Groupon, Inc.
Form DEFA14A
April 07, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant x Filed by a party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

¨ Definitive Proxy Statement

x Definitive Additional Materials

¨ Soliciting Material under §240.14a-12

Groupon, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

¨ Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****

Important Notice Regarding the Availability of Proxy Materials for the

Stockholder Meeting to Be Held on May 20, 2014.

GROUPON, INC.

GROUPON, INC.

600 WEST CHICAGO AVENUE

SUITE 400

CHICAGO, IL 60654

Meeting Information

Meeting Type: Annual Meeting

For holders as of: March 31, 2014

Date: May 20, 2014 **Time:** 10:00 AM

Location: The Dana Hotel
660 North State Street
Chicago, Illinois 60654

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at *www.proxyvote.com* or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

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Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE OF ANNUAL MEETING PROXY STATEMENT ANNUAL REPORT ON FORM 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: *www.proxyvote.com.*

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) *BY INTERNET*: www.proxyvote.com

2) *BY TELEPHONE*: 1-800-579-1639

3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 6, 2014 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to *www.proxyvote.com.* Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

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Voting Items

Unless otherwise specified in the spaces provided, the undersigned s vote is cast FOR the election of the director nominees in Proposal (1), and FOR Proposals (2), (3) and (4), as more fully described in the accompanying Proxy Statement.

1. Election of Directors

Nominees:

01) Eric Lefkofsky
02) Peter Barris
03) Robert Bass
04) Daniel Henry
05) Jeffrey Housenbold
06) Bradley Keywell
07) Theodore Leonsis

2. To ratify the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company for fiscal year 2014.

3. To approve, on an advisory basis, the compensation of our executive officers.

4. To approve the amendment to the Groupon, Inc. 2011 Incentive Plan to increase the number of shares available under the plan.

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Basic pro forma	$1.88
Diluted as reported	$1.86
Diluted pro forma	$1.85

8. SHAREHOLDERS' EQUITY

Employee Benefit Trusts. We maintain three employee benefit trusts for the purpose of satisfying obligations under certain benefit plans. These trusts held 3.7 million and 3.9 million shares of Equifax stock with a value, at cost, of $57.7 million and $59.5 million at December 31, 2007 and 2006, respectively, as well as cash, which was not material for both periods presented. The three employee benefits trusts are as follows:

The Employee Stock Benefits Trust, which constitutes a funding vehicle for a variety of employee benefit programs. Each year, this trust releases a certain number of shares which are distributed to employees in the course of share option exercises or nonvested share distributions upon vesting. The cash in this trust can also be used to satisfy our obligations under other benefit plans.

The Executive Life and Supplemental Retirement Benefit Plan Grantor Trust is used to ensure that the insurance premiums due under the Executive Life and Supplemental Retirement Benefit Plan are paid in case we fail to make scheduled payments following a change in control, as defined in this trust agreement.

The Supplemental Executive Retirement Plans Grantor Trust's assets are dedicated to ensure the payment of benefits accrued under our Supplemental Executive Retirement Plans in case of a change in control, as defined in this trust agreement.

The assets in these plans are subject to creditors claims in case of insolvency of Equifax Inc.

Rights Plan. Our Board of Directors has adopted a shareholder rights plan designed to protect our shareholders against abusive takeover attempts and tactics. The rights plan operates to dilute the interests of any person or group attempting to take control of the Company if the attempt is not deemed by our Board of Directors to be in the best interests of our shareholders. Under the rights agreement, as originally adopted in October 1995 and amended and restated in October 2005, holders of our common stock were granted one right to purchase common stock, or Right, for each outstanding share of common stock held of record on November 24, 1995. All newly issued shares of common stock since that date have been accompanied by a Right. The Rights will become exercisable and trade independently from our common stock if a person or group acquires or obtains the right to acquire 20% or more of Equifax's outstanding shares of common stock, or commences a tender or exchange offer that would result in that person or group acquiring 20% or more of the outstanding common stock, in each case without the consent of our Board. In the event the Rights become exercisable, each holder (other than the acquiring person or group) will be entitled to purchase that number of shares of securities or other property of Equifax having a market value equal to two times the exercise price of the Right. If Equifax were acquired in a merger or other business combination, each Right would entitle its holder to purchase the number of the acquiring company's common stock having a market value of two times the exercise price of the Right. In either case, our Board may choose to redeem the Rights for $0.01 per Right before they become exercisable. The Rights will expire on November 6, 2015, unless earlier redeemed, exchanged or amended by the Board.

9. BENEFIT PLANS

We have defined benefit pension plans and defined contribution plans. Substantially all U.S., Canadian and U.K. employees participate in one or more of these plans. We also maintain certain

EQUIFAX INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

9. BENEFIT PLANS (Continued)

healthcare and life insurance benefit plans for eligible retired employees. The measurement date for our defined benefit pension plans and other postretirement benefit plans is December 31st of each year.

Pension Benefits. Pension benefits are provided through U.S. and Canadian defined benefit pension plans and two supplemental executive defined benefit pension plans.

