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**As filed with the Securities and Exchange Commission on December 17, 2004**

**Registration No. 333-_____**

# SECURITIES AND EXCHANGE COMMISSION
**Washington, D.C. 20549**

# FORM S-3
# REGISTRATION STATEMENT
# UNDER
# THE SECURITIES ACT OF 1933

# FIRST ADVANTAGE CORPORATION
(Exact name of registrant as specified in its charter)

| **Delaware** | 61-1437565 |
|---|---|
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

**One Progress Plaza**
**Suite 2400**
**St. Petersburg, Florida 33701**
**(727) 214-3411**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Julie Waters, Esquire**
**Vice President and General Counsel**
**One Progress Plaza**
**Suite 2400**
**St. Petersburg, Florida 33701**
**(727) 214-3411**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Approximate date of commencement of the proposed sale of the securities to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐

If any of the securities being registered on this Form are being offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this form is a post effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. ☐

**CALCULATION OF REGISTRATION FEE**

| Title of each class of securities to be registered | Amount to be registered | Proposed maximum offering price per share | Proposed maximum aggregate price | Amount of registration fee |
|---|---|---|---|---|
| Class A Common Stock, $0.001 par value (1) | 2,000,000 | $20.77(1) | $41,540,000(1) | $4,891 |

(1) Estimated solely to compute the amount of the registration fee under Rule 457 (c) of the Securities Act of 1933, based on the average of the high and low price reported on the Nasdaq National Market on December 16, 2004.

**The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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**THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. WE MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.**

**SUBJECT TO COMPLETION, DATED DECEMBER 17, 2004**

**PROSPECTUS**

# First Advantage Corporation

## 2,000,000 SHARES OF CLASS A COMMON STOCK ($0.001 par value)

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission using a "shelf" registration process. We may from time to time offer and sell up to an aggregate of 2,000,000 shares of our Class A common stock, par value $0.001, at prices and on terms to be determined at or prior to the time of sale.

We may from time to time offer and sell our respective shares of Class A common stock, in the same offering or in separate offerings, to or through underwriters, dealers and agents or directly to purchasers. The names of any underwriters or agents, which may become involved in such sales of our Class A common stock and their compensation, will be described in the accompanying prospectus supplement. For additional information on the methods of sale, you should refer to the section entitled "Plan of Distribution." The net proceeds we expect to receive from such sale will also be set forth in a prospectus supplement.

Our Class A common stock trades on the Nasdaq National Market, which we refer to as Nasdaq, under the trading symbol FADV. The last reported sale price of our Class A common stock on December 15, 2004 was $20.80 per share.

This prospectus may not be used to consummate a sale of our Class A common stock unless accompanied by a supplement to this prospectus.

***An investment in First Advantage Class A common stock involves a number of risks. You should consider the risks specified in the " RISK FACTORS" section of this prospectus beginning on page [1] before making any investment decision.***

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

The date of this prospectus is December , 2004.

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In addition to the information contained in this prospectus or any prospectus supplement, this prospectus incorporates by reference important business and financial information about us that is not included in this prospectus or any prospectus supplement or delivered with this prospectus. See “Documents Incorporated by Reference.” We will furnish to you without charge, upon written or oral request, a copy of any or all of the documents we incorporate by reference into this prospectus, except for exhibits to those documents (unless the exhibits are specifically incorporated by reference into those documents). Requests should be directed to:

First Advantage Corporation
One Progress Plaza, Suite 2400
St. Petersburg, Florida 33701
(727) 214-3411
Attention: Ken Chin

***To obtain timely delivery, you must request the information at least five business days before the date on which you must make a decision on whether to invest in our company.***

In making your investment decision, you should rely only on the information contained or incorporated by reference in this prospectus and in each prospectus supplement, if any. We have not authorized anyone to provide you with any other information. If you receive any unauthorized information, you must not rely on it. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state or jurisdiction where the offer or sale of these securities is not permitted. You should assume that the information appearing in this prospectus and any prospectus supplement is accurate only as of the respective dates thereof. Our business, financial condition, results of operations and prospects may have changed since those dates.

## PROSPECTUS SUMMARY

### Our Company

First Advantage Corporation, which we refer to as First Advantage or the company, is a growing, national provider of risk management solutions. First Advantage was formed in the June 5, 2003 merger with The First American Corporation's screening technology division and US SEARCH.com Inc. On June 6, 2003, our Class A common stock commenced trading on Nasdaq under the symbol FADV.

Prior to June 5, 2003, our activities were limited to participation in the business combination transaction contemplated by the Agreement and Plan of Merger dated December 13, 2002 by and among The First American Corporation, which we refer to as First American, US SEARCH, First Advantage and Stockholm Seven Merger Corp.

On June 5, 2003, HireCheck, Inc., Employee Health Programs, Inc., SafeRent, Inc., Substance Abuse Management, Inc., American Driving Records, Inc. and First American Registry, Inc., each formerly a wholly-owned subsidiary of First American and collectively comprising the First American Screening Technology division, and US SEARCH, a public company whose common shares were, until June 5, 2003, traded on the Nasdaq National Market under the symbol "SRCH", became our wholly-owned operating subsidiaries.

Pursuant to the Merger Agreement, on June 5, 2003, First American received First Advantage Class B common stock representing approximately 80% of the economic interest and 98% of the voting interest of us. The former shareholders of US SEARCH exchanged their outstanding shares of US SEARCH common stock for our Class A common stock representing, in the aggregate, approximately 20% of the economic interest and 2% of the voting interest in us. As of December 31, 2003, First American owned approximately 77% of the economic interest and 97% of the voting interest in us.

We operate in three primary business segments: enterprise screening, risk mitigation and consumer direct. The enterprise screening segment includes employment background screening, occupational health services, resident screening services, and tax incentive services. The risk mitigation segment includes motor vehicle records and investigative services. The consumer direct segment provides consumers with a single, comprehensive access point to a broad range of information to assist them in locating people and other public data searches. Our principal executive office is located at One Progress Plaza, Suite 2400, St. Petersburg, Florida 33701. Our telephone number is (727) 214-3411. See "Documents Incorporated by Reference" for the availability of additional information about us.

### About this Prospectus

This prospectus and each prospectus supplement (if any) is part of a registration statement that we filed with the Securities and Exchange Commission using a "shelf" registration process. Under the shelf registration process, we may offer and sell, from time to time, in one or more offerings, up to a total of 2,000,000 shares of our Class A common stock at prices and on terms to be determined at or prior to the time of sale.

Each time we offer securities, we will provide you with a prospectus supplement that will describe the specific amounts, prices and terms of the offered shares. The prospectus supplement may also add, update or change information contained in this prospectus. This prospectus, together with applicable prospectus supplements and the documents incorporated by reference in this prospectus, includes all material information relating to this offering. Please read carefully both this prospectus and any prospectus supplement together with additional information described below under "Where You Can Find More Information" and "Information Incorporated by Reference."

You should rely only on the information contained or incorporated by reference in this prospectus or a prospectus supplement. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus or any prospectus supplement, as well as information we have previously filed with the SEC and incorporated by reference, is accurate as of the date on the front of those documents only. Our business, financial condition, results of operations and prospects may have changed since those dates. This prospectus may not be used to consummate a sale of our Class A Common Stock unless it is accompanied by a prospectus supplement.

## RISK FACTORS

*You should consider carefully the following risk factors, as well as the other information contained elsewhere in this prospectus, each prospectus supplement and the information incorporated by reference into this prospectus and each prospectus supplement before deciding to purchase any of our Class A common shares. We face risks other than those listed here, including those that are unknown to us and others of which we may be aware but, at present, consider immaterial. Because of the following factors, as well as other variables affecting our operating results, past financial performance may not be a reliable indicator of future performance, and historical trends should not be used to anticipate results or trends in future periods.*

### We are controlled by First American and, as a result, other stockholders have little or no influence over stockholders' decisions.

