

DealerTrack Holdings, Inc.
Form SC 13G/A
April 03, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 4)

DEALERTRACK HOLDINGS, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

242309102

(CUSIP Number)

December 31, 2008

(Date of Event That Requires Filing of This Statement)

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

☐ Rule 13d-1 (b)

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☒ 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 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*).

CUSIP No. 242309102

Schedule 13G/A

Page 2 of 12 Pages

(1) NAMES OF REPORTING PERSONS

FADV Holdings LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions):

(a) ..

(b) x

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(5) SOLE VOTING POWER

NUMBER OF

0

SHARES

(6) SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

(7) SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

(8) SHARED DISPOSITIVE POWER

WITH

0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,553,824*

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

..

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

6.0%

(12) TYPE OF REPORTING PERSON

OO

CUSIP No. 242309102

Schedule 13G/A

Page 3 of 12 Pages

(1) NAMES OF REPORTING PERSONS

The First American Corporation

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions):

(a) ..

(b) x

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

California

(5) SOLE VOTING POWER

NUMBER OF

0

SHARES

(6) SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

(7) SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

(8) SHARED DISPOSITIVE POWER

WITH

0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,553,824*

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

..

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

6.0%

(12) TYPE OF REPORTING PERSON

CO

3

CUSIP No. 242309102

Schedule 13G/A

Page 4 of 12 Pages

(1) NAMES OF REPORTING PERSONS

First American Real Estate Information Services, Inc.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions):

(a) ..

(b) x

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

California

(5) SOLE VOTING POWER

NUMBER OF

0

SHARES

(6) SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

(7) SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

(8) SHARED DISPOSITIVE POWER

WITH

0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,553,824*

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

..

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

6.0%

(12) TYPE OF REPORTING PERSON

CO

4

CUSIP No. 242309102

Schedule 13G/A

Page 5 of 12 Pages

(1) NAMES OF REPORTING PERSONS

First American Real Estate Solutions LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions):

(a) ..

(b) x

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

California

(5) SOLE VOTING POWER

NUMBER OF

0

SHARES

(6) SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

(7) SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

(8) SHARED DISPOSITIVE POWER

WITH

0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,553,824*

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

..

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

6.0%

(12) TYPE OF REPORTING PERSON

OO

5

CUSIP No. 242309102

Schedule 13G/A

Page 6 of 12 Pages

(1) NAMES OF REPORTING PERSONS

First Advantage Corporation

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions):

(a) ..

(b) x

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(5) SOLE VOTING POWER

NUMBER OF

0

SHARES

(6) SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

(7) SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

(8) SHARED DISPOSITIVE POWER

WITH

0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,553,824*

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

..

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

6.0%

(12) TYPE OF REPORTING PERSON

CO

6

CUSIP No. 242309102

Schedule 13G/A

Page 7 of 12 Pages

(1) NAMES OF REPORTING PERSONS

FADV CMSI, Inc. (f/k/a Credit Management Solutions, Inc.)

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions):

(a) ..

(b) x

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(5) SOLE VOTING POWER

NUMBER OF

SHARES 2,553,824

(6) SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 0

(7) SOLE DISPOSITIVE POWER

REPORTING

PERSON 2,553,824

(8) SHARED DISPOSITIVE POWER

WITH

0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,553,824

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

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

6.0%

(12) TYPE OF REPORTING PERSON

CO

7

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 Person(s) 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)

FADV CMSI, Inc. (f/k/a 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: 12395 First American Way

Poway, CA 92064

CMSI: 100 Carillon Parkway

St. Petersburg, FL 33716

Item 2(c). Citizenship:

Holdings: Delaware

First American: California

FAREISI: California

FARES: California

FADV: Delaware

CMSI: Delaware

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Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.01 per share

Item 2(e). CUSIP Number:

242309102

Item 3. If This Statement is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b), Check Whether the Person Filing is a:

Not Applicable.

Item 4. Ownership:

Holdings:

(a) Amount beneficially owned: 2,553,824*

(b) Percent of class: 6.0%

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

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 0

First American:

(a) Amount beneficially owned: 2,553,824*

(b) Percent of class: 6.0%

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

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 0

FAREISI:

(a) Amount beneficially owned: 2,553,824*

(b) Percent of class: 6.0%

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

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 0

FARES:

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(a) Amount beneficially owned: 2,553,824*

(b) Percent of class: 6.0%

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

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 0

FADV:

(a) Amount beneficially owned: 2,553,824*

(b) Percent of class: 6.0%

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

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 0

CMSI:

(a) Amount beneficially owned: 2,553,824

(b) Percent of class: 6.0%

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

(i) Sole power to vote or to direct the vote: 2,553,824

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 2,553,824

(iv) Shared power to dispose or to direct the disposition of: 0

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 That Acquired the Security Being Reported by the Parent Holding Company or Control Person.

Not Applicable

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

Not Applicable

Item 9. Notice of Dissolution of the 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 2,553,824 shares of Issuer Common Stock held by CMSI, a direct, wholly-owned subsidiary of FADV. FADV is a direct, majority-owned subsidiary of Holdings. Holdings is owned by First American, FARES and FAREISI as holders of 62.59%, 36.28%

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and 1.12%, 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.

SIGNATURE

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.

Date: April 3, 2009

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/ Bret T. Jardine
Name: Bret T. Jardine
Title: Vice President and Associate General Counsel

FADV CMSI, INC. (f/k/a CREDIT

MANAGEMENT SOLUTIONS, INC.)

By: /s/ Bret T. Jardine
Name: Bret T. Jardine
Title: Secretary

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 set forth in the Schedule 13G) on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the common stock \$.01 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 3rd day of April, 2009.

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/ Bret T. Jardine
Name: Bret T. Jardine
Title: Vice President and General Counsel

FADV CMSI, INC. (f/k/a CREDIT

MANAGEMENT SOLUTIONS, INC.)

By: /s/ Bret T. Jardine
Name: Bret T. Jardine
Title: Secretary