U.S. and Canadian Retirement Plans. We have one non-contributory qualified retirement plan covering most U.S. salaried employees (the Equifax Inc. Pension Plan, or EIPP) and a defined benefit plan for most salaried and hourly employees in Canada (the Canadian Retirement Income Plan, or CRIP). We also have a qualified retirement plan that covers U.S. salaried employees (the U.S. Retirement Income Plan, or USRIP) who terminated or retired before January 1, 2005. Benefits from these plans are primarily a function of salary and years of service.

In 2007 and 2006, we made discretionary contributions to the EIPP of $12.0 million and $20.0 million, respectively, and in 2006 funded $2.0 million for our other postretirement benefit plans. At December 31, 2007, the USRIP and the EIPP met or exceeded ERISA's minimum funding requirements. We do not expect to have to make any minimum funding contributions under ERISA for 2008 with respect to the USRIP or the EIPP, based on applicable law as currently in effect.

The annual report produced by our consulting actuaries specifies the funding requirements for our plans, based on projected benefits for plan participants, historical investment results on plan assets, current discount rates for liabilities, assumptions for future demographic developments, investment performance and recent changes in statutory requirements. We may elect to make additional discretionary contributions to our plans in excess of minimum funding requirements, subject to statutory limitations.

Supplemental Retirement Plans. We maintain two supplemental executive retirement programs for certain key employees. The plans, which are unfunded, provide supplemental retirement payments, based on salary and years of service.

Other Benefits. We maintain certain healthcare and life insurance benefit plans for eligible retired employees. Substantially all of our U.S. employees may become eligible for the healthcare benefits if they reach retirement age while working for us and satisfy certain years of service requirements. The retiree life insurance program covers employees who retired on or before December 31, 2003. We accrue the cost of providing healthcare benefits over the active service period of the employee.

EQUIFAX INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

9. BENEFIT PLANS (Continued)

Obligations and Funded Status.

A reconciliation of the benefit obligations, plan assets and funded status of the plans is as follows:

	Pension Benefits		Other Benefits	
	2007	2006	2007	2006
	(In millions)			
Change in benefit obligation				
Benefit obligation at January 1,	**$ 582.7**	$ 579.7	**$ 30.7**	$ 30.2
Service cost	**10.8**	10.0	**0.4**	0.4
Interest cost	**33.2**	32.1	**1.7**	1.6
Plan participants' contributions			**1.1**	0.9
Amendments	**0.2**	2.3		
Actuarial (gain) loss	**(14.0)**	(4.3)	**3.4**	1.9
Foreign currency exchange rate changes	**7.7**	0.1		
Retiree drug subsidy paid			**0.4**	0.1
Special termination beneifts		0.5		
Benefits paid	**(39.0)**	(37.7)	**(4.8)**	(4.4)
Benefit obligation at December 31,	**581.6**	582.7	**32.9**	30.7
Change in plan assets				
Fair value of plan assets at January 1,	**579.2**	529.4	**17.3**	13.8
Actual return on plan assets	**41.6**	64.0	**1.7**	1.5
Employer contributions	**15.5**	23.5	**3.7**	5.5
Plan participants' contributions			**1.1**	0.9
Foreign currency exchange rate changes	**9.3**			
Benefits paid	**(39.0)**	(37.7)	**(4.8)**	(4.4)
Fair value of plan assets at December 31,	**606.6**	579.2	**19.0**	17.3
Funded status of plan	**25.0**	(3.5)	**(13.9)**	(13.4)
Unrecognized prior service cost	**5.9**	6.7	**3.1**	3.6
Unrecognized actuarial loss	**150.2**	170.5	**8.8**	5.9
Prepaid (accrued) benefit cost	**$ 181.1**	$ 173.7	**$ (2.0)**	$ (3.9)

The accumulated benefit obligation for the USRIP, EIPP, CRIP and Supplemental Retirement Plans was $553.7 million and $557.1 million at December 31, 2007 and 2006, respectively.

At December 31, 2007, the Supplemental Retirement Plans had projected benefit obligations and accumulated benefit obligations in excess of those plans' respective assets. The projected benefit obligation, accumulated benefit obligation and fair value of plan assets for these plans were $47.1 million, $43.6 million and zero, respectively, at December 31, 2007.

At December 31, 2006, the Supplemental Retirement Plans had projected benefit obligations and accumulated benefit obligations in excess of those plans' respective assets. The projected benefit obligation, accumulated benefit obligation and fair value of plan assets for these plans were $46.8 million, $43.7 million and zero, respectively, at December 31, 2006. The EIPP had a projected

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EQUIFAX INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

9. BENEFIT PLANS (Continued)

benefit obligation of $108.2 million which is greater than the $103.9 million of plan assets; however, the plan assets were in excess of the $92.3 million accumulated benefit obligation.