As a result of the June 5, 2003 mergers, First American owns 100% of our Class B common stock, which has ten votes per share compared to one vote per share of our Class A common stock. Consequently, First American has over 95% of the total voting power of First Advantage and, therefore, First American has the right to control the outcome of any matter submitted for the vote or consent of First Advantage's stockholders, unless a separate class vote is required under Delaware law. First American has the voting power to control the election of our board of directors and is able to cause an amendment of our certificate of incorporation or bylaws. First American also may be able to cause changes in our business without seeking the approval of any other party. These changes may not be beneficial to us or in the best interest of our other stockholders. For example, First American has the power to prevent, delay or cause a change in control and could take other actions that might be favorable to First American, but not necessarily to other stockholders. Similarly, subject to restrictions contained in the standstill agreement entered into as part of the June 5, 2003 mergers, First American has the voting power to exercise a controlling influence over our business and affairs and has the ability to make decisions concerning such things as:

- mergers or other business combinations;
- purchases or sales of assets;

- offerings of securities;
- indebtedness that we may incur; and
- payments of any dividends.

**We cannot assure you that First American's ownership of our common stock or its relationship with us will not have a material adverse effect on our overall business strategy or on the market price of our Class A common stock.**

Moreover, under Nasdaq corporate governance rules, if a single stockholder holds more than 50% of the voting power of a company, that company is considered a "controlled company." A controlled company is exempt from the Nasdaq rules requiring that a majority of the company's board of directors be independent directors and that the compensation and nomination committees be comprised solely of independent directors. First American owns more than 50% of the voting power of First Advantage and we may take advantage of such exemptions afforded to controlled companies.

**We have very little operating history as an independent company.**

Before June 5, 2003, we had no operating history as a separate public company. Due to this lack of operating history as a separate public company, there can be no assurance that our business strategy will be successful on a long-term basis. Several members of our management team have never operated a stand-alone public company.

Pursuant to a standstill agreement entered into between First American and First Advantage, a majority of our "disinterested directors" must approve most future transactions between First American and First Advantage.

We may need additional capital in order to finance operations or pursue acquisitions. Accordingly, we may have to obtain our own financing for operations and perform most of our own administrative functions. There can be no assurance that we will be able to develop successfully the financial and managerial resources and structure necessary to operate as an independent public company, or that our available financing and anticipated cash flow from operations will be sufficient to meet all of our cash requirements.

**We are dependent on information suppliers. If we are unable to manage successfully our relationships with a number of these suppliers, the quality and availability of our services may be harmed.**

We obtain some of the data used in our services from third party suppliers and government entities. If a number of suppliers are no longer able or are unwilling to provide us with certain data, we may need to find alternative sources. If we are unable to identify and contract with suitable alternative data suppliers and integrate these data sources into our service offerings, we could experience service disruptions, increased costs and reduced quality of our services. Additionally, if one or more of our suppliers terminates our existing agreements, there is no assurance that we will obtain new agreements with third party suppliers on terms favorable to us, if at all. Loss of such access or the availability of data in the future due to increased governmental regulation or otherwise could have a material adverse effect on our business, financial condition or results of operations.

**We may be subject to increased regulation regarding the use of personal information.**

Certain data and services we provide are subject to regulation by various federal, state and local regulatory authorities. Compliance with existing federal, state and local laws and regulations has not had a material adverse effect on our results of operations or financial condition to date. Nonetheless, federal, state and local laws and regulations in the United States designed to protect the public from the misuse of personal information in the marketplace and adverse publicity or potential litigation concerning the commercial use of such information may increasingly affect our operations and could result in substantial regulatory compliance expense, litigation expense and a loss of revenue.

**We face significant security risks related to our electronic transmission of confidential information.**

We rely on encryption and other technologies to provide system security to effect secure transmission of confidential or personal information. We may license these technologies from third parties. There is no assurance that our use of applications designed for data security, or that of third-party contractors will effectively counter evolving security risks. A security or privacy breach could:

- expose us to liability;
- increase our expenses relating to resolution of these breaches;
- deter customers from using our services; and
- deter suppliers from doing business with us.

Any inability to protect the security and privacy of our electronic transactions could have a material adverse effect on our business, financial condition or results of operations.

**We could face liability based on the nature of our services and the content of the materials provided which may not be covered by insurance.**

We may face potential liability from individuals, government agencies or businesses for defamation, invasion of privacy, negligence, copyright, patent or trademark infringement and other claims based on the nature and content of the materials that appear or are used in our products or services. Insurance may not be available to cover claims of these types or may not be adequate to cover us for all risks to which we are exposed. Any imposition of liability, particularly liability that is not covered by insurance or is in excess of our insurance coverage, could have a material adverse effect on our business, financial condition or results of operations.

**We may not be able to pursue our acquisition strategy.**

We intend to grow through acquisitions. We may not be able to identify suitable acquisition candidates, obtain the capital necessary to pursue our acquisition strategy or complete acquisitions on satisfactory terms. A number of our competitors also have adopted the strategy of expanding and diversifying through acquisitions. We likely

will experience competition in our effort to execute on our acquisition strategy, and we expect the level of competition to increase. As a result, we may be unable to continue to make acquisitions or may be forced to pay more for the companies we are able to acquire.

**The integration of companies we acquire may be difficult and may result in a failure to realize some of the anticipated potential benefits of our acquisitions.**

When companies are acquired, we may not be able to integrate or manage these businesses so as to produce returns that justify the investment. Any difficulty in successfully integrating or managing the operations of the businesses could have a material adverse effect on our business, financial condition, results of operations or liquidity, and could lead to a failure to realize any anticipated synergies. Our management also will be required to dedicate substantial time and effort to the integration of our acquisitions. These efforts could divert management's focus and resources from other strategic opportunities and operational matters.

**We may not be able to realize the entire book value of goodwill from acquisitions.**

As of September 30, 2004 we had approximately $286 million of goodwill. We implemented the provisions of Statement of Financial Accounting Standards No. 142 "Goodwill and Other Intangible Assets" which requires that existing goodwill not be amortized, but instead be assessed annually for impairment or sooner if circumstances indicate a possible impairment. We will monitor for impairment of goodwill on past and future acquisitions. In the event that the book value of goodwill is impaired, any such impairment would be charged to earnings in the period of impairment. There can be no assurances that future impairment of goodwill under SFAS 142 will not have a material adverse effect on our business, financial condition or results of operations. A third party performs the goodwill valuation.

**We currently do not plan to pay dividends.**

We intend to retain future earnings, if any, which may be generated from operations to help finance the growth and development of our business. As a result, we do not anticipate paying dividends to stockholders for the foreseeable future.

**Our business depends on technology that may become obsolete.**

We use the US SEARCH DARWIN™ technology and other information technology to better serve our clients and reduce costs. These technologies likely will change and may become obsolete as new technologies develop. Our future success will depend upon our ability to remain current with the rapid changes in the technologies used in our business, to learn quickly to use new technologies as they emerge and to develop new technology-based solutions as appropriate. If we are unable to do this, we could be at a competitive disadvantage. Our competitors may gain exclusive access to improved technology, which also could put us at a competitive disadvantage. If we cannot adapt to these changes, our business, financial condition or results of operations may be materially adversely affected.

**Our results of operations may be affected by the seasonality of our business**

Historically, we have seen a decrease in our volumes in certain segments of our business, in particular our enterprise screening segment, due to the holiday season and related declines in hiring and apartment rental activity. Accordingly, there may be a decrease in earnings in the fourth quarter as compared to the third quarter.

**First American could sell its controlling interest in us and therefore we could eventually be controlled by an unknown third party.**

Subject to certain restrictions, First American could elect to sell all or a substantial or controlling portion of its equity interest in us to a third party without offering to our other stockholders the opportunity to participate in the transaction. If another party acquires First American's interest in us, that third party may be able to control us in the same manner that First American is able to control us. A sale to a third party also may adversely affect the market price of our Class A common stock because the change in control may result in a change in management decisions, business policy and our attractiveness to future investors.

