

EQUIFAX INC

Form S-8

May 16, 2007

As filed with the Securities and Exchange Commission on May 15, 2007.

File No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

EQUIFAX INC.

(Exact name of registrant as specified in its charter)

Georgia

(State or other jurisdiction of
incorporation or organization)

58-0401110

(I.R.S. Employer
Identification No.)

1550 Peachtree Street, N.W.

Atlanta, Georgia 30309

(404) 885-8000

(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

**TALX CORPORATION 2005 OMNIBUS INCENTIVE PLAN
TALX CORPORATION AMENDED AND RESTATED 1994 STOCK OPTION PLAN
TALX CORPORATION OUTSIDE DIRECTORS STOCK OPTION PLAN**

(Full title of the plan)

Kent E. Mast, Esq.

Corporate Vice President and General Counsel

1550 Peachtree Street, N.W.

Atlanta, Georgia 30309

(404) 885-8000

(Name, address, including zip code, and telephone number,

Copies to:

Larry D. Ledbetter, Esq.

Kilpatrick Stockton LLP

1100 Peachtree Street, N.E., Suite 2800

Atlanta, Georgia 30309

(404) 815-6500

including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered(1) | Amount to be Registered(2)(3) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|-------------------------------------|---|---|-------------------------------|
| Common Stock, par value \$1.25 per share | 2,023,852 | \$ 9.24 | (4)\$ 18,700,393 | \$ 575 |
| Common Stock, par value \$1.25 per share | 2,000,000 | \$ 41.04 | (5)\$ 82,080,000 | \$ 2,520 |
| Total: | 4,023,852 | | \$ 100,780,393 | \$ 3,095 |

(1) This registration statement (the **Registration Statement**) registers the issuance of an aggregate of 2,023,852 shares of the common stock of Equifax Inc. (the **Registrant**), par value \$1.25 per share (the **Common Stock**), issuable pursuant to outstanding equity awards assumed by the Registrant in connection with its acquisition of TALX Corporation on May 15, 2007, and an additional 2,000,000 of the shares available for future issuance under the TALX Corporation 2005 Omnibus Incentive Plan.

(2) Includes an equal number of rights to purchase shares of Common Stock under Registrant's Rights Agreement dated as of October 14, 2005, as amended, between Registrant and SunTrust Bank, as rights agent, which are currently attached to and are transferable only with shares of Common Stock registered hereby.

(3) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the **Securities Act**), this Registration Statement also covers an indeterminate number of additional shares that may be offered or issued as a result of a stock split, stock dividend, reclassification of stock, corporate transaction or similar adjustment of the outstanding shares of Registrant.

(4) Estimated solely for purpose of calculating the registration fee and, pursuant to Rule 457(h) under the Securities Act, based upon the exercise price of outstanding options to purchase Common Stock.

(5) Estimated solely for purpose of calculating the registration fee and, pursuant to Rules 457(c) and (h) under the Securities Act, based upon the average of the high and low sales prices of the Common Stock as reported on the New York Stock Exchange on May 11, 2007.

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INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.*

Item 2. Registrant Information and Employee Plan Annual Information.

*Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the Securities Act) and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The reports listed below have been filed by the Registrant with the Securities and Exchange Commission (the SEC) and are incorporated herein by reference to the extent not superseded by reports or other information subsequently filed or furnished. All of Registrant's reports filed with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the Exchange Act), after the date of this Registration Statement and prior to filing a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such reports.

- (a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2006, filed with the SEC on February 27, 2007;
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2007, filed with the SEC on May 3, 2007;
- (c) The Company's Current Reports on Form 8-K filed with the SEC on January 4, 2007, February 8, 2007, February 15, 2007, March 1, 2007, May 4, 2007 and May 15, 2007;
- (d) All other reports filed with the SEC by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act since December 31, 2006; and
- (e) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form S-3/A filed with the SEC on November 4, 2005, as amended, and any amendment or report filed for the purpose of updating such description.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

The securities to be offered are registered under Section 12 of the Exchange Act.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Georgia Business Corporation Code permits, and Registrant's bylaws require, Registrant to indemnify any person who is a party to any threatened, pending or completed action, suit or proceeding (which could include actions, suits or proceedings under the Securities Act), whether civil, criminal, administrative, arbitrative or investigative by reason of the fact that such person is or was a director or officer of Registrant or is or was serving at Registrant's request as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding. However, Registrant will not indemnify any director or officer who is found liable to Registrant or is subjected to injunctive relief in favor of Registrant for:

- (1) any appropriation of any business opportunity of Registrant in violation of the director's duties;
- (2) acts or omissions which involve intentional misconduct or a knowing violation of law;
- (3) paying a dividend or approving a stock repurchase in violation of Georgia law; or
- (4) any transaction from which the director derived an improper personal benefit.

