

EQUIFAX INC
Form DEF 14A
March 30, 2007
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. __)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

EQUIFAX INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

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1550 Peachtree Street, N.W.

Atlanta, Georgia 30309

March 30, 2007

Dear Shareholder:

You are cordially invited to attend our 2007 Annual Meeting of Shareholders which will be held on Friday, May 4, 2007, in Atlanta, Georgia. The accompanying notice of annual meeting of shareholders and proxy statement describe the matters to be acted on at the meeting. We will also report on the Company's operations and answer your questions.

Your vote is important. Whether or not you plan to attend the annual meeting, we hope that you will vote as soon as possible. You may vote over the Internet, by telephone or by mailing a proxy or voting instruction card. Voting over the Internet, by telephone or by written proxy will ensure that you are represented at the annual meeting regardless of whether you attend in person. Please review the instructions on the proxy or voting instruction card regarding each of the voting options.

Thank you for your support of our company. I look forward to seeing many of you at the annual meeting.

Sincerely,

RICHARD F. SMITH

Chairman and Chief Executive Officer

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1550 Peachtree Street, N.W.

Atlanta, Georgia 30309

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Date: Friday, May 4, 2007

Time: 9:30 a.m. (EDT)

Place: Walter C. Hill Auditorium
High Museum of Art
1280 Peachtree Street, N.E.
Atlanta, Georgia 30309

Purposes:

- (1) Elect four Class III directors to serve three-year terms;
- (2) Ratify the selection of the independent auditor for 2007; and
- (3) Transact such other business as may properly come before the meeting and at any adjournments thereof.

Who Can Vote: Equifax shareholders of record as of the close of business on March 6, 2007, are entitled to receive notice of, to attend and to vote at the meeting.

Annual Report: A copy of our 2006 Annual Report to Shareholders is enclosed.

Distribution Date: This notice of annual meeting of shareholders, proxy statement and form of proxy are being distributed to shareholders commencing on or about March 30, 2007.

By Order of the Board of Directors,

Dean C. Arvidson
Corporate Secretary
March 30, 2007

It is important that your shares be represented and voted. Whether or not you plan to attend the annual meeting, we urge you to vote and submit your proxy by Internet, telephone or by mail to ensure the presence of a quorum. If you attend the meeting, you will, of course, have the right to revoke the proxy and vote your shares in person except for shares held in Equifax employee savings plans. See *Voting Shares Held in Equifax Employee Savings Plans* on page 2 of the proxy statement. If you hold your shares through an account with a brokerage firm, bank or other nominee, please follow the instructions you receive from them to vote your shares.

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[EQUIFAX LOGO]

1550 Peachtree Street, N.W.

Atlanta, Georgia 30309

March 30, 2007

PROXY STATEMENT

Annual Meeting May 4, 2007

PROXY SOLICITATION

The Board of Directors of Equifax Inc. is soliciting your proxy to vote your shares at the Annual Meeting of Shareholders to be held on May 4, 2007. The Board is soliciting your proxy to give all shareholders of record the opportunity to vote on matters that will be presented at the meeting. This proxy statement provides you with the information on these matters to assist you in voting your shares. A proxy is your legal designation of another person the proxy to vote on your behalf. By completing and returning the enclosed proxy card or voting instruction form, you are giving the members of the Board designated to vote the proxies returned pursuant to this solicitation, L. Phillip Humann, Larry L. Prince and Richard F. Smith, the authority to vote your shares in the manner you indicate on your proxy card or voting instruction form.

VOTING INFORMATION

Record Date

The record date for the annual meeting is March 6, 2007. You may vote all shares of Equifax common stock that you owned as of the close of business on that date. Each share entitles you to one vote on each matter to be voted on at the annual meeting. On the record date, 128,747,412 shares of common stock were outstanding, including a total of 3,787,885 shares held by Equifax employee benefits trusts.

