

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)

57-0401110
(I.R.S. Employer
Identification Number)

1600 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)

NON-EMPLOYEE DIRECTOR STOCK OPTION PLAN

Bruce S. Richards, Esq.
Corporate Vice President and General Counsel
1600 Peachtree Street, N.W.
Atlanta, Georgia 30309
(404) 885-8000

(Name, address, including zip code, and telephone number, including area
code, of agent for service)

Copies to:

Larry D. Ledbetter, Esq.
Kilpatrick Stockton LLP
1100 Peachtree Street, N.W.
Atlanta, Georgia 30309

<TABLE>
<CAPTION>

Calculation of Registration Fee

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share <F1> | Proposed Maximum Aggregate Offering Price <F1> | Amount of Registration Fee |
|---|----------------------------|--|--|-------------------------------|
| <S> | <C> | <C> | <C> | <C> |
| Common Stock, \$1.25 par value | 300,000 shares | \$40.50 | \$12,150,000 | \$ 3,377.70 |

<FN>
<F1> Estimated solely for the purpose of computing the registration fee. This amount
was determined in accordance with Rules 457(c) and 457(h)(1) under the Securities
Act of 1933, based on \$40.50, the average of the high and low prices on the New York
Stock Exchange on December 1, 1998.
</FN>
</TABLE>

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by the Registrant (file no. 000-06605) with
the Commission are incorporated herein by reference and made a part hereof:

- (i) Annual Report of the Registrant on Form 10-K for the year ended

December 31, 1997, as amended on May 15, 1998;

- (ii) Quarterly Reports of the Registrant on Form 10-Q for the quarters ended March 31, 1998, June 30, 1998 and September 30, 1998;
- (iii) Current Reports of the Registrant on Form 8-K filed on September 4, 1998 and September 28, 1998; and
- (iv) The description of the Common Stock in the Registrant's registration statements on Form 10, dated December 31, 1964, and on Form 8-A, filed on November 2, 1995.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference herein and to be made a part hereof from the respective dates of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of the Registration Statement to the extent that a statement contained herein or 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 the Registration Statement or this Prospectus.

Copies of the above documents (other than exhibits to such documents unless such exhibits are specifically incorporated by reference into such documents) may be obtained upon written or oral request without charge from the Registrant, 1600 Peachtree Street, N.W. Atlanta, Georgia 30309 (telephone number (404) 885-8000), Attention: Bruce S. Richards, Esq., Corporate Vice President and General Counsel.

ITEM 4. DESCRIPTION OF SECURITIES

Not Applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not Applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Georgia Business Corporation Code permits, and the Registrant's Bylaws require, the Registrant to indemnify any person who was or is threatened to be made 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, or investigative (other than an action brought by or on behalf of the Registrant) by reason of the fact that such person is or was a director or officer of the Registrant or is or was serving at the request of the Registrant 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 if such person acted in a manner he reasonably Registrant, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. With regard to actions or suits by or in the right of the Registrant, indemnification is limited to reasonable expenses incurred in connection with the proceeding and generally is not available in connection with such a proceeding in which such person was adjudged liable to the Registrant.

In addition, the Registrant carries insurance on behalf of directors and officers that may cover liabilities 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 |
|----------------|---|
| - - - - - | - - - - - |
| 4.1 | Amended and Restated Articles of Incorporation of the Registrant (incorporated by reference to Exhibit "B" to the Registrant's definitive Proxy Statement for the 1996 Annual Meeting of Shareholders, filed March 27, 1996 (File No. 1-6605)). |

- 4.2 Bylaws of the Registrant (incorporated by reference to Commission File No. 1-6605, Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1996).
- 5 Opinion of Kilpatrick Stockton LLP
- 23.1 Consent of Arthur Andersen LLP.
- 23.2 Consent of Kilpatrick Stockton LLP (included in Exhibit 5).
- 24 Power of Attorney (included in the signature page of this Registration Statement).

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, 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; (2) that, for the purpose of determining any liability under the Securities Act, 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; and (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.

(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 that is incorporated by reference in the 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 and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the 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 Act and will be governed by the final adjudication of such issue.

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 of the requirements for filing on 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 30th day of November, 1998.

EQUIFAX INC.

