenue****Pittsburgh, Pennsylvania 15219****(412) 288-3364****CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered¹	Proposed maximum offering price per share	Proposed maximum aggregate offering price²	Amount of registration fee
Common Stock, par value \$0.01 per share	4,000,000	\$27.08 ²	\$108,320,000	\$12,749.26

¹ Together with an indeterminate number of additional shares that may be necessary to adjust the number of shares reserved for issuance under the First Advantage Corporation 2003 Incentive Compensation Plan as a result of any future stock split, stock dividend or similar adjustment of the outstanding Common Stock.

² Pursuant to Rules 457(h) and 457(c), the offering price of the shares covered by the registration statement is estimated solely for purposes of calculating the registration fee and is based on the average of the reported high and low sale prices for the registrant's Common Stock in the NASDAQ National Market System on September 9, 2005.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document or documents containing the information specified in Part I are not required to be filed with the Securities and Exchange Commission (the "Commission") as part of this Form S-8 Registration Statement in accordance with Rule 428 of the Securities Act of 1933, as amended.

PART II

**INFORMATION REQUIRED IN
REGISTRATION STATEMENT**

Item 3. Incorporation of Certain Documents by Reference

The following documents filed by the registrant with the Securities and Exchange Commission are incorporated by reference in this Registration Statement:

- (a) The registrant's latest annual report on Form 10-K filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "1934 Act");
- (b) All other reports filed by the registrant pursuant to Section 13(a) or 15(d) of the 1934 Act since the end of the fiscal year covered by the annual report on Form 10-K referred to in paragraph (a) above;
- (c) The description of the registrant's Class A Common Stock, \$.001 par value, contained in the Registration Statement on Form 8-A, filed May 12, 2003, including any amendment or report filed for the purpose of updating such description; and
- (d) The registrant's latest definitive proxy statement on Schedule 14A filed pursuant to Section 14(a) of the 1934 Act.

All documents filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the 1934 Act subsequent to the filing of the annual report on Form 10-K referred to in paragraph (a) above and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents, except that the information included in any document in response to Item 306 or paragraphs (i), (k) or (l) of Item 402 of Regulation S-K is not incorporated by reference in this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any other contemporaneously or subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of Delaware General Corporation Law. Section 145 of the Delaware General Corporation Law (the “DGCL”) provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 145 also provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred by such person in connection therewith.

Any such indemnification (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth above. Such determination shall be made:

- (a) by a majority vote of the directors who were not parties to such action, suit or proceeding, even though less than a quorum; or

- (b) if there are no such directors, or, if such directors so direct, by independent legal counsel in a written opinion; or
- (c) by the stockholders.

Section 145 permits a Delaware business corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify such person against such liability.

Section 102(b)(7) of the Delaware General Corporation Law. Section 102(b)(7) of the DGCL provides that a corporation may set forth in its Certificate of Incorporation a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL regarding the unlawful payment of dividends or approval of unlawful stock repurchases or redemptions, or (iv) for any transaction from which the director derived an improper personal benefit. No such provision shall eliminate or limit the liability of a director for any act or omission occurring prior to the date when such provision becomes effective.

Certificate of Incorporation Provision on Liability of Directors and Indemnification. The registrant's certificate of incorporation provides that its directors will not be personally liable to the registrant or its stockholders for damages for breach of any duty owed to the registrant or its stockholders except for liability:

- for any breach of the director's duty of loyalty to the registrant or its stockholders;
- for any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- under section 174 of the DGCL regarding negligent or willful unlawful payment of dividends and stock redemption; or
- for any transaction from which a director derived an improper personal benefit.

Bylaws Provision on Liability of Directors and Indemnification. The Bylaws of the registrant provide that:

- subject to applicable law and certain qualifications, each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director or officer of the registrant or is or was serving at the request of the registrant as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the registrant to the fullest extent permitted by the DGCL (but, in the case of any future amendment to the DGCL, only to the extent that such amendment permits the registrant to provide broader indemnification rights than permitted prior thereto), against all expense, liability and loss (including attorneys' fees, judgments,

finances, excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith, and such indemnification shall continue as to an indemnitee who has ceased to be a director or officer, and shall inure to the benefit of the indemnitee's heirs, executors and administrators. The right to indemnification described in this paragraph is a contract right and, to the extent not prohibited by applicable law, includes the right to be paid by the registrant the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the DGCL so requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer shall be made only upon delivery to the registrant of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses.