Voting Shares Registered in Your Name

Shareholders can vote at the annual meeting in person or by proxy. There are three ways to vote by proxy:

- **By Internet** You can vote over the Internet at www.proxyvote.com by following the instructions on the proxy card; or
- **By telephone** Shareholders located in the U.S. and Canada can vote by telephone by calling 1-800-690-6903 and following the instructions on the proxy card; or
- **By mail** You can vote by mail by signing, dating and mailing the enclosed proxy card in the postage-paid envelope. Internet and telephone voting facilities for shareholders of record will be available 24 hours a day and will close at 11:59 p.m. (EDT) on May 3, 2007. For information on the deadline for submitting voting instructions under Equifax employee savings plans, see **Voting Shares Held in Equifax Employee Savings Plans** below.

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If you vote by proxy, the proxies named on the proxy card or voting instruction form will vote your shares in the manner you indicate. You may specify whether your shares should be voted for all, some or none of the nominees for director, and whether your shares should be voted for, against or abstain as to the other proposal. If you sign and return the proxy card without indicating your instructions, your shares will be voted **FOR** the election of the four director nominees, and **FOR** the ratification of the selection of Ernst & Young LLP as our independent auditor for the year ending December 31, 2007.

Voting Shares Held in Street Name

If your shares are held through a broker or other nominee (i.e., in street name), we have requested that your broker or nominee forward this proxy statement to you and obtain your voting instructions, for which we will reimburse them for reasonable out-of-pocket expenses. Internet and telephone voting also will be offered to shareholders owning shares through certain banks and brokers. If you want to vote in person, you must obtain a legal proxy card from your broker and bring it to the annual meeting.

Voting Shares Held in Equifax Employee Savings Plans

If your shares are held through the Equifax Inc. 401(k) Plan, the trustee of that plan, Fidelity Management Trust Company, has sent you this proxy statement and a voting instruction form, which you can use to direct the trustee on how to vote your plan shares. Participants in the plan must vote their proxies no later than 11:59 p.m. (EDT) on Wednesday, May 2, 2007. The trustee will vote plan shares that are not voted by this deadline in the same proportion as the shares held by the trustee for which voting instructions have been received. Participants in the plan may not vote the shares owned through such plan after the deadline, including at the 2007 annual meeting. As of March 6, 2007, there were 1,593,499 shares held in the plan.

If your shares are held through the Equifax Canada Retirement Savings Program for Salaried Employees, the trustee of that plan, Fidelity Investments Canada Limited, has sent you this proxy statement and a voting instruction form, which you can use to direct the trustee on how to vote your plan shares. Participants in the plan must vote their proxies no later than 11:59 p.m. (EDT) on Wednesday, May 2, 2007. The trustee will only vote the plan shares for which voting instructions are received prior to this deadline. Participants in the plan may not vote the shares owned through such plan after the deadline, including at the 2007 annual meeting. As of March 6, 2007, there were 18,553 shares held in the plan.

Revoking a Proxy

Whether you vote via the Internet, telephone or mail, you may later revoke your proxy by delivery of written notice to the Corporate Secretary at the Company's address shown above, by delivery of a properly signed proxy bearing a later date, by voting by telephone or via the Internet at a later time, or by voting in person at the annual meeting (except for shares held in Equifax employee savings plans, see above).

Quorum Requirement

We need a majority of the shares of common stock outstanding on the record date present, in person or by proxy, to hold the annual meeting. Abstentions and broker non-votes will be counted as shares present at the annual meeting in determining whether a quorum exists.

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Vote Required

Directors are elected by a plurality of the votes, which means the four nominees who receive the highest number of affirmative votes will be elected as directors. Shares represented by proxies that are marked "withhold authority" for the election of one or more director nominees will not be counted in determining the number of votes cast for those persons.

The votes cast in favor of ratification of the selection of the independent auditor for 2007 must exceed the votes cast in opposition for this proposal to be approved.

Abstentions and broker non-votes will not be counted as "votes cast" and will not affect the outcome of the vote.

A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received voting instructions from the beneficial owner. Under the rules of the New York Stock Exchange, or NYSE, brokers or other nominees who are NYSE members are expected to have discretionary voting power for the election of directors and the ratification of the selection of the independent auditor for 2007.

