

First American Financial Corp
Form 10-12B/A
March 22, 2010

As filed with the Securities and Exchange Commission on March 22, 2010

File No. 001-34580

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

Amendment No. 2

to

FORM 10

GENERAL FORM FOR REGISTRATION OF SECURITIES

Pursuant to Section 12(b) or (g) of the Securities Exchange Act of 1934

FIRST AMERICAN FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction)

of incorporation)

1 First American Way, Santa Ana, California

26-1911571
(IRS Employer

Identification No.)

92707-5913

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (714) 250-3000

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|---|--|
| Common Stock, par value \$0.00001 per share | New York Stock Exchange |

Securities to be registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

INFORMATION REQUIRED IN REGISTRATION STATEMENT
CROSS-REFERENCE SHEET BETWEEN INFORMATION STATEMENT AND ITEMS OF FORM 10

This registration statement on Form 10 incorporates by reference information contained in the information statement filed as Exhibit 99(a) hereto. The cross-reference table below identifies where the items required by Form 10 can be found in the information statement.

| Item No. | Item Caption | Location in Information Statement |
|-----------------|---|--|
| 1. | Business | See Summary, Risk Factors, Special Note About Forward-Looking Statements, Questions and Answers About the Separation, The Separation, Capitalization, Unaudited Pro Forma Condensed Combined Financial Statements, Management's Discussion and Analysis of Financial Condition and Results of Operations, Business and Where You Can Find More Information |
| 1A. | Risk Factors | See Summary, Risk Factors, and Questions and Answers About the Separation |
| 2. | Financial Information | See Summary, Selected Historical Combined Financial and Other Data, Unaudited Pro Forma Condensed Combined Financial Statements, Management's Discussion and Analysis of Financial Condition and Results of Operations, Quantitative and Qualitative Disclosures About Market Risk and Description of Material Indebtedness |
| 3. | Properties | See Business Properties |
| 4. | Security Ownership of Certain Beneficial Owners and Management | See Security Ownership of First American and FinCo |
| 5. | Directors and Executive Officers | See Management |
| 6. | Executive Compensation | See Management and Treatment of Outstanding Equity-Based Arrangements |
| 7. | Certain Relationships and Related Transactions, and Director Independence | See Questions and Answers About the Separation, Relationship With InfoCo and Certain Relationships, Related Transactions and Director Independence |
| 8. | Legal Proceedings | See Business Legal Proceedings |
| 9. | Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters | See Summary, Questions and Answers About the Separation, The Separation, Trading Market, Dividends, Capitalization and Description of Capital Stock |
| 10. | Recent Sales of Unregistered Securities | Not applicable |
| 11. | Description of Registrant's Securities to be Registered | See Description of Capital Stock and Shares Eligible for Future Sale |
| 12. | Indemnification of Directors and Officers | See Description of Capital Stock Indemnification of Directors and Officers |
| 13. | Financial Statements and Supplementary Data | See Unaudited Pro Forma Condensed Combined Financial Statements, Index to Financial Statements and the statements referenced therein |
| 14. | Changes in and Disagreements with Accountants on Accounting and Financial Disclosure | Not applicable |

Item 15. Financial Statements and Exhibits

(a) Financial Statements

The following financial statements are included in the information statement:

Financial Statements:

| | |
|--|-----|
| <u>Combined Balance Sheets as of December 31, 2009 and 2008</u> | F-3 |
| <u>Combined Statements of Income (Loss) for the years ended December 31, 2009, 2008 and 2007</u> | F-4 |
| <u>Combined Statements of Comprehensive Income (Loss) for the years ended December 31, 2009, 2008 and 2007</u> | F-5 |
| <u>Combined Statements of Equity for the years ended December 31, 2009, 2008 and 2007</u> | F-6 |
| <u>Combined Statements of Cash Flows for the years ended December 31, 2009, 2008 and 2007</u> | F-7 |
| <u>Notes to Combined Financial Statements</u> | F-8 |

Financial Statement Schedules:

| | |
|--|------|
| <u>I. Summary of Investments Other than Investments in Related Parties</u> | F-61 |
| <u>III. Supplementary Insurance Information</u> | F-62 |
| <u>IV. Reinsurance</u> | F-64 |
| <u>V. Valuation and Qualifying Accounts</u> | F-65 |