By: /s/ David A. Post
David A. Post
Corporate Vice President
and Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints C.B. Rogers, Jr., and David A. Post and either of them, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 and to cause the same to be filed,

with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby granting to said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing whatsoever requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all acts and things that said attorneys-in-fact and agents, or either of them or their substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

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

<TABLE>

<CAPTION>

| Signature ----- | Title ----- | Date ---- |
|--|--|--------------------------|
| <S> /s/ C. B. Rogers, Jr. C. B. Rogers, Jr. | <C> Chairman of the Board | <C> November 30, 1998 |
| /s/ Thomas F. Chapman Thomas F. Chapman | President, Chief Executive Officer and Director (principal executive officer) | November 30, 1998 |
| /s/ David A. Post David A. Post | Corporate Vice President and Chief Financial Officer (principal financial officer) | November 30, 1998 |
| /s/ Philip J. Mazzilli Philip J. Mazzilli | Corporate Vice President, Treasurer and Controller (principal accounting officer) | November 30, 1998 |
| /s/ D. W. McGlaughlin D. W. McGlaughlin | Director | November 30, 1998 |
| /s/ Lee A. Ault, III Lee A. Ault, III | Director | November 30, 1998 |
| /s/ John L. Clendenin John L. Clendenin | Director | November 20, 1998 |
| /s/ A. W. Dahlberg A. W. Dahlberg | Director | November 24, 1998 |
| /s/ Robert P. Forrestal Robert P. Forrestal | Director | November 23, 1998 |
| /s/ L. Phillip Humann L. Phillip Humann | Director | November 30, 1998 |
| /s/ Larry L. Prince Larry L. Prince | Director | November 30, 1998 |
| /s/ D. Raymond Riddle D. Raymond Riddle | Director | November 24, 1998 |
| /s/ Betty L. Siegel, Ph.D. Betty L. Siegel, Ph.D. | Director | November 20, 1998 |
| /s/ Louis W. Sullivan, M.D. Louis W. Sullivan, M.D. | Director | November 24, 1998 |

EXHIBIT INDEX

Exhibit
Number
- -----

- 4.1 Amended and Restated Articles of Incorporation of the Registrant (incorporated by reference to Exhibit "B" to the Registrant's definitive Proxy Statement for the 1996 Annual Meeting of Shareholders, filed March 27, 1996 (File No. 1-6605)).
- 4.2 Bylaws of the Registrant (incorporated by reference to Commission File No. 1-6605, Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1996).
- 5 Opinion of Kilpatrick Stockton LLP

- 23.1 Consent of Arthur Andersen LLP.
- 23.2 Consent of Kilpatrick Stockton LLP (included in Exhibit 5).
- 24 Power of Attorney (included in the signature page of this Registration Statement).

</TABLE>

EXHIBIT 5

Kilpatrick Stockton LLP
1100 Peachtree Street
Suite 2800
Atlanta, Georgia 30309-4530
(404) 815-6175

December 4, 1998

Equifax Inc.
1600 Peachtree Street, N.W.
Atlanta, Georgia 30309

Re: Form S-8 Registration Statement -- Equifax Inc.
Non-employee Director Stock Option Plan

Gentlemen:

We have acted as counsel for Equifax Inc., a Georgia corporation (the "Company"), in connection with the preparation and filing of the form S-8 Registration Statement relating to the registration of 300,000 shares of the Company's common stock, \$1.25 par value (the "Common Stock"), which is to be offered pursuant to the Company's Non-employee Director Stock Option Plan (the "Plan"). In connection with the preparation of said Registration Statement, we have examined certificates of public officials and originals or copies of such corporate records, documents and other instruments relating to the authorization and issuance of the shares of Common Stock as we have deemed relevant under the circumstances.

On the basis of the foregoing, it is our opinion that:

The Company was duly organized and incorporated and is validly existing under the laws of the State of Georgia, with an authorized capitalization consisting of 300,000,000 shares of Common Stock, par value \$1.25 per share, and 10,000,000 shares of Preferred Stock, par value \$.01 per share.

The shares of Common Stock to be registered have been duly authorized, and the shares, when issued in accordance with the terms and conditions of the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to said Registration Statement.

Sincerely,

KILPATRICK STOCKTON LLP

By: /s/ Larry D. Ledbetter
Larry D. Ledbetter, a partner

EXHIBIT 23.1

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 19, 1998 included in Equifax Inc.'s Annual Report on Form 10-K for the year ended December 31, 1997, as amended on May 15, 1998.

/s/ Arthur Andersen LLP

ARTHUR ANDERSEN LLP

Atlanta, Georgia
December 4, 1998