Other

Equifax will bear the expense of preparing, printing and distributing this proxy material, as well as the cost of any required solicitation. Directors, officers or employees may solicit proxies on behalf of Equifax but will not receive remuneration for such solicitation. We have engaged Morrow & Co., Inc., 470 West Avenue, Stamford, Connecticut 06902 to assist us in the solicitation of proxies. We expect to pay Morrow approximately \$6,500 for these services plus expenses. In addition, Equifax will reimburse banks, brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred in forwarding proxy materials to beneficial owners of our stock and obtaining their proxies.

CORPORATE GOVERNANCE

General

The Board of Directors exercises oversight of the performance of the Chief Executive Officer and other senior management to assure that the long-term interests of the shareholders are being served. The Board regularly monitors the effectiveness of management policies and decisions, including the execution of the Company's strategies. The Board's Mission Statement and Guidelines on Significant Corporate Governance Issues (the "Governance Guidelines"), as well as written charters for Board committees, provide the framework for the governance of the Company and are available upon request to the Corporate Secretary, Equifax Inc., P.O. Box 4081, Atlanta, Georgia 30302 or at www.equifax.com/corp/aboutefx/ethics/governance.shtml.

Director Independence

In accordance with NYSE rules, the Board affirmatively determines the independence of each director and director nominee in accordance with the Governance Guidelines. The Governance Guidelines include categorical Director Independence Standards, attached to this proxy statement as Appendix A, which are consistent with the NYSE rules and require that a majority of the Board be comprised of independent directors.

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Based on these standards, the Board has affirmatively determined that each of the following non-employee directors is independent and has no material relationship with the Company, except as a director and shareholder of the Company: John L. Clendenin, James E. Copeland, Jr., A. W. Dahlberg, Robert D. Daleo, L. Phillip Humann, Lee A. Kennedy, Siri S. Marshall, Larry L. Prince and Jacquelyn M. Ward. The Board will review the independence of new director Mark L. Feidler at its regular meeting in May 2007.

The Board considered and reviewed a limited number of commercial transactions undertaken in the ordinary course of our business with businesses and charities where our directors serve as officers or directors. As noted below under **Certain Relationships and Related Party Transactions**, each of these transactions is significantly below the thresholds set forth in the categories of immaterial relationships described in our Director Independence Standards.

Policies and Procedures Dealing with the Review, Approval and Ratification of Related Party Transactions

The Company recognizes that transactions between the Company and any of its directors or executive officers can present potential or actual conflicts of interest. Accordingly, as a general matter and in accordance with the Company's codes of ethics for directors, officers and employees, it is the Company's preference to avoid such transactions. Nevertheless, the Company recognizes that there are circumstances where such transactions may be in, or not inconsistent with, the best interests of the Company. Therefore, the Company has adopted a formal policy which requires the Company's Audit Committee to review and, if appropriate, to approve or ratify any such transactions. Pursuant to the policy, the Committee will review any transaction in which the Company is or will be a participant and the amount involved exceeds \$120,000, and in which any of the Company's directors, executive officers or 5% shareholders had, has or will have a direct or indirect material interest. After its review, the Committee will only approve or ratify those transactions that are in, or are not inconsistent with, the best interests of the Company and its shareholders.

Certain Relationships and Related Party Transactions

In the ordinary course of business, Equifax and its subsidiaries may have transactions with companies and organizations whose executive officers are also Equifax directors. The independent directors listed below are affiliated with companies that have business relationships with Equifax. The Board has determined under its Director Independence Standards that none of these relationships is material and such relationships do not prevent the directors from being independent directors. In the opinion of management, the terms of such banking and credit arrangements and other services are fair and reasonable and as favorable to Equifax and its subsidiaries as those which could have been obtained from unrelated third parties at the time of their execution.

SunTrust Banks. L. Phillip Humann is Executive Chairman of the Board of SunTrust Banks, Inc. (SunTrust). The amounts Equifax paid to SunTrust in 2006 were less than 1% of SunTrust's gross revenue for the last fiscal year. Our relationships with SunTrust are described more fully as follows:

We paid SunTrust \$3.1 million during the twelve months ended December 31, 2006 for various services including lending, foreign exchange, debt underwriting, cash management, trust, investment management, acquisition valuation and shareholder services relationships.

We also provide credit management services to SunTrust, as a customer, from whom we recognized revenue of \$4.9 million during the twelve months ended December 31, 2006.