The following table represents the net amounts recognized, or the funded status of our pension and other postretirement benefit plans, in our Consolidated Balance Sheets at December 31, 2007 and 2006:

	Pension Benefits		Other Benefits	
(In millions)	**2007**	**2006**	**2007**	**2006**
Amounts recognized in the statements of financial position consist of:				
Prepaid pension asset	**$ 72.2**	$ 47.7	**$**	$
Current liabilities	**(3.7)**	(3.5)		
Long-term liabilities	**(43.5)**	(47.7)	**(13.9)**	(13.4)
Net amount recognized	**$ 25.0**	$ (3.5)	**$ (13.9)**	$ (13.4)

Included in accumulated other comprehensive loss at December 31, 2007 and 2006, were the following amounts that have not yet been recognized in net periodic pension cost:

	Pension Benefits		Other Benefits	
(In millions)	**2007**	**2006**	**2007**	**2006**
Prior service cost, net of accumulated taxes of $2.2 and $2.4 in 2007 and 2006, respectively, for pension benefits and $1.1 and $1.3, respectively, for other benefits	**$ 3.7**	$ 4.3	**$ 2.0**	$ 2.3
Net actuarial loss, net of accumulated taxes of $54.8 and $62.4 in 2007 and 2006 for pension benefits and $3.2 and $2.2, respectively, for other benefits	**95.2**	108.1	**5.6**	3.7
Accumulated other comprehensive loss	**$ 98.9**	$ 112.4	**$ 7.6**	$ 6.0

The following indicates amounts recognized in other comprehensive income during the twelve months ended December 31, 2007:

(In millions)	**Pension Benefits**	**Other Benefits**
Amounts arising during the period:		
Net actuarial (gain) loss, net of taxes of $(4.7) for pension benefits and $1.2 for other benefits	$ (8.2)	$ 2.1
Foreign currency exchange rate loss, net of taxes of $0.5 for pension benefits	0.8	
Prior service cost, net of taxes of $0.1 for pension benefits	0.1	
Amounts recognized in net periodic benefit cost during the period:		
Recognized actuarial loss, net of taxes of $(3.3) for pension benefits and $(0.1) for other benefits	(5.6)	(0.2)
Amortization of prior service cost, net of taxes of $(0.4) for pension benefits and $(0.2) for other benefits	(0.6)	(0.3)

(In millions)	Pension Benefits	Other Benefits
Total recognized in other comprehensive income	$ (13.5)	$ 1.6

EQUIFAX INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

9. BENEFIT PLANS (Continued)

Components of Net Periodic Benefit Cost.

	Pension Benefits			Other Benefits		
	2007	2006	2005	2007	2006	2005
	(In millions)					
Service cost	**$ 10.8**	$ 10.0	$ 7.7	**$ 0.4**	$ 0.4	$ 0.4
Interest cost	**33.2**	32.1	31.8	**1.7**	1.6	1.6
Expected return on plan assets	**(42.9)**	(41.0)	(40.5)	**(1.5)**	(1.2)	(1.0)
Amortization of prior service cost	**1.0**	0.8	4.7	**0.5**	0.5	0.6
Recognized actuarial loss	**8.9**	10.0	8.3	**0.3**	0.2	
Special termination benefit		0.5				
Total net periodic benefit cost	**$ 11.0**	$ 12.4	$ 12.0	**$ 1.4**	$ 1.5	$ 1.6

The following represents the amount of prior service cost and actuarial loss included in accumulated other comprehensive loss that is expected to be recognized in net periodic benefit cost during the twelve months ended December 31, 2008:

(In millions)	Pension Benefits	Other Benefits
Prior service cost, net of taxes of $0.4 for pension benefits and and $0.1 for other benefits	$ 0.6	$ 0.3
Actuarial loss, net of taxes of $2.2 for pension benefits and and $0.2 for other benefits	$ 3.9	$ 0.4

Weighted-Average Assumptions.

	Pension Benefits		Other Benefits	
Weighted-average assumptions used to determine benefit obligations at December 31,	2007	2006	2007	2006
Discount rate	**6.23%**	5.86%	**6.04%**	5.84%
Rate of compensation increase	**4.30%**	4.28%	**N/A**	N/A

	Pension Benefits			Other Benefits		
Weighted-average assumptions used to determine net periodic benefit cost at December 31,	2007	2006	2005	2007	2006	2005
Discount rate	**5.86%**	5.68%	5.90%	**5.84%**	5.58%	5.92%
Expected return on plan assets	**8.00%**	7.99%	7.98%	**8.00%**	8.00%	8.00%
Rate of compensation increase	**4.28%**	4.28%	4.34%	**N/A**	N/A	N/A

The calculation of the net periodic benefit cost for the USRIP, EIPP and CRIP utilizes a market-related value of assets. The market-related value of assets recognizes the difference between actual returns and expected returns over five years at a rate of 20% per year.