Registrant's Amended and Restated Articles of Incorporation also provide that the indemnification rights contained in the Bylaws shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, agreement, vote of shareholders or disinterested directors, or otherwise.

Registrant believes that its charter and bylaw provisions are necessary to attract and retain qualified persons as directors and officers.

Registrant has purchased and maintains liability insurance to protect its officers and directors against any liability asserted against them or incurred by them as permitted by its Amended and Restated Articles of Incorporation and Section 14-2-858 of the Georgia Business Corporation Code. The insuring of the directors and officers is permitted whether or not Registrant would have the power to indemnify that director, officer, agent or employee under its charter or the terms of the Georgia Business Corporation Code.

These indemnification provisions may be sufficiently broad to permit indemnification of Registrant's officers and directors for liabilities (including reimbursement of expenses incurred) arising under the Securities Act.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The exhibits included as part of this Registration Statement are as follows:

| Exhibit Number | Description |
|----------------|---|
| 4 | Amended and Restated Rights Agreement dated as of October 14, 2005, between Equifax Inc. and Sun Trust Bank, as Rights Agent, which includes as Exhibit A the form of Rights certificate and as Exhibit B the Summary of Rights (incorporated by reference to Exhibit 4.1 to Equifax's Form 8-K filed on October 18, 2005). |
| 5 | Opinion of Kilpatrick Stockton LLP as to the legality of the securities to be issued. |

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- 23.1 Consent of Kilpatrick Stockton LLP (included in the opinion filed as Exhibit 5 hereto).
- 23.2 Consent of Ernst & Young LLP.
- 24 Powers of Attorney (included on signature page).

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S 8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities:

The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

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(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference into this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on this 15th day of May, 2007.

EQUIFAX INC.

By: /s/Richard F. Smith
Richard F. Smith
Chairman and Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints Lee Adrean and Nuala M. King, and each of them, any of whom may act without the joinder of the others, as his or her lawful attorneys-in-fact and agents, with full power of substitution and resubstitution for him or her and in any and all capacities, to sign any or all amendments or post-effective amendments to this registration statement, and to file the same with all exhibits hereto and other documents in connection therewith or in connection with registration of the securities under the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission, to sign any and all applications, registration statements, notices or other document necessary or advisable to comply with the applicable state securities laws, and to file the same, together with all other documents in connection therewith, with the appropriate state securities authorities, granting unto such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby, ratifying and confirming all that such attorneys-in-fact and agents, or his or her substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

| Signature | Title | Date |
|----------------------------|---|--------------|
| /s/ Richard F. Smith | Chairman, Chief Executive Officer and a | |
| Richard F. Smith | Director (Principal Executive Officer) | May 15, 2007 |
| | | |
| /s/ Lee Adrean | Corporate Vice President and Chief | |
| Lee Adrean | Financial Officer (Principal Financial Officer) | May 15, 2007 |
| | | |
| /s/ Nuala M. King | Senior Vice President and Corporate | |
| Nuala M. King | Controller (Principal Accounting Officer) | May 15, 2007 |
| | | |
| William W. Canfield | Director, and President TALX | May 15, 2007 |
| | | |
| /s/ John L. Clendenin | Director | |
| John L. Clendenin | | May 15, 2007 |
| | | |
| /s/ James E. Copeland, Jr. | Director | |
| James E. Copeland, Jr. | | May 15, 2007 |

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| Signature | Title | Date |
|-----------------------|----------|--------------|
| /s/ A.W. Dahlberg | Director | |
| A. W. Dahlberg | | May 15, 2007 |
| | | |
| /s/ Robert D. Daleo | Director | |
| Robert D. Daleo | | May 15, 2007 |
| | | |
| /s/ Mark L. Feidler | Director | |
| Mark L. Feidler | | May 15, 2007 |
| | | |
| /s/ L. Phillip Humann | Director | |
| L. Phillip Humann | | May 15, 2007 |
| | | |
| /s/ Lee A. Kennedy | Director | |
| Lee A. Kennedy | | May 15, 2007 |
| | | |
| /s/ Siri S. Marshall | Director | |
| Siri S. Marshall | | May 15, 2007 |
| | | |
| /s/ Larry L. Prince | Director | |
| Larry L. Prince | | May 15, 2007 |
| | | |
| /s/ Jacquelyn M. Ward | Director | |
| Jacquelyn M. Ward | | May 15, 2007 |

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EXHIBIT INDEX

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| 5 | Opinion of Kilpatrick Stockton LLP as to the legality of the securities to be issued. |
| 23.1 | Consent of Kilpatrick Stockton LLP (included in the opinion filed as Exhibit 5 hereto). |
| 23.2 | Consent of Independent Registered Public Accounting Firm (Ernst & Young LLP). |
| 24 | Power of Attorney (included on signature page). |
