# 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): September 26, 2017

# Equifax Inc.

(Exact Name of Registrant as Specified in Charter)

Georgia (State or Other Jurisdiction of Incorporation) 001-06605 (Commission File Number) 54-0401110 (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

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)

Derecommencement 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230-405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company  $\Box$ 

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

#### Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 26, 2017, the board of directors of Equifax Inc. (the "Company") entered into an arrangement with the Company's newly appointed interim Chief Executive Officer, Paulino do Rego Barros, Jr. with respect to his compensation in connection with his new role. During the period of time Mr. Barros serves as interim Chief Executive Officer, Mr. Barros will receive a monthly cash payment of \$25,000 in addition to his current \$470,000 annual base salary, with such payment to continue for a minimum of six months regardless of his time in the position. Mr. Barros will continue in the Company's annual cash incentive plan consistent with the program for other senior executives with a target bonus of 60% of his base salary plus the additional monthly cash payments and a maximum bonus of 120% of base salary plus the additional monthly cash payments, based upon attainment against performance goals established annually by the compensation committee of the board of directors. Mr. Barros will also be eligible for an additional \$500,000 cash incentive opportunity based upon achievement of certain goals unique to his role as interim Chief Executive Officer, which will be specified by the Company's board of directors. He will receive a one-time appointment grant of \$1.5 million in restricted stock units ("RSUs") vesting three years from the grant date, subject to the terms and conditions of the award, with the number of RSUs granted to be determined by dividing the dollar value of the award by the closing price of the Company's stock on the grant date, which will be the first trading day of the Company's next open trading window for senior executives. The award will not be subject to early vesting upon retirement or otherwise unless Mr. Barros completes his role as interim Chief Executive Officer as determined by the board of directors. Mr. Barros will continue to be eligible for a long-term equity incentive award as part of the Company's annual cash incentive program generally consistent with the other named executive o

#### Item 8.01. Other Events.

On October 2, 2017, the Company issued a press release providing an update on the cybersecurity incident previously disclosed on September 7, 2017, including announcement that the cybersecurity firm has concluded its forensic investigation of the incident. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release dated October 2, 2017.

## Exhibit Index

The following exhibit is being furnished with this report:

Exhibit <u>No.</u>

99.1 <u>Press Release dated October 2, 2017</u>.

Description

## 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/ John J. Kelley IIIName:John J. Kelley III

Title: Corporate Vice President, Chief Legal Officer and Corporate Secretary

Date: October 2, 2017



For Immediate Release October 2, 2017

# EQUIFAX ANNOUNCES CYBERSECURITY FIRM HAS CONCLUDED FORENSIC INVESTIGATION OF CYBERSECURITY INCIDENT

#### Potentially impacted U.S. consumers increased by 2.5 million

Equifax Inc. (NYSE: EFX) announced today that the cybersecurity firm Mandiant has completed the forensic portion of its investigation of the cybersecurity incident disclosed on September 7 to finalize the consumers potentially impacted.

"I was advised Sunday that the analysis of the number of consumers potentially impacted by the cybersecurity incident has been completed, and I directed that the results be promptly released," newly appointed interim CEO, Paulino do Rego Barros, Jr. said. "Our priorities are transparency and improving support for consumers. I will continue to monitor our progress on a daily basis."

In the Sept. 7 announcement advising the public of the cybersecurity incident, Equifax said, "While the company's investigation is substantially complete, it remains ongoing and is expected to be completed in the coming weeks." Mandiant, the cybersecurity firm retained by Equifax to investigate the breach, advised the company Sunday that it has completed its forensic analysis of the consumers potentially impacted by the incident.

The completed review determined that approximately 2.5 million additional U.S. consumers were potentially impacted, for a total of 145.5 million. Mandiant did not identify any evidence of additional or new attacker activity or any access to new databases or tables. Instead, this additional population of consumers was confirmed during Mandiant's completion of the remaining investigative tasks and quality assurance procedures built into the investigative process.

The completed review also has concluded that there is no evidence the attackers accessed databases located outside of the United States.

With respect to potentially impacted Canadian citizens, the company previously had stated that there may have been up to 100,000 Canadian citizens impacted, but that number was preliminary and did not materialize. The completed review subsequently determined that personal information of approximately 8,000 Canadian consumers was impacted. In addition, it also was determined that some of the consumers with affected credit cards announced in the company's initial statement are Canadian. The company will mail written notice to all of the potentially impacted Canadian citizens.

The forensic investigation related to United Kingdom consumers has been completed and the resulting information is now being analyzed in the United Kingdom. Equifax is continuing discussions with regulators in the United Kingdom regarding the scope of the company's consumer notifications as the analysis of the completed forensic investigation is completed.

To be clear, the individuals identified in this update, and the unauthorized access of information, all relate to the cybersecurity incident disclosed on Sept. 7.

To minimize confusion, Equifax will mail written notices to all of the additional potentially impacted U.S. consumers identified since the Sept. 7 announcement. The feature on the website that U.S. consumers may use to determine whether they may have been impacted will be updated to reflect the additional potentially impacted U.S. consumers discussed in this release by no later than October 8.

"I want to apologize again to all impacted consumers. As this important phase of our work is now completed, we continue to take numerous steps to review and enhance our cybersecurity practices. We also continue to work closely with our internal team and outside advisors to implement and accelerate long-term security improvements," Barros added.

## ABOUT EQUIFAX

Equifax is a global information solutions company that uses trusted unique data, innovative analytics, technology and industry expertise to power organizations and individuals around the world by transforming knowledge into insights that help make more informed business and personal decisions. Headquartered in Atlanta, Ga., Equifax operates or has investments in 24 countries in North America, Central and South America, Europe and the Asia Pacific region. It is a member of Standard & Poor's (S&P) 500<sup>®</sup> Index, and its common stock is traded on the New York Stock Exchange (NYSE) under the symbol EFX. Equifax employs approximately 10,000 employees worldwide.

Contacts:

Ines Gutzmer Corporate Communications mediainquiries@equifax.com