

DealerTrack Holdings, Inc.
Form SC 13G/A
March 09, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

DEALERTRACK HOLDINGS, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

242309102

(CUSIP Number)

December 12, 2005

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON

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

FADV Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (a)
-
-
- (b)
-

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

0

OWNED BY 7 SOLE DISPOSITIVE POWER

EACH 0

8 SHARED DISPOSITIVE POWER

REPORTING 0

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,428,824*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

16.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

1 NAME OF REPORTING PERSON

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

The First American Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF 5 SOLE VOTING POWER

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

0

OWNED BY

7 SOLE DISPOSITIVE POWER

EACH

0

8 SHARED DISPOSITIVE POWER

REPORTING

0

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,428,824*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

16.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1 NAME OF REPORTING PERSON

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

First American Real Estate Information Services, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF 5 SOLE VOTING POWER

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

0

OWNED BY 7 SOLE DISPOSITIVE POWER

EACH 0

8 SHARED DISPOSITIVE POWER

REPORTING 0

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,428,824*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

16.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1 NAME OF REPORTING PERSON

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

First American Real Estate Solutions LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF 5 SOLE VOTING POWER

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

0

OWNED BY

7 SOLE DISPOSITIVE POWER

EACH

0

8 SHARED DISPOSITIVE POWER

REPORTING

0

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,428,824*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

16.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

1 NAME OF REPORTING PERSON

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

First Advantage Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (a)
-
-
- (b)
-

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

0

OWNED BY 7 SOLE DISPOSITIVE POWER

EACH 0

8 SHARED DISPOSITIVE POWER

REPORTING 0

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,428,824*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

16.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1 NAME OF REPORTING PERSON

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

First American Credit Management Solutions, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER

SHARES 5,428,824

6 SHARED VOTING POWER

BENEFICIALLY

0

OWNED BY

7 SOLE DISPOSITIVE POWER

EACH 5,428,824

8 SHARED DISPOSITIVE POWER

REPORTING

0

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,428,824

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

16.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

Item 1(a) Name of Issuer.

DealerTrack Holdings, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices.

1111 Marcus Avenue

Suite M04

Lake Success, New York 11042

Item 2(a) Name of Persons Filing.

FADV Holdings LLC (Holdings)

The First American Corporation (First American)

First American Real Estate Information Services, Inc. (FAREISI)

First American Real Estate Solutions LLC (FARES)

First Advantage Corporation (FADV)

First American Credit Management Solutions, Inc. (CMSI)

Item 2(b) Address of Principal Business Office, or if none, Residence.

Holdings: 1 First American Way

Santa Ana, CA 92707

First American: 1 First American Way

Santa Ana, CA 92707

FAREISI: 1 First American Way

Santa Ana, CA 92707

FARES: 1 First American Way

Santa Ana, CA 92707

FADV: One Progress Plaza, Suite 2400

St. Petersburg, FL 33710

CMSI: One Progress Plaza, Suite 2400

St. Petersburg, FL 33710

Item 2(c) Citizenship.

Holdings: Delaware

First American: California

FAREISI: California

FARES: California

FADV: Delaware

CMSI: Delaware

Item 2(d) Title of Class of Securities.

Common Stock, Par Value \$0.01 per share

Item 2(e) CUSIP No.

242309102

Item 3 Type of Filing Person

Not applicable.

Item 4 Ownership.

Holdings:

(a) Amount beneficially owned:

5,428,824*

(b) Percent of class:

16%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or direct the vote:

0

(iii) Sole power to dispose or direct the disposition of:

0

(iv) Shared power to dispose or direct the disposition of:

0

First American:

(a) Amount beneficially owned:

5,428,824*

(b) Percent of class:

16%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or direct the vote:

0

(iii) Sole power to dispose or direct the disposition of:

0

(iv) Shared power to dispose or direct the disposition of:

0

FAREISI:

(a) Amount beneficially owned:

5,428,824*

(b) Percent of class:

16%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or direct the vote:

0

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(iii) Sole power to dispose or direct the disposition of:

0

(iv) Shared power to dispose or direct the disposition of:

0

FARES:

- (a) Amount beneficially owned:
5,428,824*
- (b) Percent of class:
16%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
0
 - (ii) Shared power to vote or direct the vote:
0
 - (iii) Sole power to dispose or direct the disposition of:
0
 - (iv) Shared power to dispose or direct the disposition of:
0

FADV:

- (a) Amount beneficially owned:
5,428,824*
- (b) Percent of class:
16%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
0
 - (ii) Shared power to vote or direct the vote:
0
 - (iii) Sole power to dispose or direct the disposition of:
0
 - (iv) Shared power to dispose or direct the disposition of:
0

CMSI:

- (a) Amount beneficially owned:
5,428,824
- (b) Percent of class:
16.0%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
5,428,824
 - (ii) Shared power to vote or direct the vote:
0
 - (iii) Sole power to dispose or direct the disposition of:

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5,428,824

(iv) Shared power to dispose or direct the disposition of:

0

10

Item 5 **Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "

Item 6 **Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

Item 7 **Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

Item 8 **Identification and Classification of Members of the Group.**

Not applicable.

Item 9 **Notice of Dissolution of Group.**

Not applicable.

Item 10 **Certification.**

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

* Includes 5,428,824 shares of Issuer Common Stock held by First American Credit Management Solutions, Inc. (CMSI), a direct, wholly owned subsidiary of First Advantage Corporation (FADV). FADV is a direct, majority-owned subsidiary of Holdings. Holdings is owned by First American, FAREISI and FARES as holders of 61.25%, 1.16% and 37.58%, respectively. FAREISI is a direct, wholly owned subsidiary of First American. First American owns 80% of FARES. FADV, First American, Holdings, FAREISI and FARES may be deemed to beneficially own CMSI s shares of Issuer Common Stock. FADV, First American, Holdings, FAREISI and FARES disclaim beneficial ownership of the shares of Issuer Common Stock held by CMSI.

First Advantage is amending its original Schedule 13G dated December 22, 2005 to clarify that First American, FAREISI and FARES may be deemed to have beneficial ownership of the shares as a result of First American s, FAREISI s and FARES ownership of Holdings. This information was inadvertently omitted from the original Schedule 13G.

SIGNATURES

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

Dated: March 9, 2006

FADV HOLDINGS LLC

By: /s/ Kenneth DeGiorgio
Name: Kenneth DeGiorgio
Title: Vice President

THE FIRST AMERICAN CORPORATION

By: /s/ Kenneth DeGiorgio
Name: Kenneth DeGiorgio
Title: Senior Vice President

FIRST AMERICAN REAL ESTATE

INFORMATION SERVICES, INC.

By: /s/ Kenneth DeGiorgio
Name: Kenneth DeGiorgio
Title: Vice President

FIRST AMERICAN REAL ESTATE SOLUTIONS LLC

By: /s/ Kenneth DeGiorgio
Name: Kenneth DeGiorgio
Title: Vice President

FIRST ADVANTAGE CORPORATION

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

FIRST AMERICAN CREDIT

MANAGEMENT SOLUTIONS, INC.

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

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13G) on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Class A Stock, \$.001 par value per share of DealerTrack Holdings, Inc., and that this Agreement be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby executed as of this Agreement this 9th day of March, 2006.

FADV HOLDINGS LLC

By: /s/ Kenneth DeGiorgio
Name: Kenneth DeGiorgio
Title: Vice President

THE FIRST AMERICAN CORPORATION

By: /s/ Kenneth DeGiorgio
Name: Kenneth DeGiorgio
Title: Senior Vice President

FIRST AMERICAN REAL ESTATE

INFORMATION SERVICES, INC.

By: /s/ Kenneth DeGiorgio
Name: Kenneth DeGiorgio
Title: Vice President

FIRST AMERICAN REAL ESTATE SOLUTIONS LLC

By: /s/ Kenneth DeGiorgio
Name: Kenneth DeGiorgio
Title: Vice President

FIRST ADVANTAGE CORPORATION

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

FIRST AMERICAN CREDIT

MANAGEMENT SOLUTIONS, INC.

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