- The registrant is permitted to secure insurance on behalf of any director, officer, employee or agent of the registrant or another business entity for any expense, liability or loss, regardless of whether the DGCL would permit indemnification.

Director Indemnification Agreements. On May 9, 2005, the Company entered into Director Indemnification Agreements with each of the current members of its board of directors pursuant to which the Company agreed, in exchange for such person's continued service on the Company's board, to indemnify, defend and hold harmless each director to the fullest extent permitted or required by the laws of the State of Delaware against all liabilities and expenses incurred by such director by virtue of such director's service on the Company's board of directors or service in such other capacity (including, among other things, as officer, employee, or agent of the Company or other enterprise) at the request of the Company. In addition, the Company agreed to advance certain expenses incurred by its directors in proceedings involving the director by virtue of such service. The Director Indemnification Agreement also defines the terms and conditions that apply in determining whether or not a director is entitled to indemnification in any given instance and the circumstances under which the director may be required to reimburse the Company for advance expenses. The Company also agreed to maintain insurance coverage for director and officers on terms no less favorable than in effect on the date the Director Indemnification Agreements were executed, with respect to coverage and amount.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

An Exhibit Index, containing a list of all exhibits filed with this Registration Statement, is included on page II-8.

Item 9. Undertakings.

(a) Rule 415 offering.

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933 (the "1933 Act");

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 (the "1934 Act") that are incorporated by reference in the registration statement;

(2) That, for the purpose of determining any liability under the 1933 Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) Filings incorporating subsequent Exchange Act Documents by Reference.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the 1933 Act, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the 1934 Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Filing of Registration Statement on Form S-8.

Insofar as indemnification for liabilities arising under the 1933 Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described under Item 6 above, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the 1933 Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the 1933 Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Petersburg, State of Florida, on the 13th day of September, 2005.

FIRST ADVANTAGE CORPORATION

By: /s/ JOHN LONG

John Long
Chief Executive Officer and President

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned directors of First Advantage Corporation, a Delaware corporation (the "Corporation"), hereby constitute and appoint John Lamson and Julie Waters, and each of them, the true and lawful agents and attorneys-in-fact of the undersigned, with full power and authority in said agents and attorneys-in-fact, and in either or both of them, to sign for the undersigned and in their respective names as directors of the Corporation the Registration Statement on Form S-8 to be filed with the United States Securities and Exchange Commission, Washington, D.C., under the Securities Act of 1933, as amended, and any amendment or amendments to such Registration Statement, relating to the Class A Common Stock, par value \$.001 per share, of the Corporation to be offered thereunder, and the undersigned ratify and confirm all acts taken by such agents and attorneys-in-fact, or either or both of them, as herein authorized. This Power of Attorney may be executed in one or more counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
/s/ John Long _____ John Long	Chief Executive Officer and President and Director (Principal Executive Officer)	September 13, 2005
/s/ JOHN LAMSON _____ John Lamson	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	September 13, 2005

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
*	Director	September 13, 2005
Parker Kennedy		
*	Director	September 13, 2005
J. David Chatham		
*	Director	September 13, 2005
Barry Connelly		
*	Director	September 13, 2005
Lawrence Lenihan, Jr.		
*	Director	September 13, 2005
Donald Nickelson		
*	Director	September 13, 2005
Donald Robert		
*	Director	September 13, 2005
Adelaide Sink		
*	Director	September 13, 2005
David Walker		

*By: /s/ JULIE WATERS

 Julie Waters
 Attorney-in-fact

September 13, 2005

Exhibit Index

(Pursuant to Item 601 of Regulation S-K)