An initial 9.0% annual rate of increase in the per capita cost of covered healthcare benefits was assumed for 2008. The rate was assumed to decrease gradually to an ultimate rate of 5.0% by 2012. Assumed healthcare cost trend rates have a significant effect on the amounts reported for the

EQUIFAX INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

9. BENEFIT PLANS (Continued)

healthcare plan. A one-percentage point change in assumed healthcare cost trend rates at December 31, 2007 would have had the following effects:

(In millions)	1-Percentage Point Increase	1-Percentage Point Decrease
Effect on total service and interest cost components	$ 0.2	$ (0.2)
Effect on accumulated postretirement benefit obligation	$ 2.5	$ (2.2)

We estimate that the future benefits payable for our retirement and postretirement plans are as follows at December 31, 2007:

Years ending December 31,	U.S. Defined Benefit Plans	Non-U.S. Defined Benefit Plans	Other Benefit Plans
		(In millions)	
2008	$ 37.8	$ 2.5	$ 3.8
2009	$ 38.5	$ 2.6	$ 4.0
2010	$ 38.6	$ 2.6	$ 3.9
2011	$ 38.8	$ 2.7	$ 4.0
2012	$ 39.3	$ 2.8	$ 3.8
Next five fiscal years to December 31, 2017	$ 201.6	$ 15.3	$ 16.3

USRIP and EIPP, or the Plans, Investment and Asset Allocation Strategies.

The primary goal of the asset allocation strategy of the Plans is to produce a total investment return, employing the lowest possible level of financial risk, which will: (1) satisfy annual cash benefits payments to the Plans' participants and (2) maintain and increase the total market value of the Plans' assets, after cash benefits payments, on a real (inflation adjusted) basis. Maximization of total investment return is not, taken in isolation, a goal of the asset allocation strategies of the Plans. Return maximization is pursued subject to the asset allocation risk control constraints noted previously. The Plan's investment managers are required to abide by the provisions of ERISA. Standards of performance for each manager include an expected return versus an assigned benchmark, a measure of volatility, and a time period of evaluation.

The Plans' asset allocation strategies are determined based upon guidelines provided by our external advisor. This forecasting process takes into account projected investment returns by asset category, the correlation among those returns, the standard deviation of those returns and the future pattern of actuarial liabilities to which the plan is obligated. Asset/liability forecasting is conducted periodically, as needed, utilizing input from our external consulting actuaries, and our external investment advisor. The Plans' asset allocation and ranges are approved by in-house Plan Administrators, who are Named Fiduciaries under ERISA. Investment recommendations are made by our external advisor, working in conjunction with our in-house Investment Officer. The expected return on plan assets assumption of 8.00% and 8.25% for the USRIP and the EIPP, respectively, in 2007 was based on the 50th percentile return from our asset/liability forecasting process.

The Plans, in an effort to meet their asset allocation objectives, utilize a variety of asset classes which have historically produced returns which are relatively uncorrelated to those of the S&P 500. Asset classes included in this category are alternative assets (hedge fund-of-funds), venture capital (including secondary private equity) and real estate. The primary benefits to the Plans of using these

9. BENEFIT PLANS (Continued)

types of asset classes are: (1) their non-correlated returns reduce the overall volatility of the Plans' portfolio of assets, and (2) they produce superior risk-adjusted returns. Additionally, the Plans allow certain of their managers, subject to specific risk constraints, to utilize derivative instruments, in order to enhance asset return, reduce volatility or both. Derivatives are primarily employed by the Plans in their fixed income portfolios and in the hedge fund-of-funds area.

The Plans are prohibited from investing additional amounts in Equifax stock once the market value of stock held by each plan exceeds 10% of the total market value of each plan. At both December 31, 2007 and 2006, the USRIP's assets included 0.9 million shares of Equifax common stock, with a market value of $33.6 million and $37.5 million, respectively. At December 31, 2007 and 2006, the EIPP's assets included 0.1 million shares of Equifax common stock for both periods, with a market value of $3.9 million and $4.3 million, respectively. Not more than 5% of the portfolio (at cost) shall be invested in the securities of any one issuer, with the exceptions of Equifax common stock, and U.S. Treasury and government agency securities.

During 2007, the Equifax Master Trust entered into certain allowed derivative arrangements in order to minimize potential losses in the Plans' assets. The Company bears no responsibility or liability under these arrangements.

The following USRIP and EIPP asset allocation ranges and actual allocations were in effect as of December 31, 2007 and 2006:

		Actual	
	Range	**2007**	**2006**
USRIP			
Large-Cap Equity	15%-35%	**20.6%**	23.3%
Mid-Cap Equity	2%-10%	**7.3%**	8.0%
Small-Cap Equity	2%-10%	**5.8%**	6.7%
International Equity	10%-30%	**17.5%**	20.7%
Private Equity	2%-8%	**6.2%**	6.4%
Hedge Funds	15%-30%	**19.4%**	19.1%
Real Assets	2%-10%	**1.7%**	2.5%
Fixed Income	10%-25%	**12.3%**	11.4%
Cash	0%-15%	**9.2%**	1.9%
EIPP			
Large-Cap Equity	15%-35%	**26.6%**	25.3%
Mid-Cap Equity	3%-10%	**3.0%**	13.9%
Small-Cap Equity	2%-10%	**3.3%**	7.4%
International Equity	10%-30%	**20.7%**	15.4%
Private Equity	2%-10%	**3.0%**	2.9%
Hedge Funds	15%-25%	**14.3%**	14.4%
Real Assets	5%-15%	**11.7%**	13.0%
Fixed Income	5%-20%	**6.1%**	6.8%
Cash	0%-15%	**11.3%**	0.9%