We have a \$500.0 million senior unsecured revolving credit agreement, as amended in July 2006, with a group of banks, of which SunTrust is committed to \$75.0 million. At December 31, 2006, SunTrust's portion of the outstanding borrowings under this facility totaled \$3.8 million.

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SunTrust extends financing in the form of an amortizing term loan to a leveraged real estate limited partnership, which owns our Atlanta data center located in Alpharetta, Georgia, where we are the primary operating lease tenant. An unrelated bank leasing company is the equity owner of this partnership. Although this term loan is considered to be non-recourse financing to Equifax, SunTrust is dependent on the operating lease payments made by us to the partnership to service interest expense and amortize principal on the term loan's debt. As of December 31, 2006, \$15.9 million was outstanding under this agreement.

SunTrust provides the \$29.0 million synthetic lease facility related to our Atlanta corporate headquarters building. As of December 31, 2006, the amount of this facility was \$29.0 million.

SunTrust provides investment management services for Equifax's U.S. Retirement Income Plan (USRIP) through its subsidiary, the Lighthouse Group, Inc. We had a similar arrangement with another of SunTrust's subsidiaries, Trusco Capital Management, Inc., during 2005 and early 2006. As of December 31, 2006 a total of \$26.8 million of USRIP assets was managed by one or both of these subsidiaries of SunTrust.

In making the determination that this relationship is not material and does not prevent Mr. Humann from being an independent director, the Board took into account the fact that the fees paid to SunTrust are comparable to those paid to other banks for similar services, and that the amount of fees paid to SunTrust is insignificant to both Equifax and SunTrust.

Fidelity National Information Services, Inc. Lee A. Kennedy is President and Chief Executive Officer of Fidelity National Information Services, Inc. (FNIS). Mr. Kennedy served as Chairman and Chief Executive Officer of Certegy Inc. from February 2002 until February 1, 2006, when Certegy merged with FNIS. Certegy was spun off to Equifax's shareholders in 2001. Equifax sells telecommunication credit information reports and customer portfolio reviews to FNIS. In 2006, Equifax paid \$10.5 million to FNIS for customer service and disclosure notification, printing and mailing services, which was less than 1% of FNIS's gross revenue for the last fiscal year. In making the determination that this relationship is not material and does not prevent Mr. Kennedy from being an independent director, the Board took into account the fact that the fees paid to FNIS are comparable to those paid to other firms for similar services, and that the amount of fees paid to FNIS is insignificant to both Equifax and FNIS.

The Thomson Corporation. Robert D. Daleo is Chief Financial Officer and a director of The Thomson Corporation, which provides certain financial market data to Equifax. In 2006, Equifax paid approximately \$200,000 to Thomson for these services, which was less than 1% of Thomson's gross revenue for the last fiscal year. In making the determination that this relationship is not material and does not prevent Mr. Daleo from being an independent director, the Board took into account the fact that the fees paid to Thomson are comparable to those paid to other firms for similar services, and that the amount of fees paid to Thomson is insignificant to both Equifax and Thomson.

FMR Corp. During 2006, Equifax engaged in transactions in the ordinary course of business with FMR Corp. and certain of its affiliated entities. FMR Corp. beneficially owned more than 5% of the outstanding shares of Equifax common stock as of February 14, 2007. See Security Ownership of Certain Beneficial Owners. Such transactions were on substantially the same terms as those prevailing at the time with unaffiliated third parties and such transactions were effected prior to Equifax's adoption of the related party transactions policy described above.

Relocation Arrangements for Richard F. Smith. Equifax sponsors a relocation policy for the benefit of eligible employees who are newly hired or transfer locations at our request. The relocation benefits offered under the policy generally include, among other benefits, a home sale

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assistance benefit, which is designed to provide a relocating employee with assistance in selling his or her residence in a prior location. The home sale assistance benefit provides for Equifax's purchase of an employee's residence if, in accordance with the relocation policy and the specific benefit terms, the employee has made specified efforts to sell the property but has not secured an outside buyer to purchase it at its appraised value within a specified period.

