

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>BARNETT STEVEN L</u> (Last) (First) (Middle) STERLING CHECK CORP. 6150 OAK TREE BOULEVARD, SUITE 490 (Street) INDEPENDENCE OH 44131 (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 10/31/2024	
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 ⁽¹⁾⁽²⁾		79,159	D	(1)(2)	0	D	
Common Stock ⁽³⁾	10/31/2024		D ⁽⁴⁾		320,338 ⁽³⁾	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						Title
Employee Stock Option (Right to Buy)	\$23	10/31/2024		D ⁽⁸⁾			312,626	(8)	(8)	Common Stock	312,626	(8)	0	D	
Employee Stock Option (Right to Buy)	\$9.3907	10/31/2024		D ⁽⁵⁾⁽⁶⁾⁽⁷⁾			239,864	(5)(6)(7)	(5)(6)(7)	Common Stock	239,864	(5)(6)(7)	0	D	
Employee Stock Option (Right to Buy)	\$9.6829	10/31/2024		D ⁽⁵⁾⁽⁶⁾⁽⁷⁾			107,820	(5)(6)(7)	(5)(6)(7)	Common Stock	107,820	(5)(6)(7)	0	D	
Employee Stock Option (Right to Buy)	\$9.6829	10/31/2024		D ⁽⁵⁾⁽⁶⁾⁽⁷⁾			29,950	(5)(6)(7)	(5)(6)(7)	Common Stock	29,950	(5)(6)(7)	0	D	
Employee Stock Option (Right to Buy)	\$9.6829	10/31/2024		D ⁽⁵⁾⁽⁶⁾⁽⁷⁾			35,940	(5)(6)(7)	(5)(6)(7)	Common Stock	35,940	(5)(6)(7)	0	D	
Employee Stock Option (Right to Buy)	\$9.6829	10/31/2024		D ⁽⁵⁾⁽⁶⁾⁽⁷⁾			29,950	(5)(6)(7)	(5)(6)(7)	Common Stock	29,950	(5)(6)(7)	0	D	
Employee Stock Option (Right to Buy)	\$9.6829	10/31/2024		D ⁽⁵⁾⁽⁶⁾⁽⁷⁾			35,940	(5)(6)(7)	(5)(6)(7)	Common Stock	35,940	(5)(6)(7)	0	D	
Employee Stock Option (Right to Buy)	\$9.6829	10/31/2024		D ⁽⁵⁾⁽⁶⁾⁽⁷⁾			29,950	(5)(6)(7)	(5)(6)(7)	Common Stock	29,950	(5)(6)(7)	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	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$22.35	10/31/2024		D ⁽⁸⁾			59,896	(8)	(8)	Common Stock	59,896	(8)	0	D	
Employee Stock Option (Right to Buy)	\$12.79	10/31/2024		D ⁽⁵⁾⁽⁶⁾⁽⁷⁾			84,866	(5)(6)(7)	(5)(6)(7)	Common Stock	84,866	(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.
- 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.
- 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.
- 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.
- 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.

Remarks:

Mr. Barnett is the Executive Vice President, Secretary and Chief Legal & Risk Officer of Sterling Check Corp.; Exhibit Lists 23.1 - Power of Attorney

/s/ [Amanda DeGasperi](#),
[Attorney-in-Fact for Steven L. Barnett](#) 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Amanda DeGasperi, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as executive officer, director and/or beneficial owner of equity securities of Sterling Check Corp. (the "Company"), (i) any forms required to be filed by the undersigned pursuant to Rule 144 under the Securities Act of 1933, as amended (the "Securities Act"), (ii) Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (iii) Schedules 13D and 13G in accordance with Section 13 of the Exchange Act and (iv) and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such (i) form required to be filed by the undersigned pursuant to Rule 144 under the Securities Act, (ii) Form 3, 4 or 5 under Section 16(a) of the Exchange Act, (iii) Schedule 13D or 13G under Section 13 of the Exchange Act or (iv) other form or report, including, without limitation, all forms or reports necessary to obtain EDGAR Identification Numbers, and timely file such form or report with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interests of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Rule 144 under the Securities Act or Sections 13 or 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any form required to be filed by the undersigned pursuant to Rule 144 under the Securities Act, any Form 3, 4 or 5 under Section 16(a) of the Exchange Act or any Schedule 13D or 13G under Section 13 of the Exchange Act with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 29th day of October 2024.

/s/ Steve Barnett
Steve Barnett