<u>Exhibit No.</u>	<u>Description and Method of Filing</u>	<u>Sequential Page</u>
4.1	First Amended and Restated Certificate of Incorporation of First Advantage Corporation (incorporated by reference to Exhibit 3.1 to the registration statement on Form S-4 filed by the registrant on January 17, 2003 (No. 333-102565)).	*
4.2	Bylaws of First Advantage Corporation (incorporated by reference to Exhibit 3.2 to the registration statement on Form S-4 filed by the registrant on January 17, 2003 (No. 333-102565)).	*
5.1	Opinion of Reed Smith LLP, regarding the legality of shares of the registrant's Common Stock being registered.	10
23.1	Consent of Reed Smith LLP (contained in the opinion filed as Exhibit 5.1 hereto).	
23.2	Consent of PricewaterhouseCoopers LLP, independent registered certified public accounting firm.	11
23.3	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.	12
24.1	Powers of Attorney (filed herewith as part of the signature pages).	

* Incorporated by reference.

September 15, 2005

First Advantage Corporation
One Progress Plaza, Suite 2400
St. Petersburg, Florida 33701

Re: Registration Statement on Form S-8 for First Advantage Corporation
2003 Incentive Compensation Plan

Gentlemen:

We have acted as counsel to First Advantage Corporation, a Delaware corporation (the "Company"), in connection with the above-captioned Registration Statement (the "Registration Statement") relating to up to 4,000,000 shares of Class A Common Stock, par value \$.001 per share, of the Company (the "Common Stock") which may be purchased by or awarded to certain employees of the Company pursuant to the Company's 2003 Incentive Compensation Plan (the "Plan"). The Plan provides that either authorized but unissued or treasury shares of Common Stock may be issued and sold to participating employees under the Plan. In rendering our opinion below, we have assumed that any previously issued shares reacquired by the Company and reissued under the Plan will have been duly authorized, validly issued and fully paid at the time of their original issuance.

In connection with this opinion, we have examined, among other things:

- (1) the Certificate of Incorporation and Bylaws of the Company, as amended to date;
- (2) actions taken by the Board of Directors of the Company on August 5, 2005 authorizing the issuance of up to an additional 4,000,000 shares of Common Stock under the Plan and reserving an additional 4,000,000 shares of Common Stock for such purpose;
- (3) action taken by the shareholders of the Company on September 13, 2005 approving the adoption of the Plan; and
- (4) the Plan, as currently in effect.

Based upon the foregoing and upon an examination of such other documents, corporate proceedings, statutes, decisions and questions of law as we considered necessary in order to enable us to furnish this opinion, and subject to the assumptions set forth above, we are pleased to advise you that in our opinion the 4,000,000 shares of Common Stock being registered and which may be issued by the Company pursuant to the provisions of the Plan have been duly authorized, and upon such issuance in accordance with the provisions of the Plan such shares will be validly issued, fully paid and nonassessable.

In rendering the foregoing opinion, we have not examined the laws of any jurisdiction other than the laws of the State of Delaware and federal laws of the United States of America and the foregoing opinion is limited to such laws.

We hereby consent to the filing of this opinion as an Exhibit to the Registration Statement and to the use of our name in the Prospectus under the caption "Legal Opinion."

Yours truly,

/s/ REED SMITH LLP

JGA

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CONSENT OF INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 9, 2005, relating to the financial statements and financial statement schedule of First Advantage Corporation, which appears in First Advantage Corporation's Annual Report on Form 10-K for the year ended December 31, 2004. We also consent to the incorporation by reference into this Registration Statement of our report dated June 27, 2005 relating to the financial statements, which appears in the Annual Report of First Advantage Corporation 401(k) Savings Plan on Form 11-K for the year ended December 31, 2004.

/s/ PricewaterhouseCoopers LLP

Tampa, Florida

September 14, 2005

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated June 16, 2005 relating to the combined financial statements for the three years ended December 31, 2004 of the Credit Information Group of The First American Corporation and its affiliates, which appears in the First Advantage Corporation definitive proxy statement filed with the Securities and Exchange Commission on August 8, 2005.

/s/ PricewaterhouseCoopers LLP

Los Angeles, California

September 15, 2005