**Our Class A common stock will have minimal liquidity due to its small public float.**

Although as of November 30, 2004 there were approximately 23 million total shares of First Advantage common stock outstanding, approximately 69% are owned by First American and approximately 9% are held of record by Pequot Private Equity Fund II, L.P. Currently only approximately 22% of our issued and outstanding shares are freely transferable without restriction under the Securities Act. Accordingly, only a small number of shares of First Advantage actually trade – between June 15, 2004 and December 15, 2004 the average daily trading volume of our Class A common stock was approximately 25,180 shares per trading day. Consequently, our stockholders may have difficulty selling shares of our Class A common stock.

**Significant stockholders may sell shares of our Class A common stock that may cause our share price to fall.**

Subject to certain restrictions, First American may at any time convert each of its shares of our Class B common stock into a share of Class A common stock. First American or Pequot may transfer shares of our Class A common stock in a privately-negotiated transaction or to affiliates or shareholders. Any transfers, sales or distributions by First American or Pequot of a substantial amount of our Class A common stock in the marketplace, or to shareholders, or the market perception that these transfers, sales or distributions could occur, could materially and adversely affect the prevailing market prices for our Class A common stock.

**We cannot assure you that our stock price will not fall.**

The market price of our Class A common stock could be subject to significant fluctuations. Among the factors that could affect our stock price are:

- quarterly variations in our operating results;
- changes in revenue or earnings estimates or publication of research reports by analysts;
- failure to meet analysts' revenue or earnings estimates;
- speculation in the press or investment community;
- strategic actions by us or our competitors, such as acquisitions or restructurings;
- actions by institutional stockholders;
- general market conditions; and
- domestic and international economic factors unrelated to our performance.

**Our capital raising efforts may dilute stockholders interests.**

If we raise additional capital by issuing equity securities, the issuance will result in ownership dilution to our existing shareholders. The extent of the dilution will vary based upon the amount of capital raised.

**This offering may have an adverse impact on the market value of our stock.**

This prospectus relates to the sale or distribution of up to 2,000,000 shares of our Class A common stock by us. The sales of these shares, or even the possibility of its sale, may adversely affect the trading market for our Class A common stock and reduce the price available in that market. Additionally, the future sale or distribution of substantial amounts of our shares of Class A common stock could impair our ability to raise capital through future shares of our equity securities.

**Conflict of interest may arise because certain of our directors and officers are also directors and officers of First American.**

Certain persons associated with the Company have a continuing relationship with First American. Parker Kennedy, Chairman of the Board of First Advantage, also serves as Chief Executive Officer, and Chairman of First American and as an executive officer and board member of certain of its affiliates. As such he may have great influence on our business decisions. Mr. Kennedy, currently associated with First American, was asked to serve as a director and officer of First Advantage because of his knowledge of, and experience with, our business and its operations. Mr. Kennedy owns stock, and options to acquire stock, of First American.

These affiliations with both First American and First Advantage could create, or appear to create, potential conflicts of interest when this director and executive officer is faced with decisions that could have different implications for First American and First Advantage.

**We are a party to a stockholders agreement that may impact corporate governance.**

First Advantage, First American and Pequot have entered into a stockholders agreement pursuant to which First American has agreed to vote as many of its shares in First Advantage as is necessary to ensure that our board of directors has no more than ten members and that a representative of Pequot who meets certain requirements is elected a director of First Advantage or, at Pequot's request, a board observer of First Advantage. Pequot's right to designate a board member or observer will continue until such time as Pequot and its affiliates' collective ownership of First Advantage stock is less than 75% of the holdings Pequot received in the June 5, 2003 mergers. As a result of this arrangement and First American's dominant ownership position in First Advantage, holders of First Advantage Class A common stock (other than Pequot) will have little or no ability to cause a director selected by such holders to be appointed to our board of directors and, consequently, little or no ability to influence the direction or management of First Advantage.

**We may become subject to significant legal proceedings or other adverse claims.**

We are subject from time to time to litigation and claims, both asserted and unasserted, incidental to our businesses, some of which may be substantial. For example, those claims may include, but are not limited to, damages asserted by consumers who are screened as part of our business, regulatory agencies, customers, third parties, and various other matters that may arise in the normal course of our business. Final resolution of these matters in the future may impact our results of operations or cash flows.

## PRICE RANGE OF CLASS A COMMON STOCK AND PAYMENT OF DIVIDENDS

Our Class A common stock is listed and traded on Nasdaq under the symbol FADV. The following table sets forth for the periods indicated the high and the low sales prices of our Class A common stock, as reported on Nasdaq and the cash dividends declared per share for the periods indicated.

| | Sales Price Per Share | | |
|---|---|---|---|
| | High | Low | Dividends Per Share |
| 2003 | | | |
| Second Quarter | $40.00 | $16.39 | 0 |
| Third Quarter | 19.50 | 14.06 | 0 |
| Fourth Quarter | 20.65 | 14.71 | 0 |
| 2004 | | | |
| First Quarter | 20.11 | 13.65 | 0 |
| Second Quarter | 22.75 | 15.00 | 0 |
| Third Quarter | 19.30 | 14.30 | 0 |

See the cover page of this prospectus for the last sales price of our Class A common stock reported on the Nasdaq Composite Tape as of a recent date.

We intend to retain future earnings, if any, that may be generated from operations to help finance the growth and development of our business. As a result, we do not anticipate paying dividends to stockholders for the foreseeable future.

## USE OF PROCEEDS

Except as may be otherwise set forth in the prospectus supplement accompanying this prospectus, we will use the net proceeds that we receive from the sales of our Class A Common Stock for general corporate purposes, which may include the acquisition of future businesses or complimentary products, funding working capital requirements, and repayment of indebtedness.

## WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information and documents with the SEC. You may read and copy any report, statement or document we file with the SEC at the SEC's Public Reference Room located at 450 Fifth Street, N.W., Washington, D.C. 20549. You may call the SEC at (800) 732-0330 for more information on the operation of the Public Reference Room, and on the availability of other Public Reference Rooms. The SEC may charge a fee for

making copies. Our filings with the SEC are also available to the public on the Internet through the SEC's EDGAR database. You may access the EDGAR database at the SEC's web site at *www.sec.gov*.

This prospectus provides only a summary description of our company and our Class A common stock. This prospectus and each prospectus supplement is part of a registration statement on Form S-3 that we filed with the SEC. As allowed by SEC rules, this prospectus does not contain all of the information that is in the registration statement and the exhibits to the registration statement. For further information about First Advantage, investors should refer to the registration statement and its exhibits. A copy of the registration statement and its exhibits may be inspected, without charge, at a Public Reference Room or on the SEC's web site.

You should analyze the information in this prospectus, each prospectus supplement and the additional information described under the heading "Documents Incorporated By Reference" below before you make a decision about investing in our Class A common shares.

## DOCUMENTS INCORPORATED BY REFERENCE

The SEC allows us to "incorporate by reference" certain information in documents we file with them, which means that we can disclose important information to you in this prospectus by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus, except for any information superseded by information in this prospectus, information filed subsequently that is incorporated by reference and information in any prospectus supplement. These documents contain important business and financial information about our company, including information concerning its financial performance, and we urge you to read them. We incorporate by reference into this prospectus all of the following documents:

- our annual report on Form 10-K for the fiscal year ended December 31, 2003, as amended by our Form 10-K/A filed July 19, 2004;
- our quarterly reports on Form 10-Q for the quarters ended March 31, 2004, June 30, 2004 and September 30, 2004;
- our current report on Form 8-K filed October 14, 2004 as amended by our current report on Form 8-K/A filed October 22, 2004; our current report on Form 8-K filed October 26, 2004; our current report on Form 8-K filed October 28, 2004; our current report on Form 8-K filed November 4, 2004, as amended by our current report on Form 8-K/A filed November 18, 2004; our current report of Form 8-K filed November 10, 2004; and our current report on Form 8-K filed December 1, 2004;
- the consolidated financial statements of US SEARCH.com Inc. as of December 31, 2002 and 2001 and for each of the three years in the period ended December 31, 2002 contained on pages F-28 through F-65 of post-effective amendment no. 1 to our registration statement on Form S-4 (Registration No. 333-106680);
- our definitive proxy statement on Schedule 14A, as filed with the SEC on April 12, 2004 in connection with our May, 2004 annual meeting of stockholders; and
- the description of our Class A common stock, $.001 par value, contained in our registration statement on Form 8-A, filed May 12, 2003.

