

FIRST AMERICAN CORP  
Form 8-K  
January 28, 2009

**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) January 28, 2009

**THE FIRST AMERICAN CORPORATION**

(Exact Name of the Registrant as Specified in Charter)

**California**  
(State or Other Jurisdiction

**001-13585**  
(Commission

**95-1068610**  
(IRS Employer

of Incorporation)

File Number)

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)

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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 January 28, 2009, The First American Corporation (the Company) issued a press release announcing the appointment of Anthony S. Pizsel as its Chief Financial Officer and Treasurer. Mr. Pizsel, 54, served as Executive Vice President and Chief Financial Officer of mortgage finance company, Freddie Mac (formally known as the Federal Home Loan Mortgage Corporation), from 2006 to 2008. From 2004 to 2006, Mr. Pizsel served as Chief Financial Officer of Health Net, Inc., a publicly traded managed health care company. Mr. Pizsel served as Corporate Controller of financial services company, Prudential Financial, Inc., from 1999 to 2004, after holding various positions with Prudential beginning in 1993. Mr. Pizsel also serves as a director of RehabCare Group, Inc., a position he has held since 2005, and is chairman of its audit committee. A copy of the press release announcing the appointment of Mr. Pizsel is attached hereto as Exhibit 99.1.

In connection with the appointment, Mr. Pizsel and the Company entered into an agreement specifying the terms of his employment. Pursuant to the terms of the agreement, which expires on January 26, 2011, Mr. Pizsel will receive an annual salary of \$500,000, which may be increased in the discretion of the compensation committee of the Company's board of directors, and a target annual performance bonus of \$1 million, as determined pursuant to criteria established by the compensation committee, subject to a minimum of \$500,000 for calendar year 2009 and a maximum of \$1.5 million for each calendar year during the term. The annual bonus is to be paid in a combination of cash and restricted stock units (RSUs) as determined by the compensation committee. In the event of any termination without cause by the Company, or if Mr. Pizsel were to terminate his employment during a specified period following a change in control of the Company, Mr. Pizsel would receive an amount equal to his base salary for the remainder of the term and an amount equal to his annual performance bonus for 2009, if such termination were to occur after such bonus is payable, or \$1 million, if such termination were to occur prior to such bonus being payable. Fifty percent (50%) of such severance amount would be paid in twelve equal monthly installments during the year following termination, subject to Mr. Pizsel's compliance with a one-year non-compete agreement if his employment is terminated without cause, and fifty percent (50%) would be paid on the one year anniversary of the termination date.

Pursuant to the agreement, the Company will issue to Mr. Pizsel \$500,000 in long-term incentive RSUs vesting in five equal installments over a period of five years. Mr. Pizsel also will be eligible to receive to receive additional long-term incentive RSUs in such amount as determined by the compensation committee, subject to a minimum of \$250,000 for calendar year 2009 and a maximum of \$500,000 for each calendar year during the term, and subject to terms determined by the compensation committee that are substantially similar to those applicable to grants made to similarly situated executives.

Upon commencement of his employment, Mr. Pizsel will receive a \$250,000 cash bonus, which, if Mr. Pizsel terminates his employment for any reason or if the Company terminates Mr. Pizsel's employment for cause, will be one hundred percent (100%) recoverable by the Company if such termination occurs prior to the first anniversary of his employment and fifty percent (50%) recoverable by the Company if such termination occurs between the first and second anniversaries of his employment. Mr. Pizsel will also be eligible for reimbursement of up to \$250,000 in relocation expenses.

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

Exhibit No.	Description
99.1	Press Release.

**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: January 28, 2009

By: /s/ Kenneth D. DeGiorgio  
Name: Kenneth D. DeGiorgio  
Title: Senior Vice President, General Counsel