

First American Financial Corp  
Form S-8 POS  
August 23, 2018

As filed with the Securities and Exchange Commission on August 23, 2018

Registration No. 333-167226

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**  
**FIRST AMERICAN FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>26-1911571</b>
(State or Other Jurisdiction	(I.R.S. Employer
of Incorporation or Organization)	Identification No.)
<b>1 First American Way</b>	

**Santa Ana, California 92707**

(Address of Principal Executive Offices, Zip Code)

**First American Financial Corporation 401(k) Savings Plan**

(Full title of the Plan)

**Jeffrey S. Robinson, Esq.**

**Vice President, Secretary & Deputy General Counsel**

**First American Financial Corporation**

**1 First American Way**

**Santa Ana, California 92707**

(Name and address of agent for service)

**(714) 250-3000**

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act or Rule 405 of the Securities Act of 1933.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**EXPLANATORY NOTE**

First American Financial Corporation (the Registrant or we ) registered, pursuant to a Registration Statement on Form S-8 filed on June 1, 2010 (Registration No. 333-167226 ) (the Registration Statement ), the offer and sale of up to 10,000,000 shares of our Common Stock, par value \$0.00001 per share ( Common Stock ), under the First American Financial Corporation 401(k) Savings Plan (the 401(k) Plan ).

As of the close of the market on June 30, 2015, we removed the Common Stock in the First American Financial Corporation Stock Fund ( Stock Fund ) as an investment option in the 401(k) Plan. Thus, the Stock Fund has been frozen to new investments since June 30, 2015. As a result, no more Common Stock has been offered or sold under the 401(k) Plan since such date.

Pursuant to the undertakings in Item 9 of the Registration Statement, we are filing this Post-Effective Amendment No. 1 to the Registration Statement to remove from registration under the Registration Statement the remaining 10,000,000 shares of Common Stock under the 401(k) Plan that are unoffered and unsold.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
24.1	<u>Power of Attorney.</u>

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Ana, State of California, on August 23, 2018.

**FIRST AMERICAN FINANCIAL CORPORATION**

By: /s/ Dennis J. Gilmore

Name: Dennis J. Gilmore

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act, the following persons have signed this Registration Statement in the capacities and on the date(s) indicated.

Signature	Title	Date
<u>/s/ Dennis J. Gilmore</u> Dennis J. Gilmore	Chief Executive Officer and Director	August 23, 2018
<u>/s/ Mark E. Seaton</u> Mark E. Seaton	Chief Financial Officer	August 23, 2018
<u>/s/ Matthew F. Wajner</u> Matthew F. Wajner	Chief Accounting Officer	August 23, 2018
* <u>                                </u> Parker S. Kennedy	Chairman of the Board of Directors	August 23, 2018
* <u>                                </u> James L. Doti	Director	August 23, 2018
* <u>                                </u> Reginald H. Gilyard	Director	August 23, 2018
* <u>                                </u> Margaret M. McCarthy	Director	August 23, 2018
* <u>                                </u> Michael D. McKee	Director	August 23, 2018
* <u>                                </u> Thomas V. McKernan	Director	August 23, 2018

\* \_\_\_\_\_ Director August 23, 2018  
Mark C. Oman

\* \_\_\_\_\_ Director August 23, 2018  
Martha B. Wyrsh

\* The undersigned does hereby sign this registration statement on behalf of the above-indicated person pursuant to a power of attorney executed by such person.

By: /s/ Kenneth D. DeGiorgio  
Kenneth D. DeGiorgio, As Attorney-in-Fact

August 23, 2018