
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **October 2, 2006**

EQUIFAX INC.

(Exact name of registrant as specified in its charter)

Georgia
(State or other jurisdiction
of incorporation)

001-6605
(Commission File
Number)

58-0401110
(IRS Employer
Identification No.)

1550 Peachtree Street, N.W.
Atlanta, Georgia
(Address of principal executive offices)

30309
(Zip Code)

Registrant's telephone number, including area code: **(404) 885-8000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

On October 2, 2006, Equifax Inc. (the "Company") entered into an offer letter with Lee Adrean, appointing him Chief Financial Officer effective October 4, 2006, replacing Donald T. Heroman in this position. Mr. Heroman has agreed to remain with the Company through June 1, 2007, to ensure an orderly transition period. A brief summary of the material terms and conditions of Mr. Adrean's offer letter is set forth below in Item 5.02.

Item 1.02. Termination of a Material Definitive Agreement.

On October 5, 2006, Donald T. Heroman, Corporate Vice President and Chief Financial Officer, accepted the terms and conditions of a separation agreement with the Company (the "Agreement") pursuant to which he will retire effective June 1, 2007. The Agreement, a brief summary of which is set forth below in Item 5.02, will supersede Mr. Heroman's Tier 1 Change in Control Agreement dated November 25, 2002.

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On October 2, 2006, Lee Adrean and the Company entered into an employment offer letter pursuant to which he was appointed Chief Financial Officer effective October 4, 2006, replacing Donald T. Heroman in this position. Mr. Heroman will retire from the Company effective June 1, 2007 (the "Retirement Date").

Mr. Adrean, age 54, served as Executive Vice President and Chief Financial Officer of NDCHealth Corporation, a provider of transaction processing, software and information services to health care providers, from May 2004 until its acquisition by Per-Se Technologies Corporation in January 2006. Prior thereto, he was Executive Vice President and Chief Financial Officer of EarthLink Inc. from 2000-2004 and Executive Vice President and Chief Financial Officer of First Data Corporation from 1995-2000. Prior to joining First Data Corporation, Mr. Adrean served in a variety of leadership positions at Providian Corporation from 1990-1995.

Mr. Adrean's employment will be at-will. Among the terms of his offer letter, he will receive (i) a base salary of \$425,000, subject to annual review; (ii) eligibility to participate in the Company's Annual Incentive Plan, with the opportunity to earn a prorated target bonus of 60% of base salary and a maximum bonus of 120%, subject to the terms of the plan; (iii) effective November 1, 2006, nonqualified stock options to acquire 30,000 shares of Equifax common stock, vesting in four equal annual installments beginning on the date of grant; (iv) on November 1, 2006, 14,000 restricted stock units, vesting on the third anniversary of the grant; (v) eligibility to participate in the non-qualified deferred compensation plan and supplemental executive retirement plan as a senior executive officer; (vi) \$3 million in executive life insurance; (vii) an annual allowance of \$10,000 (\$12,500 for the first year) for financial planning and tax advisory assistance, including a gross

Among the terms of Mr. Heroman's Agreement, he will continue to receive, through the Retirement Date, (i) a base salary at his current rate; (ii) service recognition under the Company's pension and supplemental retirement plans; (iii) eligibility for medical benefits and other plans available to active employees of the Company; and (iv) recognition of salary paid in 2006 for purposes of determining 2006 Annual Incentive Plan bonus based on actual business and individual performance. Upon the Retirement Date, Mr. Heroman will (i) become eligible for retirement status under the Company's pension and supplemental retirement plan; (ii) become fully vested in all of his restricted stock units that remain unvested under the applicable award agreements; (iii) receive continued vesting and revised exercise periods for his outstanding stock options as accorded to retirees under the applicable stock option award agreements; (iv) be eligible to participate in the Company's medical plan for retirees under the same terms accorded similarly-situated retirees; (v) be eligible for executive life insurance benefits as a retiree; (vi) receive a cash payment equivalent to 19 weeks of salary at his current salary rate, less any applicable tax withholdings; and (vii) receive an allowance of \$12,500 in 2007 (and up to \$2,500 remaining unused allowance for 2006) for financial planning and tax advisory assistance, including a gross up for income taxes on such assistance.