EQUIFAX INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

9. BENEFIT PLANS (Continued)

CRIP Investment and Asset Allocation Strategies

The Pension Committee of the CRIP has retained an investment manager who has the discretion to invest in various asset classes with the care, skill, and diligence expected of professional prudence. The CRIP has a separate custodian of those assets, which are held in various segregated pooled funds. The Pension Committee maintains an investment policy for the CRIP, which imposes certain limitations and restrictions regarding allowable types of investments. The current investment policy imposes those restrictions on investments or transactions such as (1) Equifax common stock or securities, except as might be incidental to any pooled funds which the plan may have, (2) commodities or loans, (3) short sales and the use of margin accounts, (4) put and call options, (5) private placements, and (6) transactions which are "related-party" in nature as specified by the Canadian Pension Benefits Standards Act and its regulations.

Each pooled fund is associated with an asset classification, which has a primary investment objective. The objective for each asset class is related to a standard investment index and to a period of four-years. The following includes the objectives for each of the current five asset classes:

Asset class	Four-Year Objective
Canadian Equities	S&P/TSX Composite Total Return Index plus 1.5%
U.S. Equities	S&P 500 Total Return Index plus 1.5% (Canadian $)
International Equities	MSCI EAFE Total Return Index plus 1.5% (Canadian $)
Fixed Income	Scotia Capital Universe Bond Index plus 0.5%
Money Market	Scotia Capital 91-Day Treasury Bill Index plus 0.3%

The plan's manager derives its investment return projections using several criteria. The determination of projected inflation is necessary to apply the premium to compute the nominal return for each asset class. The risk premium is based on historical studies of capital markets. The real return expectations for the various asset classes are based on historical relationships that acknowledge the risk premium inherent among the various asset classes. The nominal return, computed as described above, is then adjusted for various market and economic factors, including the status of the economic cycle, currency issues, the direction of interest rates, and price/earnings multiples. Next, specific time-weighted return targets are set for the total fund, based on a benchmark portfolio return. The Pension Committee expects the investment manager to exceed that return by a predetermined value over a certain period.

The following specifies the asset allocation ranges and actual allocation as of December 31, 2007 and 2006:

		Actual	
	Range	2007	2006
CRIP			
Canadian Equities	30%-50%	**39.1%**	37.7%
U.S. Equities	9%-29%	**19.3%**	20.4%
International Equities	0%-19%	**9.5%**	12.0%
Fixed Income	20%-40%	**30.0%**	29.8%
Money Market	0%-10%	**2.1%**	0.1%

EQUIFAX INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

9. BENEFIT PLANS (Continued)

The investment goal is to achieve the composite return calculated based on the above benchmark allocation plus 1% over successive four-year periods. An additional objective is to provide a real rate of return of 3.0% when compared with the Canadian Consumer Price Index, also over successive four-year periods. The actual investment returns for the CRIP were 1.7% for 2007 and 14.1% for 2006.

Equifax Retirement Savings Plans. Equifax sponsored two tax qualified defined contribution plans in 2007, the Equifax Inc. 401(k) Plan, or Equifax Plan, and the TALX Corporation Savings and Retirement Plan, or TALX Plan. The Company assumed sponsorship of the TALX Plan upon the acquisition of TALX. The TALX Plan was subsequently merged into the Equifax Plan.

The Group Plans Administrative Committee governs both plans and determines the employer matching contributions, within specified ranges, for the benefit of eligible employees of each respective plan. The employer matching contributions to the TALX Plan were invested according to participant direction. The employer matching contributions to the Equifax Plan are invested in the Equifax Stock Fund, a unitized stock fund invesment option within the Equifax Plan. Participants may divest of this stock fund into other available investment options within the Equifax Plan at any time. Our matching contributions are expensed. Expenses for the two plans in 2007 were $5.6 million. Expenses for the Equifax Plan in 2006 and 2005 were $3.7 million and $3.8 million, respectively.

Foreign Retirement Plans. We also maintain defined contribution plans for certain employees in the U.K. and Canada. For the years ended December 31, 2007, 2006 and 2005, our expenses related to these plans were not material.

Deferred Compensation Plans. We maintain deferred compensation plans that allow for certain management employees and the Board of Directors to defer the receipt of compensation (such as salary, incentive compensation, commissions, and/or stock from the exercise of stock options or vested shares) until a later date based on the terms of the plans. The benefits under our deferred compensation plans are guaranteed by the assets of a grantor trust which, through our funding, purchased variable life insurance policies on certain consenting individuals, with this trust as beneficiary. The purpose of this trust is to ensure the distribution of benefits accrued by participants of the deferred compensation plans in case of a change in control, as defined in the trust agreement.

Long-Term Incentive Plan. We have a shareholder-approved Key Management Incentive Plan (Annual Incentive Plan) for certain key officers that provides for annual or long-term cash awards at the end of various measurement periods, based on the earnings per share and/or various other criteria over the measurement period. Our total accrued incentive compensation for all incentive plans included in accrued salaries and bonuses on our Consolidated Balance Sheets was $53.6 million and $34.8 million at December 31, 2007 and 2006, respectively.