(b) Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 2(a) | Form of Separation and Distribution Agreement (1) |
| 3(a) | Amended and Restated Certificate of Incorporation of First American Financial Corporation (1) |
| 3(b) | Bylaws of First American Financial Corporation (1) |
| 10(a) | Form of Tax Sharing Agreement between First American Financial Corporation and The First American Corporation (1) |
| 10(b) | [Intentionally omitted.] |
| 10(c) | [Intentionally omitted.] |
| 10(d) | [Intentionally omitted.] |
| 10(e) | Employment Agreement, dated December 17, 2008, between The First American Corporation and Dennis J. Gilmore, incorporated by reference herein from Exhibit 10(dddd) to The First American Corporation Annual Report on Form 10-K for the fiscal year ended December 31, 2008 |
| 10(f) | Employment Agreement, dated December 17, 2008, between The First American Corporation and Kenneth D. DeGiorgio |
| 10(g) | Employment Agreement, dated December 17, 2008, between The First American Corporation and Max O. Valdes, incorporated by reference herein from Exhibit 10(ffff) to The First American Corporation Annual Report on Form 10-K for the fiscal year ended December 31, 2008 |
| 10(h) | The First American Corporation Amended and Restated Executive Supplemental Benefit Plan, effective as of January 1, 2009, incorporated by reference herein from Exhibit 10(i) to The First American Corporation Annual Report on Form 10-K for the fiscal year ended December 31, 2008 |
| 10(i) | [Intentionally omitted.] |
| 10(j) | The First American Corporation Amended and Restated Change in Control Agreement (Executive Form), effective as of January 1, 2010, incorporated by reference herein from Exhibit 10(c) to The First American Corporation Quarterly Report on Form 10-Q for the quarter ended September 30, 2009 |

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| Exhibit No. | Description |
|-------------|--|
| 10(k) | [Intentionally omitted.] |
| 10(l) | Form of First American Financial Corporation Deferred Compensation Plan (1) |
| 10(m) | Form of First American Financial Corporation 2010 Incentive Compensation Plan (1) |
| 10(n) | Form of Notice of Restricted Stock Unit Grant (Employee) and Restricted Stock Unit Award Agreement (Employee), approved January 25, 2010, incorporated by reference herein from Exhibit 10(zz) to The First American Corporation Annual Report on Form 10-K for the year ended December 31, 2009 |
| 10(o) | Form of Notice of Restricted Stock Unit Grant (Non-Employee Director) and Restricted Stock Unit Award Agreement (Non-Employee Director), approved February 10, 2009, incorporated by reference herein from Exhibit 10(yy) of The First American Annual Report on Form 10-K for the fiscal year ended December 31, 2008 |
| 10(p) | Form of Notice of Performance Unit Grant and Performance Unit Award Agreement, approved January 25, 2010, incorporated by reference herein from Exhibit 10(mmm) to The First American Corporation Annual Report on Form 10-K for the year ended December 31, 2009 |
| 10(q) | Form of Promissory Note to be issued by The First American Corporation to First American Financial Corporation in the amount of \$23,000,000 (1) |
| 10(r) | Form of Credit Agreement among First American Financial Corporation, [] and [] (1) |
| 10(s) | [Intentionally omitted.] |
| 10(t) | Amended and Restated Secured Promissory Note issued by The First American Corporation to First American Title Insurance Company in the amount of \$135,000,000, dated as of March 31, 2009 (2) |
| 10(u) | Promissory Note issued by The First American Corporation to First American Home Buyers Protection Corporation in the amount of \$8,970,705, dated as of December 14, 2001 (2) |
| 10(v) | Promissory Note issued by The First American Corporation to First American Home Buyers Protection Corporation in the amount of \$10,000,000, dated as of March 29, 2002 (2) |
| 10(w) | Promissory Note issued by The First American Corporation to First American Home Buyers Protection Corporation in the amount of \$10,000,000, dated as of January 31, 2003 (2) |
| 10(x) | Promissory Note issued by The First American Corporation to First American Home Buyers Protection Corporation in the amount of \$10,000,000, dated as of January 9, 2004 (2) |
| 10(y) | Promissory Note issued by The First American Corporation to First American Home Buyers Protection Corporation in the amount of \$30,000,000, dated as of March 12, 2004 (2) |
| 10(z) | Promissory Note issued by The First American Corporation to First American Home Buyers Protection Corporation in the amount of \$10,000,000, dated as of March 7, 2005 (2) |
| 10(aa) | Promissory Note issued by First American Real Estate Information Services, Inc. to First American Home Buyers Protection Corporation in the amount of \$3,000,000, dated as of December 26, 1995 (2) |
| 21 | Subsidiaries of the registrant |
| 99(a) | Information Statement |

- (1) To be filed by amendment
(2) Previously filed

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

FIRST AMERICAN FINANCIAL CORPORATION

Date: March 22, 2010

By: /s/ KENNETH D. DEGIORGIO
Name: **Kenneth D. DeGiorgio**
Title: **Executive Vice President**