SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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obligu	ction 1(b).			Fi	led pursu or S	uant Sect	t to S tion 3	ection 16(0(h) of the	a) of the S Investme	ecuri nt Co	ties Exchai mpany Act	nge Act t of 194	of 1934			nours	perres	ponse:	0.5
transa contra the pu securit to satis conditi	rchase or sale or ties of the issue sfy the affirmativ ions of Rule 10t	e pursuant to a r written plan for of equity er that is intended ve defense						-(.)											
	nd Address of	f Reporting Person*			2. Iss	uer	Nam	e and Tic	ker or Trad	ling S	Symbol				lationship of		g Perso	on(s) to Iss	uer
<u>Paglia</u>				_ Ster	2. Issuer Name and Ticker or Trading Symbol <u>Sterling Check Corp.</u> [STER]								(Check all applicable) Director 10% Owner						
(Last)	(F NG CHECH	First)		3. Date of Earliest Transaction (Month/Day/Year) 10/31/2024									See Remarks						
		OULEVARD, S	UITE 490							- 'l!	(11.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1	D ()					E 111	(0)	- P b - 1-
(Street)					= 4. IT A	Ame	ename	ent, Date d	of Original	Filea	(Month/Da	iy/ rear)		Line)	lividual or Jo			(Check Ap	
INDEPE	ENDENCE	OH	44131		-													One Repo	
(City)	(S	State)	(Zip)																
			ble I - No			_				Dis	-	-		-	-				
					action Day/Year)) E ii	2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Instr.		4. Securi Disposed	ties Acquired (A) d Of (D) (Instr. 3, 4		4 and 5) Securit Benefic		s Illy ollowing	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership
									Code	v	Amount	()	A) or D)	Price	Reported Transacti (Instr. 3 a	on(s)			(Instr. 4)
Commor	n Stock			10/3	/2024			D ⁽¹⁾⁽²⁾		164,5		D	(1)(2)	(0		D		
Commor	n Stock ⁽³⁾	1/2024)		D						
			Table II -								osed of converti				Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	se (Month/Day/Year) if any (Month/Day/Year)				on tr.	Derivative		6. Date Exercisat Expiration Date (Month/Day/Year)		of Securities		urity	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficia Owned Following Reported	e s illy g	Ownershi Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
					Code	v	(A)		Date Exercisat		Expiration			ount nber Shares		Transaction(s (Instr. 4)		5)	
Employee Stock Option (Right to Buy)	\$23	10/31/2024			D ⁽⁸⁾	•		468,938	(8)		(8)	Comm	on 46	8,938	(8)	0		D	
Employee Stock Option (Right to Buy)	\$9.6829	10/31/2024		I) ⁽⁵⁾⁽⁶⁾⁽⁷⁾			119,800	(5)(6)(7)		(5)(6)(7)	Comm Stoc		9,800	(5)(6)(7)	0		D	
Employee Stock Option (Right to Buy)	\$ 9.6829	10/31/2024		Ι) (5)(6)(7)			110,846	(5)(6)(7)		(5)(6)(7)	Comm Stoc		0,846	(5)(6)(7)	0		D	
Employee Stock Option (Right to Buy)	\$9.6829	10/31/2024		I	<mark>)</mark> (5)(6)(7)			59,900	(5)(6)(7)		(5)(6)(7)	Comm Stoc		9,900	(5)(6)(7)	0		D	
Employee Stock Option																			
(Right to Buy)	\$9.6829	10/31/2024		I	<mark>)</mark> (5)(6)(7)			119,800	(5)(6)(7)		(5)(6)(7)	Comm Stoc		9,800	(5)(6)(7)	0		D	
	\$9.6829 \$9.6829	10/31/2024			9(5)(6)(7) 9(5)(6)(7)			119,800 125,790	(5)(6)(7) (5)(6)(7)		(5)(6)(7)		²⁰ 12	9,800 5,790	(5)(6)(7)	0		D	
Buy) Employee Stock Option (Right to				I								Stoc	^{on} 12						

	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)	ution Date, Transaction Derivative Code (Instr. Securities			ivative urities uired (A) Disposed D) (Instr.	6. Date Exerc Expiration Da (Month/Day/N	ate	7. Title and of Securit Underlyin Derivative (Instr. 3 ar	ies g Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	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		Transaction(s) (Instr. 4)		
Employee Stock Option (Right to Buy)	\$12.79	10/31/2024		D ⁽⁵⁾⁽⁶⁾⁽⁷⁾			148,515	(5)(6)(7)	(5)(6)(7)	Common Stock	148,515	(5)(6)(7)	0	D	

Explanation of Responses:

1. 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]

2. [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")

3. This number reflects the number of shares of Company Common Stock subject to outstanding restricted stock awards.

4. 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.

Remarks:

Mr. Paglia is the President & Chief Operating Officer of Sterling Check Corp.

/s/ Amanda DeGasperi, Attorney-in-Fact for Lou Paglia

<u>11/04/2024</u>

** 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.