10. SEVERANCE CHARGE

During the fourth quarter of 2006, we approved a plan for certain organizational changes, effective January 1, 2007. This plan provided for the realignment of our operations, resulting in the elimination of approximately 170 positions, with expected payments totaling $6.4 million, pre-tax, and $4.0 million, net of tax. In accordance with SFAS No. 112, "Employer's Accounting for Postemployment Benefits An Amendment of FASB Statements No. 5 and 43," the severance cost liabilities were recognized in

EQUIFAX INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

10. SEVERANCE CHARGE (Continued)

2006 as payment was probable and estimable under existing plans. The realignment activities provided for by this plan were substantially complete at December 31, 2007.

11. RELATED PARTY TRANSACTIONS

SunTrust Banks, Inc., or SunTrust

We consider SunTrust a related party because L. Phillip Humann, a member of our Board of Directors, was the Chairman and Chief Executive Officer of SunTrust through January 1, 2007, and has continued to serve as SunTrust's Chairman since that date. Larry L. Prince, a member of our Board of Directors, is also a director of SunTrust. Our relationships with SunTrust are described more fully as follows:

We paid SunTrust $4.2 million, $3.1 million and $3.2 million, respectively, during the twelve months ended December 31, 2007, 2006 and 2005 for services such as lending, foreign exchange, debt underwriting, cash management, trust, investment management, acquisition valuation, and shareholder services relationships.

We also provide credit management services to SunTrust, as a customer, from whom we recognized revenue of $6.0 million, $4.9 million and $3.9 million, respectively, during the twelve months ended December 31, 2007, 2006 and 2005. The corresponding outstanding accounts receivable balances due from SunTrust at December 31, 2007 and 2006 were immaterial.

We have an $850.0 million Senior Credit Facility, as amended during the second quarter of 2007, with a group of banks, of which SunTrust is committed to $115.0 million. At December 31, 2007 and 2006, SunTrust's portion of the outstanding borrowings under this facility totaled $50.7 million and $3.8 million, respectively.

SunTrust is the holder of our $12.5 million mortgage obligation on the facility that houses our Atlanta, Georgia data center, which we acquired on July 26, 2007.

SunTrust provides the $29.0 million synthetic lease facility related to our Atlanta corporate headquarters building. As of December 31, 2007 and 2006, the amount of this facility was $29.0 million.

A subsidiary of SunTrust, AMA/Lighthouse, Inc., owned a 24.9% minority interest in Lighthouse Investment Partners, L.L.C., which provides investment management services for our USRIP; SunTrust sold its minority interest in January 2008. We had a similar arrangement with another of SunTrust's subsidiaries, Trusco Capital Management, Inc., during 2005 and early 2006. As of December 31, 2007 and 2006, a total of $30.1 million and $26.8 million, respectively, of USRIP assets were managed by one or both of these subsidiaries of SunTrust.

SunTrust is a dealer under our commercial paper program. Fees paid to the dealers related to our issuance of commercial paper were immaterial during the twelve months ended December 31, 2007.

SunTrust Robinson Humphrey served as underwriter for our public offering of $550.0 million of Notes in June 2007 for which they were paid underwriting fees of approximately $0.4 million.

EQUIFAX INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

11. RELATED PARTY TRANSACTIONS (Continued)

Bank of America, N.A., or B of A

We consider B of A a related party because Jacquelyn M. Ward, a member of our Board of Directors, is also a director of B of A. Our relationships with B of A are described more fully as follows:

We provide credit management services to B of A, as a customer, from whom we recognized revenue of $35.3 million, $37.1 million and $26.6 million, respectively, during the twelve months ended December 31, 2007, 2006 and 2005. The corresponding outstanding accounts receivable balances due from B of A at December 31, 2007 and 2006 were $6.0 million and $5.5 million, respectively.

As referenced above under SunTrust, we have an $850.0 million Senior Credit Facility, as amended during the second quarter of 2007, with a group of banks, of which B of A is committed to $115.0 million. At December 31, 2007 and 2006, B of A's portion of the outstanding borrowings under this facility totaled $50.7 million and $3.8 million, respectively.

B of A extends an uncommitted $25.0 million working capital line of credit to Equifax. The facility is cancelable at the discretion of either party. The uncommitted working capital line, at both December 31, 2007 and 2006, had an outstanding balance of zero.

Bank of America Corporation provides investment management services for the USRIP and EIPP through its subsidiary, Bank of America Capital Advisors, LLC. At December 31, 2007 and 2006, a total of $5.0 million and $7.1 million, respectively, of USRIP and EIPP assets were managed by this subsidiary.

At December 31, 2007 and 2006, B of A was the counterparty on interest rate swaps related to our headquarters building lease with us with a notional value of $29.0 million.

B of A is a dealer under our commercial paper program. Fees paid to the dealers related to our issuance of commercial paper were immaterial during the twelve months ended December 31, 2007.

B of A Securities, LLC served as underwriter for our public offering of $550.0 million of Notes in June 2007 for which they were paid underwriting fees of approximately $1.4 million.

