

First American Financial Corp  
Form 8-K  
November 14, 2012

**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) November 14, 2012

**FIRST AMERICAN FINANCIAL CORPORATION**

(Exact Name of the Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-34580**  
(Commission  
File Number)

**26-1911571**  
(IRS Employer  
Identification No.)

**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 1.01. Entry Into Material Definitive Agreement.**

On November 14, 2012, First American Financial Corporation (the Company) entered into an amendment to its Credit Agreement dated as of April 17, 2012 with JPMorgan Chase Bank, N.A., as administrative agent, and the other parties thereto. Among other things, the amendment permanently releases the collateral and guarantees associated with the facility, decreases the maximum total debt to total capitalization ratio from 35 percent to 30 percent, and increases the total stockholders' equity that the Company is required to maintain by an amount equal to half of the Company's consolidated positive net income for each fiscal quarter.

The foregoing description of the amendment to the Credit Agreement does not purport to be complete and is qualified in its entirety by reference to the amendment, which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 10.1               | Amendment No. 1 dated as of November 14, 2012 to the Credit Agreement dated as of April 17, 2012, among First American Financial Corporation, the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent. |

**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.

FIRST AMERICAN FINANCIAL CORPORATION

Date: November 14, 2012

By: /s/ MAX O. VALDES

Name: Max O. Valdes

Title: Executive Vice President and Chief Financial Officer