In connection with the Agreement, the Company will also enter into an Employee Confidentiality, Non-Solicitation and Assignment Agreement with Mr. Heroman pursuant to which he will agree to certain non-competition, nonsolicitation, nondisparagement and confidentiality restrictions and a general release of any claims against the Company.

Item 7.01. Regulation FD Disclosure.

On October 3, 2006, the Company issued a press release announcing the senior management changes disclosed in Items 1.01, 1.02 and 5.02 hereof and other matters. A copy of the text of the October 3, 2006 press release is attached as Exhibit 99.1 hereto. The information in this report, being furnished pursuant to Item 7.01 of Form 8-K, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, and is not incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

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Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 Press release of Equifax Inc. dated October 3, 2006.

SIGNATURE

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.

EQUIFAX INC.

By: /s/Kent E. Mast
Name: Kent E. Mast
Title: Corporate Vice President and
General Counsel

Date: October 5, 2006

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EXHIBIT INDEX

Exhibit 99.1 Press release of Equifax Inc. dated October 3, 2006.

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1550 Peachtree Street, N.W. Atlanta, Georgia 30309

NEWS RELEASE

Contact Information:

David Rubinger
Media Relations
(404) 885-8300
david.rubinger@equifax.com

**Equifax Appoints Lee Adrean as Chief Financial Officer;
Donald T. Heroman Announces Early Retirement**

ATLANTA, October 3, 2006 – Equifax Inc. (NYSE: EFX) today appointed Lee Adrean as Chief Financial Officer, replacing Donald T. Heroman who has announced plans to retire. Adrean will join the company on October 4, 2006, reporting to Chairman and Chief Executive Officer Richard F. Smith. Heroman's retirement from Equifax will be effective as of June 1, 2007.

"Don has provided solid financial direction during his four years with our company and has been an invaluable leader who helped steer us to strong growth," Smith said. "He played an instrumental role during Equifax's CEO transition and we greatly appreciate the support he's given us over the years. He retires from Equifax with the company in outstanding financial shape. We reiterate our statements of September 8, 2006, when we estimated revenue growth of 7-10 percent for the year and estimated that earnings per share will exceed \$2.00 for 2006, up from our original guidance of \$1.90 to \$1.99."

Smith continued, "Our commitment to good succession planning allows us to seamlessly transition financial leadership responsibilities and we're delighted to welcome Lee Adrean as our new CFO. Lee is a seasoned executive whose financial track record with Fortune 500 companies is the ideal fit for Equifax as we continue to strongly execute against our smart growth strategy."

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Adrean brings 30 years of commensurately senior positions in financial management, business leadership, and international strategy consulting to Equifax. Most recently, he served as Executive Vice President and Chief Financial Officer for NDCHealth Corporation. Prior to that, he held senior level positions in other companies including EarthLink Inc., First Data Corporation, Providian Corporation, Bain and Company, and the former Peat, Marwick, Mitchell & Co. (now KPMG).

Adrean holds a Masters in Business Administration from Harvard University, and a Bachelor of Science in Accounting from Bucknell University. He and his family live in Atlanta.

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About Equifax (www.equifax.com)

Equifax Inc. is a global leader in information technology that enables and secures global commerce with consumers and businesses. We are one of the largest sources of consumer and commercial data. Utilizing our databases, advanced analytics and proprietary enabling technology, we provide real-time answers for our customers. This innovative ability to transform information into intelligence is valued by customers across a wide range of industries and markets. Headquartered in Atlanta, Georgia, Equifax employs approximately 4,700 people in 13 countries throughout North America, Latin America and Europe. Equifax was founded 107 years ago, and today is a member of Standard & Poor's (S&P) 500® Index. Our common stock is traded on the New York Stock Exchange under the symbol EFX.

Caution Concerning Forward-Looking Statements

Forward-looking statements contained in this press release that relate to Equifax's business strategy, future results and performance are subject to risk and uncertainties and reflect management's current views and assumptions formed by available information. For further discussion of these and other risks and uncertainties, see Equifax's 2005 Form 10-K and other filings it makes with the Securities and Exchange Commission from time to time. Any forward-looking statements made by or on behalf of Equifax speak only as of the date they were made. Equifax undertakes no duty to update these forward-looking statements to reflect events or circumstances occurring after the date of this press release.

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