

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>SUTHERLAND L FREDERICK</u>  (Last) (First) (Middle) <u>STERLING CHECK CORP.</u> <u>6150 OAK TREE BOULEVARD, SUITE 490</u>  (Street) <u>INDEPENDENCE OH 44131</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sterling Check Corp. [ STER ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/31/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/31/2024		D <sup>(1)(2)</sup>		326,271	D	(1)(2)	0	D	
Common Stock	10/31/2024		D <sup>(1)(2)</sup>		179,700	D	(1)(2)	0	I	See footnote <sup>(9)</sup>
Common Stock <sup>(3)</sup>	10/31/2024		D <sup>(4)</sup>		12,756 <sup>(3)</sup>	D	(4)	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (Right to Buy)	\$23	10/31/2024		D <sup>(8)</sup>			24,424	(8)	(8)	Common Stock	24,424	(8)	0	D
Employee Stock Option (Right to Buy)	\$8.3473	10/31/2024		D <sup>(5)(6)(7)</sup>			61,843	(5)(6)(7)	(5)(6)(7)	Common Stock	61,843	(5)(6)(7)	0	D
Employee Stock Option (Right to Buy)	\$9.6829	10/31/2024		D <sup>(5)(6)(7)</sup>			23,960	(5)(6)(7)	(5)(6)(7)	Common Stock	23,960	(5)(6)(7)	0	D
Employee Stock Option (Right to Buy)	\$9.6829	10/31/2024		D <sup>(5)(6)(7)</sup>			11,261	(5)(6)(7)	(5)(6)(7)	Common Stock	11,261	(5)(6)(7)	0	D

**Explanation of Responses:**

- The shares of Company common stock ("Company Common Stock") were disposed of pursuant to the Agreement and Plan of Merger, dated as of February 28, 2024 (the "Merger Agreement"), by and among Sterling Check Corp., a Delaware corporation (the "Company"), First Advantage Corporation, a Delaware corporation ("Parent"), and Starter Merger Sub, Inc., a Delaware corporation and an indirect wholly-owned subsidiary of Parent, whereby at the effective time of the merger contemplated therein (the "Effective Time"), [Footnote continued below]
- [Footnote continued from above] each share of Company Common Stock issued and outstanding immediately prior to the Effective Time was converted into the right to receive, at the election of the holder of such share of Company Common Stock, and subject to proration in accordance with the Merger Agreement: (i) \$16.73 per share in cash, without interest (the "Cash Consideration") or (ii) 0.979 shares of common stock, par value \$0.001 per share, of Parent, together with cash in lieu of fractional shares, if any, at the rate per share of common stock of Parent of the last reported sale price of common stock of Parent on NASDAQ (as reported in The Wall Street Journal or, if not reported therein, in another authoritative source mutually selected by Parent and the Company) on the last complete trading day prior to the date of the Effective Time (the "Stock Consideration").
- This number reflects the number of shares of Company Common Stock subject to outstanding restricted stock awards.
- Pursuant to the Merger Agreement, as of the Effective Time, each restricted share of Company Common Stock (each, a "Company Restricted Share") was converted into the right to receive, at the election of the holder of such Company Restricted Share, and subject to proration in accordance with the Merger Agreement: (i) \$16.73 per share in restricted cash (the "Restricted Cash Consideration") or (ii) 0.979 shares of Stock Consideration, in the form of restricted stock of Parent (the "Restricted Stock Consideration"), in either case, subject to substantially the same terms and conditions as were applicable to such Company Restricted Shares.

5. Pursuant to the Merger Agreement, as of the Effective Time, each outstanding in-the-money Company stock option (i.e., a stock option that has an exercise price per share that is less than the per-share cash consideration of \$16.73) (each, an "In-The-Money Company Stock Option"), whether vested or unvested, was canceled, with the holder becoming entitled to receive merger consideration based on each share of Net Option Stock that is associated with such In-The-Money Company Stock Option. The number of shares of "Net Option Stock" subject to an In-The-Money Company Stock Option is the number of shares of Company Common Stock equal to the excess of \$16.73 over the per-share exercise price of such In-The-Money Company Stock Option multiplied by the number of shares of Company Common Stock underlying such In-The-Money Company Stock Option divided by \$16.73.

6. Pursuant to the Merger Agreement, as of the Effective Time, each outstanding share of Net Option Stock associated with vested In-The-Money Company Stock Options ("Vested Net Option Stock") was converted into the right to receive, at the election of the holder, and subject to proration in accordance with the Merger Agreement: (i) the Cash Consideration or (ii) the Stock Consideration.

7. Pursuant to the Merger Agreement, as of the Effective Time, each outstanding share of Net Option Stock associated with unvested In-The-Money Company Stock Options ("Unvested Net Option Stock") was converted into the right to receive, at the election of the holder, and subject to proration in accordance with the Merger Agreement: (i) the Restricted Cash Consideration or (ii) the Restricted Stock Consideration, in either case, subject to substantially the same terms and conditions as were applicable under such In-The-Money Company Stock Options underlying the Unvested Net Option Stock.

8. Pursuant to the Merger Agreement, as of the Effective Time, each outstanding out-of-the-money Company Stock option (i.e., a stock option that has an exercise price per share that is greater than the per-share cash consideration of \$16.73), whether vested or unvested, was canceled for no consideration.

9. These securities are held by McWain Partners, LLC, an entity in which the reporting person and his spouse share investment control. McWain Partners, LLC is owned by 4 trusts, the beneficiaries of which are the reporting person's adult children and the reporting person's spouse is the trustee of the trusts. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

/s/ Amanda DeGasperi,

Attorney-in-Fact for L.

Frederick Sutherland

11/04/2024

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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