Pursuant to the terms of Equifax's relocation policy and Richard F. Smith's hire as our Chief Executive Officer in September 2005, Mr. Smith was entitled to assistance with his relocation. In accordance with the terms of the home sale assistance benefit, Mr. Smith made the required efforts to sell his former residence, but could not secure an outside buyer within the period specified in Equifax's relocation policy. After this period, Equifax's relocation services agent, Prudential Relocation, Inc., purchased Mr. Smith's house for \$2,425,000 on July 12, 2006. The purchase price was determined based on a third party offer to purchase the residence at the same price. Prudential sold Mr. Smith's former residence on August 1, 2006 to a third party for \$2,425,000 and retained all proceeds from the transaction. Equifax paid closing costs totaling \$199,664 and a service fee of \$4,075 to Prudential in connection with these transactions and would have been obligated to reimburse Prudential for any shortfall between the purchase price paid by Prudential and the sale price Prudential received for Mr. Smith's residence.

Communications with Directors

The Board welcomes shareholder input and suggestions. Shareholders and other interested parties may communicate with one or more members of the Board, or the non-management directors as a group, in writing by regular mail. The following address may be used by those who wish to send such communications by regular mail: [Board of Directors] or [Name of individual Director], Equifax Inc., c/o Corporate Secretary, P.O. Box 4081, Atlanta, Georgia 30302. The Board has instructed the Corporate Secretary to review all communications so received and not to forward to the Board correspondence that is inappropriate, such as solicitations for goods or services and similar inappropriate communications unrelated to Equifax or its business. All concerns related to audit or accounting matters will be referred to the Audit Committee of the Board.

Nominations for Directors

The Governance Committee of our Board is responsible for selecting potential director candidates and recommending qualified candidates to the full Board for nomination. In determining whether to nominate an incumbent director for reelection, the Committee evaluates each incumbent's continued service in light of its assessment of the Board's collective requirements at the time such director's class comes up for reelection. Committee considerations include the results of any evaluations of such director's performance.

When the need for a new director arises (whether because of a newly-created Board seat or vacancy), the Committee may proceed by whatever means it deems appropriate to identify a qualified candidate or candidates, including by engaging third party search firms. The Committee reviews the qualifications of each candidate. The Committee makes its recommendation to the Board based on its review, interviews and all other available information. The Board makes the final decision on whether to invite the candidate to join the Board. Invitations are extended through the Chairman of the Committee and the Chairman and Chief Executive Officer.

The Committee develops and recommends to the Board criteria for the selection of qualified directors. At a minimum, director candidates should have demonstrated accomplishment in his or her chosen field, character and personal integrity, and the ability to devote sufficient time to carry out the duties of an Equifax director. In addition, the Committee and the Board consider all

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information relevant in their business judgment to the decision of whether to nominate a particular candidate, taking into account the then-current composition of the Board and assessment of the Board's collective requirements. These factors may include a candidate's professional and educational background, reputation, industry knowledge and business experience, and the relevance of that background, reputation, knowledge and experience to Equifax and its Board (including the candidate's understanding of markets, technologies and international operations); whether the candidate will complement or contribute to the mix of talents, skills and other characteristics that are needed to maintain the Board's effectiveness; the candidate's ability to fulfill responsibilities as a director and a member of one or more of Equifax's standing Board committees; Board diversity; the candidate's other board commitments; and whether the candidate is independent under the standards described above under Director Independence.

Nominations of individuals for election to the Board at any annual meeting or any special meeting of shareholders at which directors are to be elected may be made by any Equifax shareholder entitled to vote for the election of directors at that meeting by complying with the procedures set forth in Section 1.12 of our Bylaws. Section 1.12 generally requires that shareholders submit nominations by written notice to the Corporate Secretary setting forth certain prescribed information about the nominee and the nominating shareholder. Section 1.12 also requires that the nomination notice be submitted a prescribed time in advance of the meeting. The deadline for submission of a nomination notice in connection with Equifax's 2008 annual meeting of shareholders is December 21, 2007.

The Committee may consider and make recommendations to the Board concerning nominees for director submitted by the shareholders. In order for the Committee to consider such nominees, the nominating shareholder should (1) submit a nomination notice in accordance with the procedures set forth in Section 1.12 of the Bylaws; (2) request that the Committee consider the shareholder's nominee for inclusion with the Board's slate of nominees for the applicable meeting; and (3) along with the shareholder's nominee, undertake to provide all other information the Committee or the Board may request in connection with their evaluation of the nominee.

