

**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) March 31, 2006

FIRST ADVANTAGE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-50285
(Commission File Number)

61-1437565
(IRS Employer
Identification No.)

One Progress Plaza, Suite 2400 St. Petersburg, Florida
(Address of principal executive offices)

33701
(Zip Code)

Registrant's telephone number, including area code (727) 214-3411

Not Applicable.

(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. below):

- 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))

Item 1.01. Entry into a Material Definitive Agreement.

On March 31, 2006, First Advantage Corporation (the “Company”) entered into an amendment to its stockholder’s agreement with The First American Corporation (“First American”) and Pequot Private Equity Fund II, L.P. (“Pequot”). The originally executed stockholders agreement provides, in part, that First American will vote as many of its shares in the Company as is necessary to ensure that the Company’s board of directors has no more than ten members and that a representative of Pequot that meets certain requirements is elected as a director of the Company or, at Pequot’s request, a board observer. On March 31, 2006, the parties entered into an amendment to the stockholder’s agreement increasing the number of permitted board members to twelve. All remaining terms of the stockholders agreement remain unchanged.

The foregoing summary of the terms of the amendment to the stockholder’s agreement is qualified in its entirety by reference to the amendment.

The Company is also filing herewith the amendment to the stockholder’s agreement.

Item 9.01. Financial Statements and Exhibits.

c) Exhibits

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
10.1	Amendment to Stockholder’s Agreement

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.

FIRST ADVANTAGE CORPORATION

By: _____ /s/ JOHN LAMSON
Name: **John Lamson**
Title: **Executive Vice President and Chief Financial Officer**

Dated: March 31, 2006

AMENDMENT No. 1

TO THE STOCKHOLDERS AGREEMENT

This Amendment No. 1 to the Stockholders Agreement (“Stockholders Agreement”) dated December 13, 2002 by and among The First American Corporation, a California corporation, Pequot Private Equity Fund II, L.P. A Delaware limited partnership (“Pequot”) and First Advantage Corporation, a Delaware corporation (the “Company”) is hereby made effective on December 1, 2005.

WHEREAS, the Stockholders Agreement stipulates in Section 5.1 that the size of the Board of Directors shall be no more than 10 directors;

WHEREAS, Board of Directors (the “Board”) of the Company desires to expand the size of the Board to no more than 12 directors because it is in the best interest of the Company;

WHEREAS, Pequot believes that it is in the Company’s best interest to expand the size of the Board to no more than 12 directors;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein contained, the Parties agree as follows:

Section 5.1 (a) which states in part:

“ . . . ensure that the size of the board of directors of Parent, (the “Board”) shall be no more than 10 directors and . . . ”

shall hereby be revised by replacing 10 with 12 and shall hereby state in the same part:

“ . . ensure that the size of the board of directors of Parent, (the “Board”) shall be no more than 12 directors and . . . ”

Notwithstanding the foregoing, all other provisions and terms of the Stockholders Agreement shall remain in force and effect to the extent of the original intent of the provisions and terms of the Stockholders Agreement.

IN WITNESS WHEREOF, each of the Parties has executed this Agreement on and as of the date herein.

The First American Corporation

By: /s/ Kenneth D. Degiorgio
Name: Kenneth D. Degiorgio
Title: Senior Vice President and General Counsel

Date: March 31, 2006

Pequot Private Equity Fund II, L.P.

By: Pequot Capital Management, Inc.
Its: Investment Manager

By: /s/ Carlos Rodrigues
Name: Carlos Rodrigues
Title: Chief Financial Officer/ Pequot Ventures

Date: March 31, 2006

First Advantage Corporation

By: /s/ Julie Waters
Name: Julie Waters
Title: Vice President and General Counsel

Date: March 31, 2006