

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Stonehill Price Robyn</u>			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) <b>See Remarks</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/31/2024</u>					
<u>STERLING CHECK CORP.</u> <u>6150 OAK TREE BOULEVARD, SUITE 490</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street) <u>INDEPENDENCE OH</u> <u>44131</u>								
(City) (State) (Zip)								

**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>		51,107	D	(1)(2)	0	D		
Common Stock <sup>(3)</sup>	10/31/2024		D <sup>(4)</sup>		414,242 <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	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$22.97	10/31/2024		D <sup>(8)</sup>			371,613	(8)	(8)	Common Stock	371,613	(8)	0	D	
Employee Stock Option (Right to Buy)	\$22.35	10/31/2024		D <sup>(8)</sup>			59,896	(8)	(8)	Common Stock	59,896	(8)	0	D	
Employee Stock Option (Right to Buy)	\$12.79	10/31/2024		D <sup>(5)(6)(7)</sup>			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:**

Ms. Price Stonehill is the Chief Administrative Officer and Chief People Officer of Sterling Check Corp.

/s/ Amanda DeGasperi,  
Attorney-in-Fact for Robyn  
Price Stonehill

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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