Any shareholder's nominee must satisfy the minimum qualifications for any director described above in the judgment of the Committee and the Board. In evaluating shareholder nominees, the Committee and the Board may consider all relevant information, including the factors described above, and additionally may consider the size of the nominating shareholder's holdings in Equifax and the length of time such shareholder has owned such holdings; whether the nominee is independent of the nominating shareholder and able to represent the interests of Equifax and its shareholders as a whole; and the interests and/or intentions of the nominating shareholder. No candidates for director nominations were submitted to the Governance Committee by any shareholder in connection with our 2007 annual meeting.

Code of Ethics

Equifax has adopted codes of ethics and business conduct applicable to its directors, officers and employees, available at www.equifax.com/corp/aboutefx/ethics/main.shtml, or in print upon request to the Corporate Secretary, Equifax Inc., P.O. Box 4081, Atlanta, Georgia 30302. Any amendment or waiver of a provision of these codes of ethics that applies to any Equifax director or executive officer will also be disclosed there.

Meetings and Committees of the Board

The Board appoints committees to help carry out its duties and work on key issues in greater detail than is generally possible at full Board meetings. Each committee regularly reviews the

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results of its meetings with the full Board. The Board has five committees composed entirely of independent directors as defined in the NYSE listing standards. Each of the committees operates pursuant to a written charter. Committee charters can be viewed at www.equifax.com/corp/aboutefx/ethics/committee.shtml. During 2006, the Board of Directors met four times and each director attended at least 75% of the total Board meetings and meetings of the committees on which they serve, with the exception of Ms. Ward, who attended 56% of such meetings. Additional information on the committees is set forth below.

Director	Executive	Audit	Compensation, Human Resources & Management Succession	Finance	Governance
Number of meetings in 2006	0	8	4	5	4
Betty Clendenin				X	
Copeland	X	Chairman		X	X
Daleo		X		X	
Dahlberg		X			
Humann	X		X		Chairman
Kennedy	X			Chairman	X
Marshall					X
Prince	Chairman		Chairman	X	
Ward			X		

Executive Committee. Subject to Board discretion and applicable law, this committee exercises the powers of the Board in managing Equifax's business and property during the intervals between Board meetings.

Audit Committee. This committee is responsible for review of the integrity of Equifax's financial statements and other financial information; systems for complying with legal and regulatory requirements; the independent auditor's qualifications, independence and performance; performance of Equifax's internal audit function; and the integrity of Equifax's internal controls and financial reporting processes. At each regular meeting, the committee meets in executive session. A copy of the committee's charter is attached to this proxy statement as Appendix B. The Board has determined that Messrs. Copeland and Daleo are each audit committee financial experts as defined in Item 401(h) of SEC Regulation S-K.

Compensation, Human Resources & Management Succession Committee. This committee, referred to as the Compensation Committee elsewhere in this Proxy Statement, assists the Board in fulfilling its oversight responsibility with respect to determining and evaluating the compensation of the Chief Executive Officer and the other executive officers; approving and monitoring Equifax's executive compensation plans, policies and programs; reviewing and discussing with Company management the Compensation Discussion and Analysis (CD&A) report to be included in the Company's annual proxy statement; determining whether to recommend to the Board that the CD&A be included in the proxy statement; and advising management and the Board on succession planning and other significant human resources matters.

The committee has authority under its charter to retain outside consultants or advisors to assist the committee. The committee has engaged Hewitt Associates LLC as its outside compensation consultant to advise the committee on various matters related to the Chief Executive Officer and other executive compensation programs and to provide its independent views on executive

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compensation proposals. The committee also utilizes executive salary benchmarking surveys of companies in Equifax's industry and broader surveys conducted by other consulting firms. The Chief Executive Officer, with input from the Chief Administrative Officer and Hewitt Associates, recommends to the committee base salary, target bonus levels, actual bonus payouts, long-term incentive grants and other perquisites and benefit plans for the senior management team. The committee considers, discusses, modifies as appropriate, and takes action on such proposals.

