

FIRST AMERICAN CORP
Form 8-K
May 20, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported) May 18, 2010

THE FIRST AMERICAN CORPORATION

(Exact Name of the Registrant as Specified in Charter)

California
(State or Other Jurisdiction
of Incorporation)

001-13585
(Commission
File Number)

95-1068610
(IRS Employer
Identification No.)

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1 First American Way, Santa Ana, California
(Address of Principal Executive Offices)

92707-5913
(Zip Code)

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

Not Applicable.

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On May 18, 2010, the Board of Directors of The First American Corporation (the Company) appointed David F. Walker to the Board, effective immediately, and also appointed Anand K. Nallathambi to the Board, effective upon the consummation of the separation of its financial services companies from its information solutions companies via a spin-off transaction, which is expected to occur on June 1, 2010. Mr. Walker will serve on the Company's audit committee.

Item 5.07. Submission of Matters to a Vote of Security Holders

The annual meeting of shareholders of the Company was held on May 18, 2010. The names of the persons who were nominated to serve as directors of the Company for the ensuing year are listed below, together with a tabulation of the results of the voting at the annual meeting with respect to each nominee. All nominees were elected.

| Name of Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------------|------------|----------------|------------------|
| George L. Argyros | 37,268,059 | 45,027,816 | 8,197,393 |
| Bruce S. Bennett | 75,748,628 | 6,547,247 | 8,197,393 |
| Matthew B. Botein | 75,661,155 | 6,634,720 | 8,197,393 |
| J. David Chatham | 70,250,488 | 12,045,387 | 8,197,393 |
| Glenn C. Christenson | 75,744,494 | 6,551,381 | 8,197,393 |
| William G. Davis | 67,473,209 | 14,822,666 | 8,197,393 |
| James L. Doti | 69,868,645 | 12,427,230 | 8,197,393 |
| Lewis W. Douglas, Jr. | 70,152,703 | 12,143,172 | 8,197,393 |
| Christopher V. Greetham | 75,733,287 | 6,562,588 | 8,197,393 |
| Parker S. Kennedy | 69,716,387 | 12,579,488 | 8,197,393 |
| Thomas C. O'Brien | 75,462,856 | 6,833,019 | 8,197,393 |
| Frank O. Bryan | 69,883,820 | 12,412,055 | 8,197,393 |
| John W. Peace | 34,815,876 | 47,479,999 | 8,197,393 |
| D. Van Skilling | 70,214,505 | 12,081,370 | 8,197,393 |
| Herbert B. Tasker | 70,511,657 | 11,784,218 | 8,197,393 |
| Virginia M. Ueberroth | 69,859,688 | 12,436,187 | 8,197,393 |
| Mary Lee Widener | 65,517,162 | 16,778,713 | 8,197,393 |

At the meeting, a proposal to reincorporate the Company in Delaware was approved, with 72,849,313 votes for, 9,250,481 votes against, 196,081 votes abstaining and 8,197,393 broker non-votes.

The proposal to approve amendments to the Company's Restated Articles of Incorporation and Bylaws decreasing the range in the number of directors that may serve on the board from a range of 10 to 18 to a range of 7 to 13, if the proposal to approve the reincorporation of the Company was not approved by shareholders, also was approved, with 81,408,972 votes for, 674,225 votes against, 212,678 votes abstaining and 8,197,393 broker non-votes.

The proposal to amend the Company's Restated Articles of Incorporation to change the name of the Company to CoreLogic, Inc., if the proposal to approve the reincorporation of the Company was not approved by shareholders, also was approved, with 88,374,372 votes for, 1,670,143 votes against, 448,753 votes abstaining and no broker non-votes.

The shareholders of the Company also ratified the Audit Committee's selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2010, with 89,666,818 votes for, 508,383 votes against, 318,067 votes abstaining and no broker non-votes.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

THE FIRST AMERICAN CORPORATION

Date: May 20, 2010

By: /s/ KENNETH D. DEGIORGIO
Name: **Kenneth D. DeGiorgio**
Title: **Senior Vice President and General Counsel**