

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of Report (Date of Earliest Event Reported): February 19, 2015

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**EQUIFAX INC.**

(Exact name of Registrant as Specified in its Charter)

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**Georgia**

(State or other Jurisdiction  
of Incorporation)

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**1-6605**

(Commission File  
Number)

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**58-0401110**

(IRS Employer  
Identification No.)

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

(Address of principal executive offices)

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**30309**

(Zip code)

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

**Not Applicable**

(Former name or former address, if changed since last report)

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.**

The information set forth in Item 3.03 related to the Amendment (as defined therein) is incorporated herein by reference.

**Item 1.02. Termination of a Material Definitive Agreement.**

The information set forth in Item 3.03 related to the Amendment is incorporated herein by reference.

**Item 3.03. Material Modification to Rights of Security Holders.**

The Company and American Stock Transfer & Trust Company, LLC, as successor Rights Agent to SunTrust Bank (the "Rights Agent"), have executed an Amendment (the "Amendment"), dated as of February 19, 2015, to that certain Amended and Restated Rights Agreement dated as of October 14, 2005 between the Company and SunTrust Bank, originally dated as of October 25, 1995 and amended as of July 7, 2001 (as so amended, the "Rights Agreement"), regarding the Company's common share purchase rights (the "Rights").

The Amendment will have the effect of causing the Rights Agreement and the Rights to terminate on February 19, 2015.

The description contained herein of the Amendment is qualified in its entirety by reference to the terms of such document, which is attached hereto as an exhibit and incorporated herein by this reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

4.1 Amendment to Rights Agreement dated February 19, 2015 between the Company and American Stock Transfer & Trust Company, LLC, as successor Rights Agent, to the Amended and Restated Rights Agreement dated as of October 14, 2005 between the Company and SunTrust Bank, as Rights Agent.

99.1 Press Release dated February 19, 2015.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

EQUIFAX INC.

By: /s/ John J. Kelley III  
John J. Kelley III,  
Corporate Vice President and Chief Legal Officer

Dated: February 20, 2015

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Exhibit</u>
4.1	Amendment to Rights Agreement dated February 19, 2015 between the Company and American Stock Transfer & Trust Company, LLC, as successor Rights Agent, to the Amended and Restated Rights Agreement dated as of October 14, 2005 between the Company and SunTrust Bank, as Rights Agent.
99.1	Press Release dated February 19, 2015.

**AMENDMENT TO RIGHTS AGREEMENT**

Amendment, dated as of February 19, 2015 (this "Amendment"), by and between Equifax Inc. (the "Company") and American Stock Transfer & Trust Company, LLC, as duly appointed rights agent (the "Rights Agent") and successor to SunTrust Bank as Rights Agent, to the Amended and Restated Rights Agreement, dated as of October 14, 2005 (the "Rights Agreement"), by and between Equifax Inc. (the "Company") and SunTrust Bank, as Rights Agent.

WHEREAS, the parties hereto desire to amend the Rights Agreement to advance the Final Expiration Date of the Rights Agreement to February 19, 2015; and

WHEREAS, pursuant to Section 26 of the Rights Agreement, on February 19, 2015, the Board of Directors of the Company approved an amendment to the Rights Agreement;

NOW, THEREFORE, the parties hereto agree as follows:

1. The definition of "Final Expiration Date" set forth in Section 1 of the Rights Agreement is hereby amended and restated in its entirety as follows:

""Final Expiration Date" means the close of business on February 19, 2015."

2. Exhibits A and B to the Rights Agreement shall be deemed amended in a manner consistent with this Amendment.

3. Capitalized terms used without other definition in this Amendment are used as defined in the Rights Agreement.

4. This Amendment shall be deemed to be a contract made under the internal substantive laws of the State of Georgia and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts to be made and performed entirely within such State.

5. The Rights Agreement will not otherwise be supplemented or amended by virtue of this Amendment, but will remain in full force and effect.

6. This Amendment shall be executed in any number of counterparts and each of such counterparts will for all purposes be deemed to be an original, and all such counterparts shall together constitute one and the same instrument. A signature to this Agreement transmitted electronically will have the same authority, effect and enforceability as an original signature.

7. This Amendment shall be effective as of the date first above written and all references to the Rights Agreement shall, from and after such time, be deemed to be references to the Rights Agreement as amended hereby.

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8. The undersigned officer of the Company, being duly authorized on behalf of the Company, hereby certifies in his or her capacity as an officer on behalf of the Company to the Rights Agent that this Amendment is in compliance with the terms of Section 26 of the Rights Agreement.

9. By its execution and delivery hereof, the Company directs the Rights Agent to execute this Amendment.

IN WITNESS WHEREOF, this Amendment has been duly executed by the Company and the Rights Agent as of the effective time stated above.

EQUIFAX INC.

By: /s/ Dean C. Arvidson

Name: Dean C. Arvidson

Title: Senior Vice President &  
Corporate Secretary

AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC, as Rights Agent

By: /s/ Barbara J. Robbins

Name: Barbara J. Robbins

Title: Sr. Vice President

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

NEWS RELEASE

**Contact:**

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**Equifax Inc. Announces Termination of Shareholder Rights Plan**

ATLANTA, February 19, 2015 — Equifax Inc. (NYSE: EFX) today announced that its Board of Directors voted to terminate the company's shareholder rights plan effective February 19, 2015. Shareholders do not have to take any action as a result of this termination.

Richard F. Smith, chairman and chief executive officer, commented, "Our Board of Directors recently conducted a review of our corporate governance practices including our shareholder rights plan, sometimes called a "poison pill." In reaching its decision to terminate the plan at this time, the Board took into careful consideration shareholder feedback received as part of our ongoing shareholder outreach and engagement process."

**About Equifax**

Equifax is a global leader in consumer, commercial and workforce information solutions that provide businesses of all sizes and consumers with insight and information they can trust. Equifax organizes and assimilates data on more than 600 million consumers and 81 million businesses worldwide. The company's significant investments in differentiated data, its expertise in advanced analytics to explore and develop new multi-source data solutions, and its leading-edge proprietary technology enable it to create and deliver unparalleled customized insights that enrich both the performance of businesses and the lives of consumers.

Headquartered in Atlanta, Equifax operates or has investments in 19 countries and is a member of Standard & Poor's (S&P) 500® Index. Its common stock is traded on the New York Stock Exchange (NYSE) under the symbol EFX. In 2014, Equifax was nominated as a Bloomberg BusinessWeek Top 50 company; its CIO was listed as one of the top 100 by CIO magazine; and the company was named to the Fintech 100 list, was recognized as a top 20 company to work for by the Atlanta Journal-Constitution, and was named a 2014 InformationWeek Elite 100 Winner. For more information, please visit [www.equifax.com](http://www.equifax.com).