We also incorporate into this prospectus all of our filings with the SEC made pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act that we file after the date of the initial registration statement and before the effectiveness of this registration statement, and after the date of this prospectus and before the termination of this offering. However, any documents or portions thereof or any exhibits thereto that we furnish to, but do not file with, the SEC shall not be incorporated or deemed to be incorporated by reference into this prospectus or any prospectus supplement.

## SPECIAL NOTE OF CAUTION
## REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated by reference contain "forward-looking statements" within the meaning of the federal securities laws. These forward-looking statements are based on our management's estimates and assumptions and take into account only the information available at the time the forward-looking statements are made. Although we believe these estimates and assumptions are and will be reasonable, forward-looking statements involve risks, uncertainties and other factors that could cause our actual results to differ materially from those suggested in the forward-looking statements. Forward-looking statements include the information concerning future financial performance, business strategy, projected plans and objectives of the company set forth in this prospectus, including:

- relationships with data suppliers;
- termination of supplier relationships;
- product demand;
- acquisition targets;
- retention of future earnings;
- consolidation of operations;
- international markets;

- litigation;
- expenses; and
- future cash flows from operations and anticipated operational cash requirements.

The words “anticipates,” “estimates,” “projects,” “forecasts,” “goals,” “believes,” “expects,” “intends,” and similar expressions are intended to identify such forward-looking statements. Forward-looking statements are subject to numerous risks and uncertainties. The following are some important factors that could cause actual results to differ materially from those in forward-looking statements:

- general volatility of the capital markets and the market price of our Class A common stock;
- our ability to successfully raise capital;
- our ability to identify and complete acquisitions and successfully integrate businesses we acquire;
- changes in applicable government regulations;
- the degree and nature of our competition;
- increases in our expenses;
- continued consolidation among our competitors and customers;
- unanticipated technological changes and requirements;
- our ability to identify suppliers of quality and cost-effective data; and
- other factors described in our annual report on Form 10-K for the fiscal year ended December 31, 2003.

Our actual results, performance, or achievement could differ materially from those expressed in, or implied by, forward-looking statements and, accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what impact they will have on the results of operations and financial condition of the company. The forward-looking statements speak only as of the date they are made. We do not undertake to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made.

## DESCRIPTION OF CAPITAL STOCK

The following description of the terms of First Advantage’s capital stock does not purport to be complete and is qualified in its entirety by reference to First Advantage’s certificate of incorporation and bylaws, which are included in the Registration Statement of which this proxy statement/prospectus is a part.

### General

First Advantage’s authorized capital stock will consist, at the closing of the mergers, of:

- 75,000,000 shares of Class A common stock, par value $0.001 per share;
- 25,000,000 shares of Class B common stock, par value $0.001 per share; and
- 1,000,000 shares of preferred stock, par value $0.001 per share.

### Class A Common Stock

Holders of First Advantage Class A common stock are entitled to one vote for each share held of record on all matters submitted to a vote of holders of First Advantage common stock. Subject to preferences that may be applicable to any outstanding preferred stock, holders of First Advantage Class A common stock are entitled to

dividends as may be declared from time to time by the First Advantage board of directors out of funds legally available for that purpose. Holders of First Advantage Class A common stock have no preemptive, redemption, conversion or sinking fund rights. Upon a liquidation, dissolution or winding up of the affairs of First Advantage, the holders of First Advantage Class A common stock are entitled to share equally and ratably, together with the holders of First Advantage Class B common stock, in the assets of First Advantage, if any, remaining after the payment of all debts and liabilities of First Advantage and the liquidation preference of any First Advantage preferred stock then outstanding.

**Class B Common Stock**

Except as otherwise described as follows, the rights, preferences and privileges of the Class B common stock are identical to those of the Class A common stock described above. Holders of First Advantage Class B common stock are entitled to ten votes for each share held of record on all matters submitted to a vote of holders of First Advantage common stock.

The First Advantage Class B common stock will be convertible into shares of First Advantage Class A common stock at a one-to-one conversion ratio as follows:

- the holder of any share of First Advantage Class B common stock may elect at any time, and at such holder's sole option, to convert such share into one fully paid and nonassessable share of First Advantage Class A common stock;
- if at any time First American and its affiliates collectively own less than 28% of the total number of issued and outstanding shares of capital stock of First Advantage, each issued and outstanding share of First Advantage Class B common stock will automatically be converted into one share of Class A common stock; or
- upon the transfer of any share of First Advantage Class B common stock to a person other than First American or an affiliate of First American (excluding certain permitted transfers), such share will automatically be converted into one fully paid and nonassessable share of Class A common stock.

Notwithstanding the foregoing, First American may transfer shares of Class B common stock (without conversion into Class A common stock) if such transfer is effected as part of a distribution by First American of shares of Class B common stock to its shareholders in a tax-free "spinoff" under Section 355(a) of the Internal Revenue Code of 1986, as amended, and any subsequent transfer of such shares will not cause such shares to convert into Class A common stock.

**Preferred Stock**

First Advantage's certificate of incorporation allows its board of directors to issue shares of preferred stock in one or more series without stockholder approval. First Advantage's board of directors will have discretion to determine the rights, preferences, privileges and restrictions, including voting rights, dividend rights, conversion rights, redemption rights and liquidation preferences of each series of preferred stock.

The purpose of authorizing First Advantage's board of directors to issue preferred stock and determine its rights and preferences is to eliminate delays associated with stockholder approval of specific issuances. First Advantage has no present plans to issue any of its authorized but unissued shares of preferred stock.

**Stockholders Agreement**

First Advantage has entered into a stockholders agreement with First American and Pequot Private Equity Funds II, L.P., which are First Advantage's largest stockholders. The following summary describes material provisions of the stockholders agreement, which is incorporated by reference into this prospectus. This summary may not contain all of the information about the stockholders agreement that is important to you. We encourage you to read the stockholders agreement carefully in its entirety.

*Tag-Along Rights.* In the stockholders agreement, First American agreed that it will not, directly or indirectly, transfer any shares of First Advantage capital stock to any party in a transaction or series of related transactions occurring within a three-year period commencing June 5, 2003 if, immediately after such transfer, First American and its affiliates would not beneficially own at least 70% of the number of shares of our capital stock issued to First American and its affiliates on June 5, 2003, unless:

- First American delivers a written notice to Pequot Private Equity Fund II, L.P. of such sale, identifying the third party, the number of shares proposed to be transferred, the purchase consideration for the shares, the proposed date of the closing of such sale and other material terms and conditions of the proposed sale; and
- At Pequot Private Equity Fund II, L.P.'s election, First American permits Pequot Private Equity Fund II, L.P. and its affiliates to participate in such sale by selling a number of shares held by Pequot Private Equity Fund II, L.P. equal to the product of (a) a fraction, the numerator of which is the number of shares proposed to be sold by First American and/or its affiliates, and the denominator of which is the total number of shares then held by First American and its affiliates, and (b) the total number of shares then held by Pequot Private Equity Fund II, L.P. and its affiliates.

The purchase consideration paid for exercising the tag-along right will be the purchase consideration offered to First American or its affiliates. If First American or any of its affiliates has sold any shares of First Advantage to another party in the 12 months before delivering the notice to Pequot Private Equity Fund II, L.P. or such sale is part of a series of related transactions, Pequot Private Equity Fund II, L.P. may request to treat all such sales to which Pequot Private Equity Fund II, L.P. has not been granted a tag-along right as a single transaction, and the price per share to be paid will be the weighted average price paid for all such transactions.