Fidelity National Information Services, Inc., or FNIS

We consider FNIS a related party because Lee A. Kennedy, one of our directors, is President and Chief Executive Officer and a Director of FNIS. We sell telecommunication credit information reports and customer portfolio reviews to FNIS. Revenue from FNIS, as a customer, for credit disclosure reports and portfolio reviews was not material during the twelve months ended December 31, 2007, 2006 and 2005. The corresponding outstanding accounts receivable balances due from FNIS at December 31, 2007 and 2006 were also immaterial. In addition, FNIS provides customer invoice and disclosure notification printing and mailing services to us. Amounts paid to FNIS for fulfillment services were $11.5 million, $10.5 million and $10.0 million for the twelve months ended December 31, 2007, 2006 and 2005, respectively.

12. SEGMENT INFORMATION

Organizational Realignment. Effective January 1, 2007, we implemented certain organizational changes as a result of a strategic review of our business. The changes to our internal structure changed our operating segments to the following: U.S. Consumer Information Solutions, International, North America Personal Solutions and North America Commercial Solutions. U.S. Consumer Information Solutions consists of the former Marketing Services and North America Information Services, excluding U.S. Commercial Services and Canada. North America Commercial Solutions represents our former commercial business for the U.S. and Canada that was within North America Information Services as well as our October 2006 acquisition of Austin-Tetra. International consists of our consumer business in Canada and all of our businesses in Europe and Latin America. North America Personal Solutions remained unchanged. Our financial results for the twelve months ended December 31, 2006 and 2005 have been recast below to reflect our new organizational structure.

Reportable Segments. Effective with our organizational realignment on January 1, 2007 and the acquisition of TALX on May 15, 2007, we manage our business and report our financial results through the following five reportable segments, which are the same as our operating segments:

- U.S. Consumer Information Solutions
- TALX
- International
- North America Personal Solutions
- North America Commercial Solutions

The accounting policies of the reportable segments are the same as those described in our summary of significant accounting policies (see Note 1). We evaluate the performance of these reportable segments based on their operating revenues, operating income and operating margins, excluding any unusual or infrequent items, if any. Inter-segment sales and transfers are not material for all periods presented. The measurement criteria for segment profit or loss and segment assets are substantially the same for each reportable segment. All transactions between segments are accounted for at cost, and no timing differences occur between segments.

A summary of segment products and services under our new organizational structure is as follows:

U.S. Consumer Information Solutions. This segment includes consumer information services (such as credit information and credit scoring, credit modeling services, locate services, fraud detection and prevention services, identity verification services and other consulting services); mortgage loan origination information services; credit card marketing services; and consumer demographic and lifestyle information services.

TALX. This segment includes employment and income verification services (known as The Work Number) and employment tax and talent management services.

International. This segment includes information services products, which includes consumer and commercial services (such as credit and financial information, credit scoring and credit modeling services), credit marketing products and services, and products and services sold directly to consumers.

EQUIFAX INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

12. SEGMENT INFORMATION (Continued)

North America Personal Solutions. This segment includes credit information, credit monitoring and identity theft protection products sold directly to consumers via the Internet and in various hard-copy formats.

North America Commercial Solutions. This segment includes commercial products and services such as business credit and demographic information, credit scores and portfolio analytics (decisioning tools), which are derived from our databases of business credit and financial information.

Segment information for the twelve months ended December 31, 2007, 2006 and 2005 and as of December 31, 2007 and 2006 is as follows:

	Twelve Months Ended December 31,		
(in millions)	**2007**	**2006**	**2005**
Operating revenue:			
U.S. Consumer Information Solutions	**$ 969.7**	$ 968.1	$ 933.3
International	**472.8**	402.8	358.3
North America Personal Solutions	**153.5**	126.0	114.7
North America Commercial Solutions	**67.6**	49.4	37.1
TALX	**179.4**		
Total operating revenue	**$ 1,843.0**	$ 1,546.3	$ 1,443.4

	Twelve Months Ended December 31,		
(in millions)	**2007**	**2006**	**2005**
Operating income:			
U.S. Consumer Information Solutions	**$ 383.5**	$ 395.7	$ 392.2
International	**141.1**	118.1	100.8
North America Personal Solutions	**34.0**	13.6	13.5
North America Commercial Solutions	**12.0**	9.9	4.4
TALX	**29.3**		
General Corporate Expense	**(113.7)**	(101.2)	(88.9)
Total operating income	**$ 486.2**	$ 436.1	$ 422.0

EQUIFAX INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

12. SEGMENT INFORMATION (Continued)

(in millions)	Twelve Months Ended December 31, 2007	2006	2005
Operating revenue:			
Online Consumer Information Solutions	**$ 639.0**	$ 619.2	$ 594.5
Mortgage Reporting Solutions	**66.1**	71.7	85.1
Credit Marketing Services	**156.4**	166.3	150.7
Direct Marketing Services	**108.2**	110.9	103.0
Total U.S. Consumer Information Solutions	**969.7**	968.1	933.3
Europe	**183.8**	153.6	142.0
Latin America	**182.5**	154.0	126.7
Canada Consumer	**106.5**	95.2	89.6
Total International	**472.8**	402.8	358.3
North America Personal Solutions	**153.5**	126.0	114.7
North America Commercial Solutions	**67.6**	49.4	37.1
The Work Number	**72.6**		
Tax and Talent Management Services	**106.8**		
Total TALX	**179.4**		
Total operating revenue	**$ 1,843.0**	$ 1,546.3	$ 1,443.4