The agenda for meetings of the committee is determined by its chair with the assistance of the Company's Chief Administrative Officer, the head of the Company's Global Total Rewards department and the Corporate Secretary. Committee meetings are regularly attended by the Chairman and Chief Executive Officer and the Chief Administrative Officer except for those portions of the meeting at which their compensation is determined. Hewitt Associates representatives attended all four committee meetings held in 2006 and assisted the committee with market data and an assessment of executive compensation levels, annual and long-term incentive plan design, Chief Executive Officer and other executive officer compensation, tally sheets for the named executive officers and information with respect to compliance with the SEC's new executive compensation disclosure rules. The committee reviews at least annually the total fees paid to outside consultants by the Company to ensure that the consultant maintains its objectivity and independence when rendering advice to the committee. At each meeting, the committee meets in executive session. The committee chair reports the committee's recommendations to the Board, which discusses and reviews the Chief Executive Officer's compensation in executive session.

The committee has delegated authority to the Chief Executive Officer to approve stock-based incentive awards to non-executive officers from time to time within the total number of equity benefit plan shares authorized by the Company's shareholders. A forecasted total for equity to be granted during the calendar year is approved by the Committee, generally in early February of each year. The Committee receives updates on equity grant activity at each of its meetings. Stock options are granted at the closing market price of our common stock on the NYSE on the effective grant date following authorization. See "Compensation Discussion and Analysis 2006 Long-Term Incentives Timing of Equity Compensation" below for further information.

The committee may also delegate authority for the day-to-day administration of executive compensation programs and for other matters to the Company's internal administrative committee or plan administrators.

Finance Committee. This committee has overall responsibility for reviewing Equifax's financial goals and strategies, including strategic considerations in the allocation of corporate resources, approval of material acquisitions and dispositions and for oversight of Equifax's financial policies, plans and programs.

Governance Committee. This committee assists the Board with respect to Board organization, membership and function; Board committee structure and membership; and oversight of Board evaluation and compensation. The committee exercises a leadership role in shaping the Company's corporate governance and recommends to the Board corporate governance principles. The committee is responsible for recommending to the Board nominees for director, as described above under "Corporate Governance Nominations for Directors".

Director Attendance at Annual Meetings

The Board believes that it is important for directors to make themselves available to our shareholders by attendance at each annual meeting of shareholders in the absence of a scheduling conflict or other valid reason. At last year's annual meeting, all of the directors then in office were in attendance.

Table of Contents**SECURITIES OWNERSHIP****Security Ownership of Directors and Executive Officers**

The following table shows the amount of Equifax common stock beneficially owned (unless otherwise indicated) by our directors, named executive officers (as defined in Executive Compensation below) and all directors, nominees for director and executive officers of the Company as a group as of March 6, 2007.

Name	Exercisable	Number of	Number of Deferred	Percentage of Common Stock Outstanding
	Stock		Share Equivalent	
	Options ⁽¹⁾	Shares Owned ⁽²⁾	Units	
J. Dann Adams	43,054	39,964	7,884	*
Lee Adrean	7,500	30,077	0	*
John L. Clendenin	17,378	29,407	10,924	*
James E. Copeland, Jr.	7,000	25,086	10,018	*
A. William Dahlberg	17,378	27,473	21,753	*
Robert D. Daleo	0	4,000	670	*
Mark L. Feidler	0	4,000	0	*
L. Phillip Humann	17,378	25,553	32,214	*
Lee A. Kennedy	0	10,516	3,000	*
Kent E. Mast	153,250	79,212	13,500	*
Siri S. Marshall	0	4,000	0	*
Larry L. Prince	17,378	24,325	29,090	*
Richard F. Smith	37,500	275,107	0	*
Paul J. Springman	129,082	60,724	19,673	*
Jacquelyn M. Ward	17,378	16,728	19,623	*
All directors, nominees and executive officers as a group (21 persons)⁽⁴⁾	657,995	1,844,927	173,191	2.1%

* Less than one percent.