*Designation of Director*. First American has agreed to vote, and cause each of its affiliates to vote, all of its shares of First Advantage, or otherwise take such action, as is necessary to ensure that the size of the board of directors of First Advantage will be no more than 10 directors. However, First American and its affiliates are not required to vote their shares in favor of any such representative if:

- such representative is an officer, director or employee of a person, that is, directly or through its subsidiaries, materially engaged in an individual background screening business that competes with the individual background screening business owned by First Advantage and its subsidiaries; or
- such representative is or has been the subject of any of the matters described in Rule 262(b) promulgated under the Securities Act.

In lieu of designating a member of the board of directors, Pequot Private Equity Fund II, L.P. may, subject to execution of a mutually agreed confidentiality agreement, designate a representative to:

- attend all regular and special meetings of First Advantage's board of directors in a non-voting, observer capacity; and
- receive all notices and materials provided to members of the board of directors, other than privileged information or information that the board reasonably determines to conflict with such representative's rights.

*Termination*. The provisions of the stockholders agreement terminate as follows:

- The tag-along rights terminate on the earlier of June 5, 2006 and the first date on which Pequot Private Equity Fund II, L.P. and its affiliates beneficially own less than 5% of the total number of shares of First Advantage's common stock issued and outstanding immediately following the closing of the June 5, 2003 mergers.
- The director designation right will terminate on the first date on which Pequot Private Equity Fund II, L.P. owns less than 75% of all of the shares of First Advantage Class A common stock issued to Pequot Private Equity Fund II, L.P. and its affiliates at the closing of the June 5, 2003 mergers.

**Standstill Agreement**

First Advantage has also entered into a standstill agreement with First American. The following summary describes material provisions of the standstill agreement, which is incorporated by reference into this prospectus. This summary may not contain all of the information about the standstill agreement that is important to you. We encourage you to read the standstill agreement carefully in its entirety.

The standstill agreement provides that First American will not and will not permit any of its affiliates to, acquire, offer, or propose or agree to acquire, beneficial ownership of any voting securities of First Advantage or securities of any subsidiary of First Advantage other than:

- the securities of First Advantage issued to First American at the closing of the June 5, 2003 mergers or securities issued upon exchange, exercise or conversion thereof;
- as a result of the transfer of beneficial ownership of securities of First Advantage from First American or its affiliates to an affiliate of First American or to First American; provided, that the acquiring person agrees in writing to assume all of the obligations of First American under the standstill agreement; and
- securities issued to First American or an affiliate of First American as a result of a capital contribution made by First American or such affiliate to First Advantage and approved by a majority of disinterested directors of First Advantage.

First American may also acquire, offer or propose or agree to acquire the beneficial ownership of securities of First Advantage if pursuant to a tender offer made by First American or an affiliate of First American for outstanding securities of US SEARCH:

- to all of First Advantage's stockholders (other than First American and its affiliates);
- conditioned on at least two-thirds of the outstanding common stock of First Advantage (other than common stock of First Advantage beneficially owned by First American and its affiliates) being tendered; and
- in which the same consideration is offered to all holders of First Advantage common stock.

In addition, the tender offer must be approved by a special committee of First Advantage's board of directors created to consider the tender offer and consisting only of disinterested directors, after receiving a written opinion from a nationally recognized investment bank that the tender offer is fair to First Advantage's stockholders (other than First American and its affiliates).

Further, without the prior written approval of a majority of disinterested directors of First Advantage, First American will not and will not cause or permit any of its subsidiaries to enter into any transaction with First Advantage or any subsidiary of First Advantage (other than transactions expressly contemplated by the merger agreement), except transactions engaged in by First Advantage or its subsidiary in the ordinary course of business.

First American has also agreed that it will not and will not cause or permit any of its subsidiaries to transfer First Advantage voting securities to any person or group of persons, unless such person or group acquiring such shares agrees in writing to assume all of the obligations of First American under the standstill agreement, if such transfer results in:

- such person or group beneficially owning more than 50% of the issued and outstanding voting securities of First Advantage immediately after such transaction; and
- either the transfer is made to a person or group in which First American or any of its affiliates has an economic interest in excess of $20.0 million or the voting securities being transferred, together with any voting securities previously transferred by First American or any of its affiliates to such person or group, represent 25% or more of the issued and outstanding voting securities of First Advantage.

For purposes of the standstill agreement, "disinterested director" means any member of First Advantage's board of directors that is not:

- an officer or employee of First Advantage;

- an officer, director or employee of First American or any affiliate (excluding First Advantage) thereof;
- a person who controls or is under common control with First American or any affiliate of First American; or
- a person who otherwise would fail to qualify as an "independent director" under the applicable rules of the Nasdaq National Market as then in effect (other than any person designated by Pequot Private Equity Fund II, L.P. in accordance with the stockholders agreement, who will not be disqualified as a disinterested director if such designee otherwise fails to so qualify).

For purposes of the standstill agreement, "voting securities" means, collectively, the First Advantage Class A common stock, the First Advantage Class B common stock and any other securities entitled, or that are entitled in the future, to vote generally for the election of members of First Advantage's board of directors.

The standstill agreement will terminate on the earlier of June 5, 2007 and the date on which First American no longer controls First Advantage.

**Transfer Agent and Registrar**

The transfer agent and registrar for our Class A common stock is Wells Fargo Shareowner Services.

**Certain Articles of Incorporation and By-law Provisions**

We are subject to the provisions of Section 203 of the Delaware General Corporation Law, an anti-takeover law. In general, the statute prohibits a publicly-held Delaware corporation from engaging in a "business combination" with an "interested stockholder" for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is approved in a prescribed manner. A "business combination" includes a merger, asset sale or other transaction resulting in a financial benefit to the stockholder. For purposes of Section 203, an "interested stockholder" is a person who, together with affiliates and associates, owns (or within three years prior, did own) 15% or more of the corporation's voting stock. The foregoing provisions of Delaware law as well as the right of the board of directors to designate the features of, and issue shares of, preferred stock without a stockholder vote may tend to discourage attempts by third parties to acquire any substantial ownership position in the common stock and may adversely affect the price that such a potential purchaser would be willing to pay for the common stock.

In addition, under our articles of incorporation and by-laws we have:

- advance notice requirements for shareholder proposals and nominations;
- a requirement that special meetings of shareholders may be called by our Chairman or board of directors;
- limitations on the ability of shareholders to amend, alter or repeal our by-laws;
- authority in the board of directors to issue, without shareholder approval, our preferred stock on the terms as our board of directors may determine; and
- Class A common stock holders are entitled to one (1) vote for each share that they hold and holders of our Class B common stock are entitled to ten (10) votes for each share that they hold.

## PLAN OF DISTRIBUTION

We may sell the shares of Class A common stock described in this prospectus from time to time in one or more of the following ways, or any other way set forth in an applicable prospectus supplement from time to time:

- to or through underwriters or dealers;
- directly to one or more purchasers in negotiated transactions;
- to holders of other securities in exchanges in connection with acquisitions;
- through agents; or
- through a combination of any such methods of sale.

We and our agents and underwriters may sell the shares of the Class A common stock being offered by us in this prospectus from time to time in one or more transactions:

- at a fixed price or prices, which may be changed;
- at market prices prevailing at the time of sale;
- at prices related to the prevailing market prices; or
- at negotiated prices.

The prospectus supplement with respect to the offered shares of the Class A common stock will describe the terms of the offering, including:

- the name or names of any agents or underwriters;
- the purchase price of such shares and any proceeds to us from such sale;
- any underwriting discounts and other items constituting underwriters' or agents' compensation;
- any initial public offering price;
- any discounts or concessions allowed or paid to dealers; and
- any securities exchanges on which such shares may be listed.

We may solicit directly offers to purchase securities. We may also designate agents from time to time to solicit offers to purchase securities. Any agent, who may be deemed to be an "underwriter" as that term is defined in the Securities Act, may then resell the securities to the public at varying prices to be determined by that agent at the time of resale.

If underwriters are used in a sale, we will execute an underwriting agreement with them regarding those securities. The names of the underwriters will be set forth in the prospectus supplement that will be used by them together with this prospectus to make resales of the securities to the public. In connection with the sale of the securities offered, these underwriters may be deemed to have received compensation from us in the form of underwriting discounts or commissions. Underwriters may also receive commissions from purchasers of the securities.

