

DealerTrack Holdings, Inc.
Form 4
December 16, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FIRST ADVANTAGE CORP

2. Issuer Name and Ticker or Trading Symbol
DealerTrack Holdings, Inc. [TRAK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

1 PROGRESS PLAZA, SUITE 2400

3. Date of Earliest Transaction (Month/Day/Year)
12/16/2005

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

ST. PETERSBERG, FL 33701

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/16/2005		C		4,071,618	A	\$ 0 0	I	First American Credit Management Solutions, Inc. ⁽¹⁾
Common Stock	12/16/2005		C		1,357,206	A	\$ 0	I	First American Credit Management Solutions, Inc. ⁽¹⁾
					5,428,324		⁽²⁾		

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount
Convertible Series A-2 Preferred Stock	(2)	12/16/2005		C	4,071,618	(2) 12/16/2005	Common Stock	4,071,618
Convertible Series C-3 Preferred Stock	(3)	12/16/2005		C	1,357,206	(3) 12/16/2005	Common Stock	1,357,206

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIRST ADVANTAGE CORP 1 PROGRESS PLAZA, SUITE 2400 ST. PETERSBERG, FL 33701		X		

Signatures

/s/ Julie A. Waters, as Power of Attorney on behalf of First Advantage Corp
12/16/2005

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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First American Credit Management Solutions, Inc. ("CMSI") is a wholly-owned subsidiary of the Reporting Person. The Reporting Person may be deemed a beneficial owner of the shares held by CMSI; however, it disclaims beneficial ownership except to the extent of its pecuniary interest.

- (2) The shares of Convertible Series A-2 Preferred Stock were automatically converted into shares of common stock on a 1-to-1 basis upon the closing of the Issuer's initial public offering on December 16, 2005.
- (3) The shares of Convertible Series C-3 Preferred Stock were automatically converted into shares of common stock on a 1-to-1 basis upon the closing of the Issuer's initial public offering on December 16, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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