



PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by Equifax Inc. (the "Company") with the Commission (File No. 1-6605) are incorporated herein by reference and made a part hereof:

- (i) the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1992;
- (ii) the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1993;
- (iii) the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1993;
- (iv) the Company's Form 10, dated December 31, 1964, containing a description of the Company's Common Stock (the "Common Stock").

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), after the date of the Prospectus and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in the Prospectus and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of the Prospectus to the extent that a statement contained herein or in any other subsequently filed document that is incorporated by reference herein modifies or supersedes such earlier statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of the Prospectus.

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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 Company's Bylaws require, the Company 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 of 1933, as amended (the "Securities Act")), whether civil, criminal, administrative, or investigative (other than an action brought by or on behalf of the Company) by reason of the fact that such person is or was a director or officer of the Company or is or was serving at the request of the Company 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 believed to be in or not opposed to the best interests of the Company, 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 Company, 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 Company.

In addition, the Company 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.

Exhibit No.

- 4.1 Articles of Incorporation, as amended through December 15, 1992 (Incorporated herein by reference from the Exhibits to the Company's Annual Report on Form 10-K for the year ended December 31, 1989)
- 4.2 Amendment to the Articles of Incorporation, filed with the Secretary of State of the State of Georgia on December 16, 1992 (Incorporated herein by reference from the Exhibits to the Company's Equifax Inc. Employees Stock Incentive Plan on Form S-8 filed February 26, 1993, No. 33-58734)
- 4.3 Bylaws of the Company (Incorporated herein by reference from the Exhibits to the Company's Equifax Inc. Employees Stock Incentive Plan on Form S-8, filed February 26, 1993, No. 33-58734)

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- 5 Opinion of Hunton & Williams
- 15\* Letter re: Unaudited Interim Financial Information
- 23.1\* Consent of Arthur Andersen & Co.
- 23.2 Consent of Hunton & Williams (included as part of Exhibit 5)
- 24\* Power of Attorney (included as part of signature page)
- \* Previously filed with Registration Statement on Form S-8, Registration No. 33-71200, filed November 3, 1993.

ITEM 9. UNDERTAKINGS.

(a) The Company 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;
  - (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;
  - (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) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference 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.

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 Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company'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 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.

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(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the provisions described under Item 6 above, or otherwise, the Company has been advised that in the opinion of the Commission 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 Company of expenses incurred or paid by a director, officer or controlling person of the Company 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 Company 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 of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in Atlanta, Georgia on this 5th day of February, 1996.

EQUIFAX INC.

By /s/ Thomas H. Magis

-----  
 Thomas H. Magis  
 Corporate Vice President, Secretary and  
 General Counsel

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on the 5th day of February, 1996.

<TABLE>  
 <CAPTION>

Signature -----	Title -----
<S> /s/ C. B. Rogers, Jr. ----- C. B. Rogers, Jr.	<C> Chairman of the Board
*Donald U. Hallman ----- Donald U. Hallman	Senior Vice President and Chief Financial Officer
*Philip J. Mazzilli ----- Philip J. Mazzilli	Vice President and Corporate Controller (Principal Accounting Officer)
*D. W. McGlaughlin ----- D. W. McGlaughlin	President, Chief Operating Officer and Director
----- Thomas F. Chapman	Executive Vice President and Director
*J. C. Chartrand	Executive Vice President and Director

-----	
J. C. Chartrand	
*Lee A. Ault, III	Director
-----	
Lee A. Ault, III	
*Ron D. Barbaro	Director
-----	
Ron D. Barbaro	

[signatures continued on next page]

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[signatures continued]

<TABLE>  
<CAPTION>

Signature -----	Title -----
<S>	<C>
-----	Director
John. L. Clendenin	
-----	Director
A. W. Dahlberg	
-----	Director
L. Phillip Humann	
-----	Director
Tinsley H. Irvin	
*Larry L. Prince	Director
-----	
Larry L. Prince	
*D. Raymond Riddle	Director
-----	
D. Raymond Riddle	
*Betty L. Siegel	Director
-----	
Betty L. Siegel, Ph.D.	
-----	Director
L. W. Sullivan, M.D.	

</TABLE>

\*By:/s/ C.B. Rogers, Jr.

-----  
C. B. Rogers, Jr., Attorney-in-Fact

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EXHIBIT INDEX

<TABLE>  
<CAPTION>

Exhibit No. -----	Description -----	Sequentially Numbered Page -----
<S>	<C>	
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December 16, 1992 (Incorporated herein by reference from the Exhibits to the Company's Equifax Inc. Employees Stock Incentive Plan on Form S-8 filed February 26, 1993, No. 33-58734)

4.3	Bylaws of the Company (Incorporated herein by reference from the Exhibits to the Company's Equifax Inc. Employees Stock Incentive Plan on Form S-8, filed February 26, 1993, No. 33-58734)
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\* Previously filed with Registration Statement on Form S-8, Registration No. 33-71200, filed November 3, 1993.

File: 53674.000207  
Direct Dial: (404) 888-4018

February 5, 1996

The Board of Directors  
Equifax Inc.  
1600 Peachtree Street, NW  
Atlanta, Georgia 30309

Re: Equifax Inc.: Post-Effective Amendment No. 1 to Registration  
Statement on Form S-8

Gentlemen:

We have acted as counsel to Equifax Inc., a Georgia corporation (the "Company"), in connection with the filing under the Securities Act of 1933, as amended, of a Post-Effective Amendment No. 1 to Registration Statement on Form S-8, Registration No. 33-71200, with respect to 2,400,000 shares of the Company's Common Stock, \$2.50 par value (the "Common Stock"), which is offered pursuant to the Equifax Inc. Omnibus Stock Incentive Plan and the Equifax Inc. Employees Stock Incentive Plan (collectively, the "Plans") to be Funded in Part Through: Equifax Inc. Employee Stock Benefits Trust.

In rendering this opinion, we have relied upon, among other things, our examination of the Plans and of such records of the Company and certificates of its officers and of public officials as we have deemed necessary. In connection with the filing of such registration statement, we are of the opinion that:

1. The Company is duly incorporated, validly existing and in good standing under the laws of the State of Georgia; and

2. All of the shares to be registered have been duly authorized and, when issued in accordance with the terms of the Plans, will be legally issued, fully paid and nonassessable.

The Board of Directors of Equifax Inc.

February 5, 1996

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We hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to such registration statement.

Sincerely yours,

/s/ Hunton & Williams