Underwriters may also use dealers to sell securities. If this happens, these dealers may receive compensation in the form of discounts, concessions or commissions from the underwriters and/or commissions from the purchasers for whom they may act as agents. Any underwriting compensation paid by us to underwriters in connection with the offering of the securities offered in this prospectus, and any discounts, concessions or commissions allowed by underwriters to participating dealers, will be set forth in the applicable prospectus supplement.

Underwriters, dealers, agents and other persons may be entitled, under agreements that may be entered into with us, to indemnification by us against certain civil liabilities, including liabilities under the Securities Act, or to contribution with respect to payments that they may be required to make in respect of these liabilities.

Underwriters and agents may engage in transactions with, or perform services for, us in the ordinary course of business. If so indicated in the applicable prospectus supplement, we will authorize underwriters, dealers, or other persons to solicit offers by certain institutions to purchase the securities offered by us under this prospectus pursuant to contracts providing for payment and delivery on a future date or dates. The obligations of any purchaser under any these contracts will be subject only to those conditions described in the applicable prospectus supplement, and the prospectus supplement will set forth the price to be paid for securities pursuant to these contracts and the commissions payable for solicitation of these contracts. Any underwriter may engage in over-allotment, stabilizing and syndicate short covering transactions and penalty bids in accordance with Regulation M of the Securities Exchange Act of 1934, as amended. Over-allotment involves sales in excess of the offering size, which creates a short position. Stabilizing transactions involve bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum. Syndicate short covering transactions involve purchases of securities in the open market after the distribution has been completed in order to cover syndicate short positions. Penalty bids permit the underwriters to reclaim selling concessions from dealers when the securities originally sold by the dealers are purchased in covering transactions to cover syndicate short positions. These transactions may cause the price of the securities sold in an offering to be higher than it would otherwise be. These transactions, if commenced, may be discontinued by the underwriters at any time.

The anticipated date of delivery of the securities offered hereunder will be set forth in the applicable prospectus supplement relating to each offering.

## LEGAL MATTERS

The validity of the shares of Class A common stock offered hereby have been passed upon for First Advantage by Julie Waters, General Counsel, for First Advantage. Ms. Waters holds options to purchase shares of Class A common stock of First Advantage.

## EXPERTS

The consolidated financial statements of First Advantage Corporation and its Subsidiaries included in our Annual Report on Form 10-K for the year ended December 31, 2003 have been audited by PricewaterhouseCoopers LLP, an independent registered certified public accounting firm, as set forth in its report with respect thereto and are incorporated by reference into this prospectus and any accompanying prospectus supplement in reliance on the report of such firm given on its authority as experts in auditing and accounting. Subsequent audited consolidated financial statements of First Advantage Corporation and its subsidiaries and the reports thereon, will also be incorporated by reference in this prospectus and any accompanying prospectus supplement in reliance upon the firm providing such reports as experts in doing so to the extent such firm has audited those consolidated financial statements and consented to the use of its reports thereon in this prospectus and any accompanying prospectus supplement.

The consolidated financial statements of US SEARCH.com Inc. as of December 31, 2002 and 2001 and for each of the three years in the period ended December 31, 2002, incorporated into this prospectus by reference to pages F-28 through F-65 of post-effective amendment no. 1 to our registration statement on Form S-4 (Registration No. 333-106680), have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered certified public accounting firm, given on the authority of said firm as experts in auditing and accounting.

The audited consolidated financial statements of CoreFacts, LLC as of December 31, 2003 and 2002, incorporated into this prospectus by reference to our amended current report on Form 8-K/A filed July 2, 2004, have been included in reliance on the report of Argy, Wiltse & Robinson, P.C., a public accounting firm, given on the authority of said firm as experts in auditing and accounting.

The audited consolidated financial statements of Realeum Inc. as of December 31, 2003, incorporated into this prospectus by reference to our amended current report on Form 8-K/A filed July 2, 2004, have been included in reliance on the report of PricewaterhouseCoopers LLP, an independent registered certified public accounting firm, given on the authority of said firm as experts in auditing and accounting.

The consolidated financial statements of Realeum Inc. for the year ended December 31, 2002, incorporated into this prospectus by reference to our amended current report on Form 8-K/A filed July 2, 2004, have been audited by Ernst & Young LLP, an independent registered public accounting firm as set forth in their report thereon (which contains an explanatory paragraph describing conditions that raise substantial doubt about Realeum’s ability to continue as a going concern as described in Note 1 to the financial statements), incorporated by reference elsewhere herein, and are included in reliance upon such report, given on the authority of such firm as experts in auditing and accounting.

The audited combined financial statements of CIC Enterprises Inc. and its affiliated companies as of December 31, 2003 and 2002, incorporated into this prospectus by reference to our amended current report on Form 8-K/A filed July 2, 2004, have been included in reliance on the report of PricewaterhouseCoopers LLP, an independent registered certified public accounting firm, given on the authority of said firm as experts in auditing and accounting.

The audited consolidated financial statements of Business Tax Credit Corporation d/b/a The Alameda Company as of December 31, 2003, incorporated into this prospectus by reference to our amended current report on Form 8-K/A filed October 22, 2004, have been included in reliance on the report of PricewaterhouseCoopers LLP, an independent registered certified public accounting firm, given on the authority of said firm as experts in auditing and accounting.

The audited consolidated financial statements of Compunet Credit Services, Inc. and subsidiary as of June 30, 2004, incorporated into this prospectus by reference to our amended current report on Form 8-K/A filed November 18, 2004, have been included in reliance on the report of PricewaterhouseCoopers LLP, an independent registered certified public accounting firm, given on the authority of said firm as experts in auditing and accounting.

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**2,000,000 SHARES OF CLASS A COMMON STOCK**


Prospectus

**We have not authorized anyone to give you any information that differs from the information in this prospectus. If you receive any different information, you should not rely on it.**

The delivery of this prospectus shall not, under any circumstances, create an implication that First Advantage Corporation is operating under the same conditions that it was operating under on the date of this prospectus. Do not assume that the information contained in this prospectus is correct at any time past the date indicated.

**This prospectus does not constitute an offer to sell, or the solicitation of an offer to buy, any securities other than the securities to which it relates.**

**This prospectus does not constitute an offer to sell, or the solicitation of an offer to buy, the securities to which it relates in any circumstances in which such offer or solicitation is unlawful.**

Dated December , 2004

## PART II

## INFORMATION NOT REQUIRED IN PROSPECTUS

### Item 14. Other Expenses Of Issuance And Distribution

Estimated expenses of the Registrant in connection with the distribution of the Registrant's Class A common stock are as follows:

| | |
|---|---|
| Securities and Exchange Commission registration fee | $ 4,891 |
| Transfer agent and registrar fees | $ 3,000 |
| Accounting fees and expenses | $ 50,000 |
| Printing fees | $ 2,000 |
| Legal fees and expenses | $ 30,000 |
| Other fees | $ 25,000 |
| Total Fees and Expenses | $114,891 |

### Item 15. Indemnification Of Directors And Officers

The Delaware General Corporation Law (the "DGCL") provides for the power to indemnify any directors, officers, employees and agents and to purchase and maintain insurance with respect to liability arising out of their capacity or status as directors, officers, employees and agents. The indemnification provisions are not exclusive of any other rights to which directors and officers may be entitled under a corporation's certificate of incorporation or bylaws, any agreement, a vote of stockholders or otherwise.

Our restated and amended certificate of incorporation provides that its directors will not be personally liable to the company or its stockholders for damages for breach of any duty owed to the company or its stockholders except for liability:

- for any breach of the director's duty of loyalty to the company 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.

