

DealerTrack Holdings, Inc.  
Form 8-K  
October 23, 2007



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**ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

On October 18, 2007, DealerTrack Holdings, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Lehman Brothers Inc., as representative of the several underwriters listed on Schedule I thereto (the Underwriters ), and Credit Management Solutions, Inc., a wholly owned subsidiary of First Advantage Corporation (the Selling Stockholder ). Pursuant to the terms of the Underwriting Agreement, the Company agreed to sell 2,000,000 shares and the Selling Stockholder agreed to sell 2,500,000 shares (collectively, the Shares ) of the Company s Common Stock, par value \$0.01 per share ( Common Stock ), at \$46.40 per share. The Company and the Selling Stockholder also granted the Underwriters a 30-day option to purchase up to an additional 675,000 shares of Common Stock to cover over-allotments, if any. The Underwriters exercised this option in full on October 19, 2007.

The Shares are being offered and sold under a prospectus filed with the Securities and Exchange Commission pursuant to the Company s registration statement on Form S-3 (File No. 333-146729). The offering, including the offering of the over-allotment shares, is scheduled to close on October 24, 2007, subject to customary closing conditions.

A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

**Exhibit**

<b>No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated October 18, 2007, by and among DealerTrack Holdings, Inc., Lehman Brothers Inc., as representative of the several underwriters listed on Schedule I thereto, and Credit Management Solutions, Inc., a wholly owned subsidiary of First Advantage Corporation.

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**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.

Date: October 23, 2007

Dealertrack Holdings, Inc.

By: /s/ Robert J. Cox III

Robert J. Cox III  
Senior Vice President,  
Chief Financial Officer and Treasurer

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