- (1) This column lists the number of shares of Equifax common stock that the directors, nominees and executive officers had a right to acquire as of or within 60 days after March 6, 2007 through the exercise of director or employee stock options, as applicable.
- (2) This column includes shares held of record and shares owned through a bank, broker, trust or other nominee. It also includes, for executive officers, all shares owned through Equifax's 401(k) savings plan, restricted stock units, and shares held through family trust arrangements.
- (3) Reported in this column are share equivalent units credited to a director's or executive officer's account under various deferral plans maintained by Equifax, including deferred fees, deferred compensation and stock acquisition plans. The units track the performance of Equifax common stock but do not confer on the holder voting or investment power over shares of common stock. The units are payable in cash on final distribution and do not include the reinvestment of dividends.
- (4) Includes 1,030,538 shares (approximately 0.8% of the outstanding shares) over which the Company's Treasurer shares voting and investment power as Investment Officer for Equifax's defined benefit retirement plans, including the Equifax Inc. U.S. Retirement Income Plan and the Equifax Inc. Pension Plan. No directors, nominees or current executive officers have pledged shares of Equifax common stock pursuant to any loan or arrangement where there is an expectation that the loan or arrangement may be repaid by foreclosure or other recourse to the shares of Equifax common stock.

Table of Contents**Security Ownership of Certain Beneficial Owners**

The following table shows the number of shares of common stock owned by each person who, we believe, beneficially owned more than five percent of Equifax's outstanding common stock as of March 6, 2007. There are no arrangements known to Equifax that may result in a change in control of Equifax upon the occurrence of some future event.

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Approximate Percentage of Class
Wellington Management Company, LLP ⁽¹⁾ 75 State Street Boston, Massachusetts 02109	11,269,270	9.01%
Barclays Global Investors, NA ⁽²⁾ 45 Fremont Street San Francisco, California 94105	9,488,565	7.58%
FMR Corp. ⁽³⁾ 82 Devonshire Street Boston, Massachusetts 02109	8,679,627	6.94%

- (1) Information is based on a Schedule 13G filed by Wellington Management Company, LLP (Wellington) with the SEC on February 14, 2007, setting forth information as of December 31, 2006. Wellington has shared dispositive power over 11,269,270 shares and shared voting authority over 8,258,700 shares.
- (2) Information is based on a Schedule 13G filed by Barclays Global Investors, NA (Barclays) with the SEC on January 23, 2007, setting forth information as of December 31, 2006. Barclays has sole dispositive power over 9,488,565 shares and sole voting authority over 8,215,356 shares. Shares listed as beneficially owned by Barclays are owned by the following entities: Barclays Global Investors, NA, Barclays Global Fund Advisors, Barclays Global Investors, LTD, Barclays Global Investors Japan Trust and Banking Company Limited, and Barclays Global Investors Japan Limited.
- (3) Information is based on a Schedule 13G filed by FMR Corp. (FMR) with the SEC on February 14, 2007, setting forth information as of December 31, 2006 reporting that it has sole voting authority with respect to 397,396 shares and sole investment discretion with respect to 8,679,627 shares. An affiliate of FMR Corp., Fidelity Investments Institutional Services Company, Inc. (Fidelity), acts as the third party administrator for the Company's 401(k) plan. In exchange for such administrative services, Fidelity received fees totaling approximately \$161,782 in 2006. In addition, Fidelity Management Trust Company, an affiliate of FMR Corp., is the investment manager for certain mutual funds in the 401(k) plan of the Company. Fidelity Management Trust Company is compensated for its investment management services by the mutual funds through customary investment management fees. The administrative and investment management fee rates for 2007 are expected to be the same or similar to the rates in 2006.

PROPOSAL NO. 1 ELECTION OF FOUR CLASS III DIRECTORS**TO SERVE THREE-YEAR TERMS**

The Board of Directors currently consists of eleven members, divided into three classes. Director terms are staggered so that the term of one class expires following each annual meeting of shareholders. Robert D. Daleo and Siri S. Marshall were elected by the Board in August 2006 to fill Class III and Class II vacancies, respectively. Effective March 1, 2007, the Board elected Mark L. Feidler to fill a Class I vacancy created by the death of Garry Betty in January 2007.

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At the 2007 annual meeting, four directors are to be elected as Class III directors to hold office until the 2010 annual meeting and until their successors have been duly electe