The bylaws of the company 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 company or is or was serving at the request of the company 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 company 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 company to provide broader indemnification rights than permitted prior thereto), against all expense, liability and loss (including attorneys' fees, judgments, fines, 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 company 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 company 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; and

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

Pursuant to the Agreement and Plan of Merger, dated December 13, 2002, among the company, US SEARCH.com Inc. and the other parties thereto, we have agreed to indemnify and hold harmless the then present and former officers, directors, employees and agents of US SEARCH and its subsidiaries (each, an "Indemnified Party") in respect of acts or omissions occurring on or prior to the effective time of the mergers contemplated thereby to the extent provided under US SEARCH's and its subsidiaries' certificates of incorporation (or equivalent organizational documents) and bylaws or any indemnification agreement with US SEARCH's and its subsidiaries' officers and directors to which US SEARCH and/or its subsidiaries is a party, in each case in effect on the date of the merger agreement; provided that such indemnification shall be subject to any limitation imposed from time to time under applicable law. The company also agreed under the merger agreement that for a period of six years after the effective time of the mergers, the company will use its reasonable best efforts to procure officers' and directors' liability insurance in respect of acts or omissions occurring on or prior to the effective time of the mergers covering each Indemnified Party previously covered by US SEARCH's and/or its subsidiaries' officers' and directors' liability insurance policy on terms substantially similar to those of such policy in effect on the date of the merger agreement (the "D&O Insurance"), provided that the company shall not be required to maintain the D&O Insurance with respect to a specific officer or director if the premium for obtaining the D&O Insurance exceeds 200% of the amount per annum US SEARCH paid in fiscal year 2002 (the "Premium Limit"). If the company is unable to obtain the D&O Insurance, it will obtain as much comparable insurance as possible for an annual premium equal to the Premium Limit. In the event the company would be required to spend in excess of the Premium Limit per year to obtain the D&O Insurance, the company will notify each Indemnified Party who would be covered thereby and permit any such Indemnified Party to pay the excess amount over the Premium Limit that may be necessary to maintain such D&O Insurance covering such Indemnified Party.

The company's 2003 Incentive Compensation Plan (for purposes of this paragraph only, the "Plan") provides that, "Each person who is or shall have been a member of the Committee or of the Board, shall be indemnified and held harmless by the company against and from any loss, cost, liability, or expense that may be imposed upon or reasonably incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding to which he or she may be a party or in which he or she may be involved by reason of any action taken or failure to act under the Plan and against and from any and all amounts paid by him or her in settlement thereof, with the company's approval, or paid by him or her in satisfaction of any judgment in any such action, suit, or proceeding against him or her, provided he or she shall give the company an opportunity, at its own expense, to handle and defend the same before he or she undertakes to handle and defend it on his or her own behalf. The foregoing right of indemnification shall not be exclusive of any other rights of indemnification to which such persons may be entitled under the company's certificate of incorporation or by-laws, as a matter of law, or otherwise, or any power that the company may have to indemnify them or hold them harmless."

The company's 401(k) Savings Plan (for purposes of this paragraph only, the "Plan") provides that, subject to certain conditions, the company may, through the purchase of insurance or otherwise, indemnify each member of the Board (or board of directors of any affiliate), each member of the committee charged with administering the Plan, and any other employees to whom any responsibility with respect to the Plan is allocated or delegated, from and against any and all claims, losses, damages, and expenses, including attorneys' fees, and any liability, including any amounts paid in settlement with our approval, arising from the individual's action or failure to act, except when the same is judicially determined to be attributable to the gross negligence or willful misconduct of such person.

Present and future directors and officers of the company are covered by a policy of liability insurance obtained by the company's parent company, The First American Corporation, which insures against the cost of defense, settlement or payment of a judgment under certain circumstances.

**Item 16. Exhibits**

The following exhibits are filed herewith or incorporated by reference herein as part of this Registration Statement:

| Number | Description |
|---|---|
| 4.1 | First Amended and Restated Certificate of Incorporation of First Advantage Corporation, as amended and restated as of June 5, 2003 |
| 4.2 | By-Laws of First Advantage Corporation |
| 4.3 | Stockholders Agreement, dated as of December 13, 2002, by and among First Advantage Corporation, The First American Corporation and Pequot Private Equity Fund II, L.P. |
| 4.4 | Standstill Agreement, dated June 5, 2003, by and among First Advantage Corporation, The First American Corporation and Pequot Private Equity Fund II, L.P. |
| 5.1 | Opinion of Julie Waters, Esq., as to the legality of the Class A common stock |
| 23.1 | Consent of Julie Waters, Esq. (included in Exhibit 5.1) |
| 23.2 | Consent of PricewaterhouseCoopers LLP in connection with First Advantage Corporation |
| 23.3 | Consent of PricewaterhouseCoopers LLP in connection with US SEARCH.com Inc. |
| 23.4 | Consent of Argy, Wiltse & Robinson, P.C. |
| 23.5 | Consent of Ernst & Young LLP |
| 23.6 | Consent of PricewaterhouseCoopers LLP in connection with CIC Enterprises Inc. and its affiliated companies |
| 23.7 | Consent of PricewaterhouseCoopers LLP in connection with Realeum, Inc. |
| 23.8 | Consent of PricewaterhouseCoopers LLP in connection with Business Tax Credit Corp., d/b/a The Alameda Company |
| 23.9 | Consent of PricewaterhouseCoopers LLP in connection with Compunet Credit Services, Inc. and subsidiary |
| 24.1 | Power of Attorney |

**Item 17. Undertakings**

The 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;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this 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 this Registration Statement; and

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

Provided, however, that paragraphs (1)(i) and (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 with or furnished to SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, 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.

(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.

(4) That, for purposes of determining any liability under the Securities Act of 1933, as amended, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, that is incorporated by reference in this Registration Statement 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.

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended, may be permitted to directors, officers and controlling persons of the Registrant pursuant to any provision or arrangement whereby the Registrant may indemnify a director, officer or controlling person of the Registrant against liabilities arising under the Securities Act of 1933, as amended, 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 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 Securities Act of 1933, as amended, and will be governed by the final adjudication of such issue.

**Signatures**

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form S-3 has been signed below by the following persons in the capacities and on the dates indicated:

Date: December 17, 2004

By: /s/ John Long
John Long
Chief Executive Officer
(Principal Executive Officer)

Date: December 17, 2004

By: /s/ John Lamson
John Lamson
Chief Financial Officer
(Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form S-3 has been signed below by the following persons in the capacities and on the dates indicated:

Date: December 17, 2004

By: /s/ Parker Kennedy
Parker Kennedy, Chairman and Director

Date: December 17, 2004

By: /s/ John Long
Director

Date: December 17, 2004

By: /s/ J. David Chatham
J. David Chatham, Director

Date: December 17, 2004

By: /s/ Barry Connelly
Barry Connelly, Director

Date: December 17, 2004

By: /s/ Lawrence Lenihan, Jr.
Lawrence Lenihan, Jr., Director

Date: December 17, 2004

By: /s/ Donald Nickelson
Donald Nickelson, Director

Date: December 17, 2004

By: /s/ Donald Robert
Donald Robert, Director

Date: December 17, 2004

By: /s/ Adelaide Sink
Adelaide Sink, Director

Date: December 17, 2004

By: /s/ David Walker
David Walker, Director

*By: /s/ Julie Waters
Julie Waters
Attorney-in-Fact

## EXHIBIT INDEX

| Number | Description | Method of Filing |
|---|---|---|
| 4.1 | First Amended and Restated Certificate of Incorporation of First Advantage Corporation, as amended and restated as of June 5, 2003 | Previously filed as Exhibit 3.1 to Registration Statement on S-4 (File No. 333-102565), 2003, and incorporated herein by reference. |
| 4.2 | By-Laws of First Advantage Corporation | Previously filed as Exhibit 3.2 to Registration Statement on S-4 (File No. 333-102565), 2003, and incorporated herein by reference. |
| 4.3 | Stockholders Agreement, dated as of December 13, 2002, by and among First Advantage Corporation, The First American Corporation and Pequot Private Equity Fund II, L.P. | Previously filed as Exhibit 10.1 to Registration Statement on S-4 (File No. 333-102565), 2003, and incorporated herein by reference. |
| 4.4 | Standstill Agreement, dated as of June 5, 2003, by and among First Advantage Corporation, The First American Corporation and Pequot Private Equity Fund II, L.P. | Previously filed as Exhibit 10.2 to Registrant's Registration Statement on S-4 (File number 333-102565), 2003, and incorporated by reference. |
| 5.1 | Opinion of Julie Waters, Esq., as to the legality of the Class A common stock | Filed herewith. |
| 23.1 | Consent of Julie Waters Esq. | Filed herewith in Exhibit 5.1. |
| 23.2 | Consent of PricewaterhouseCoopers LLP in connection with First Advantage Corporation | Filed herewith. |
| 23.3 | Consent of PricewaterhouseCoopers LLP in connection with US.Search.com, Inc. | Filed herewith. |
| 23.4 | Consent of Argy, Wiltse & Robinson, P.C. | Filed herewith. |
| 23.5 | Consent of Ernst & Young LLP | Filed herewith. |
| 23.6 | Consent of PricewaterhouseCoopers LLP in connection with CIC Enterprises Inc. and its affiliated companies | Filed herewith. |
| 23.7 | Consent of PricewaterhouseCoopers LLP in connection with Realeum, Inc. | Filed herewith. |
| 23.8 | Consent of PricewaterhouseCoopers LLP in connection with Business Tax Credit Corp., d/b/a The Alameda Company | Filed herewith. |
| 23.9 | Consent of PricewaterhouseCoopers LLP in connection with Compunet Credit Services, Inc. and subsidiary | Filed herewith. |
| 24.1 | Power of Attorney | Filed herewith. |

EXHIBIT 5.1

OPINION AND CONSENT OF JULIE WATERS

December 17, 2004

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

Re: Registration Statement on Form S-3

Gentlemen:

I am Vice President, General Counsel of First Advantage Corporation, a Delaware corporation (the "Company"), and in that capacity, have acted as counsel for the Company in connection with the Registration Statement on Form S-3 being filed with the Securities and Exchange Commission (the "Registration Statement") for the purpose of registering under the Securities Act of 1933, as amended (the "Act"), 2,000,000 shares of Class A common stock, $0.001 par value, of the Company (the "Common Stock"), which are being offered for sale by us. This opinion is being furnished pursuant to the requirements of Form S-3 and Item 601 of Regulation S-K under the Act.

In furnishing this opinion, I, or attorneys under my supervision, have examined the originals, or copies thereof identified to my satisfaction, of such corporate records of the Company and such other documents, including, without limitation, records, opinions and papers as I have deemed necessary or appropriate in order to give the opinions hereinafter set forth. In such examination, I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me, or attorneys under my supervision, as originals and the conformity to original documents of all documents submitted to me, or attorneys under my supervision, as certified or photostatic copies.

Based on the foregoing, I am of the opinion that:

1. The Company has been duly organized and is a validly existing corporation under the laws of the State of Delaware;

2. The 2,000,000 shares of Class A Common Stock which are being registered under the Registration Statement are duly authorized and when issued in accordance with the terms of the notes will be legally issued, fully paid and non-assessable.

I hereby consent to the filing of my opinion as Exhibit 5.1 to the Registration Statement. By giving such consent, I do not thereby admit that I am within the category of persons whose consents are required under Section 7 of the Act.

Very truly yours,

/s/ Julie Waters
Julie Waters

EXHIBIT 23.2

Consent of Independent Registered Certified Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our reports dated March 8, 2004 relating to the consolidated financial statements and financial statement schedule of First Advantage Corporation, which appear in First Advantage Corporation's Annual Report on Form 10-K and Form 10-K/A, respectively, for the year ended December 31, 2003. We also consent to the references to us under the heading "Experts" in this Registration Statement.

/s/ PRICEWATERHOUSECOOPERS LLP
Tampa, Florida
December 17, 2004

EXHIBIT 23.3

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated March 24, 2003, except for the subsequent events in Note 16 as to which the date is April 1, 2003, relating to the consolidated financial statements of US SEARCH.com Inc., which appears on page F-28 of Post-Effective Amendment No. 1 to First Advantage Corporation's registration statement on Form S-4 (No. 333-106680). We also consent to the references to us under the heading "Experts" in such Registration Statement.

/s/ PRICEWATERHOUSECOOPERS LLP
Los Angeles, California
December 17, 2004

**CONSENT OF ARGY, WILTSE & ROBINSON, P.C.**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of First Advantage Corporation of our report dated April 9, 2004, relating to the consolidated financial statements of CoreFacts, LLC, which appears in First Advantage Corporation's amended current report on Form 8-K/A filed December 17, 2004. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ ARGY, WILTSE & ROBINSON, P.C.
McLean, Virginia
December 17, 2004

8405 Greensboro Drive Suite 700 Tysons Corner McLean, Virginia 22102
Phone: 703-893-0600 Fax: 703-893-2766 www.awr.com

EXHIBIT 23.5

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption "Experts" in the Registration Statement (Form S-3 Registration No. 333-_____) and in the related Prospectus of the First Advantage Corporation and to the incorporation by reference of our report dated April 25, 2003 (except third paragraph of Note 5, as to which the date is May 29, 2003) with respect to the financial statements for the year ended December 31, 2002 of Realeum, Incorporated included in First Advantage Corporation's amended Form 8-K/A filed with the Securities and Exchange Commission on July 2, 2004.

/s/ ERNST & YOUNG, LLP
McLean, Virginia
December 17, 2004

EXHIBIT 23.6

Consent of Independent Registered Certified Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated June 16, 2004 relating to the combined financial statements of CIC Enterprises, Inc. and Affiliated Companies, which appears in First Advantage Corporation's Report on Form 8-K/A filed on July 2, 2004. We also consent to the references to us under the heading "Experts" in this Registration Statement.

/s/ PRICEWATERHOUSECOOPERS LLP
Tampa, Florida
December 17, 2004

EXHIBIT 23.7

Consent of Independent Registered Certified Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated June 18, 2004 relating to the consolidated financial statements of Realeum, Inc., which appears in First Advantage Corporation's Report on Form 8-K/A filed on July 2, 2004. We also consent to the references to us under the heading "Experts" in this Registration Statement.

/s/ PRICEWATERHOUSECOOPERS LLP
Tampa, Florida
December 17, 2004

EXHIBIT 23.8

Consent of Independent Registered Certified Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated October 6, 2004 relating to the financial statements of Business Tax Credit Corporation d/b/a The Alameda Company, which appears in First Advantage Corporation's Report on Form 8-K/A filed on October 22, 2004. We also consent to the references to us under the heading "Experts" in this Registration Statement.

/s/ PRICEWATERHOUSECOOPERS LLP
Tampa, Florida
December 17, 2004

EXHIBIT 23.9

Consent of Independent Registered Certified Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated November 15, 2004 relating to the consolidated financial statements of Compunet Credit Services, Inc., which appears in First Advantage Corporation's Report on Form 8-K/A filed on November 18, 2004. We also consent to the references to us under the heading "Experts" in this Registration Statement.

/s/ PRICEWATERHOUSECOOPERS LLP
Tampa, Florida
December 17, 2004

EXHIBIT 24.1

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 Long, 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-3 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.

Date: December 17, 2004 By: /s/ Parker Kennedy
Parker Kennedy, Chairman and Director

Date: December 17, 2004 By: /s/ John Long
Director

Date: December 17, 2004 By: /s/ David Chatham
J. David Chatham, Director

Date: December 17, 2004 By: /s/ Barry Connelly
Barry Connelly, Director

Date: December 17, 2004 By: /s/ Lawrence Lenihan, Jr.
Lawrence Lenihan, Jr., Director

Date: December 17, 2004 By: /s/ Donald Nickelson
Donald Nickelson, Director

Date: December 17, 2004 By: /s/ Donald Robert
Donald Robert, Director

Date: December 17, 2004 By: /s/ Adelaid Sink
Adelaid Sink, Director

Date: December 17, 2004 By: /s/ David Walker
David Walker, Director