(in millions)	December 31, 2007	2006
Total assets:		
U.S. Consumer Information Solutions	**$ 973.6**	$ 988.2
International	**652.0**	574.4
North America Personal Solutions	**15.5**	14.3
North America Commercial Solutions	**78.2**	72.4
TALX	**1,575.7**	
General Corporate	**228.9**	141.3
Total assets	**$ 3,523.9**	$ 1,790.6

(in millions)	Twelve Months Ended December 31, 2007	2006	2005
Depreciation and amortization expense:			
U.S. Consumer Information Solutions	**$ 47.0**	$ 46.1	$ 47.2
International	**21.4**	19.2	18.4

	Twelve Months Ended December 31,		
North America Personal Solutions	**2.9**	3.0	2.7
North America Commercial Solutions	**5.5**	4.2	3.8
TALX	**38.3**		
General Corporate	**12.6**	10.3	10.1
Total depreciation and amortization expense	**$ 127.7**	$ 82.8	$ 82.2

EQUIFAX INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

12. SEGMENT INFORMATION (Continued)

(in millions)	Twelve Months Ended December 31, 2007	2006	2005
Capital expenditures:			
U.S. Consumer Information Solutions	**$ 23.3**	$ 32.0	$ 31.1
International	**23.0**	11.1	8.4
North America Personal Solutions	**5.0**	2.9	2.1
North America Commercial Solutions	**1.0**	0.8	0.1
TALX	**6.4**		
General Corporate	**59.8**	5.2	4.5
Total capital expenditures	**$ 118.5**	$ 52.0	$ 46.2

Financial information by geographic area is as follows:

	Twelve Months Ended December 31,					
	2007		2006		2005	
(in millions)	Amount	%	Amount	%	Amount	%
Operating revenue (based on location of customer):						
U.S.	**$ 1,344.5**	**73%**	$ 1,120.5	72%	$ 1,063.9	73%
Canada	**132.2**	**7%**	118.2	8%	110.8	8%
U.K.	**158.0**	**9%**	135.0	9%	124.3	9%
Brazil	**83.0**	**4%**	78.0	5%	67.4	5%
Other	**125.3**	**7%**	94.6	6%	77.0	5%
Total operating revenue	**$ 1,843.0**	**100%**	$ 1,546.3	100%	$ 1,443.4	100%

	December 31,			
	2007		2006	
(in millions)	Amount	%	Amount	%
Long-Lived assets				
U.S.	**$ 2,384.5**	**77%**	$ 898.3	62%
Canada	**119.2**	**4%**	114.6	8%
U.K.	**131.3**	**4%**	126.8	9%
Brazil	**169.0**	**5%**	141.5	10%
Other	**294.9**	**10%**	164.2	11%
Total long-lived assets	**$ 3,098.9**	**100%**	$ 1,445.4	100%

	December 31,

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EQUIFAX INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

13. QUARTERLY FINANCIAL DATA (UNAUDITED)

Quarterly financial data for 2007 and 2006 were as follows:

	Three Months Ended			
2007	**March 31,**	**June 30,**	**September 30,**	**December 31,**
	(In millions, except per share data)			
Operating revenue	**$ 405.1**	**$ 454.5**	**$ 492.5**	**$ 490.9**
Operating income	**$ 117.0**	**$ 119.8**	**$ 129.2**	**$ 120.2**
Net income	**$ 69.0**	**$ 70.1**	**$ 67.9**	**$ 65.7**
Basic earnings per common share *	**$ 0.55**	**$ 0.52**	**$ 0.49**	**$ 0.50**
Diluted earnings per common share*	**$ 0.54**	**$ 0.51**	**$ 0.48**	**$ 0.49**

	Three Months Ended			
2006	**March 31,**	**June 30,**	**September 30,**	**December 31,**
	(In millions, except per share data)			
Operating revenue	$ 374.0	$ 387.7	$ 394.6	$ 390.0
Operating income	$ 109.2	$ 96.4	$ 120.6	$ 109.9
Net income	$ 62.9	$ 69.6	$ 78.9	$ 63.1
Basic earnings per common share *	$ 0.49	$ 0.54	$ 0.62	$ 0.50
Diluted earnings per common share*	$ 0.48	$ 0.53	$ 0.61	$ 0.50

* The sum of the quarterly EPS does not equal the annual EPS due to changes in the weighted-average shares between periods.

The comparability of our quarterly financial results during 2007 and 2006 were impacted by certain events, as follows:

During 2007 and 2006, we made several acquisitions, including TALX and a credit reporting business located in Peru during 2007 and Austin-Tetra during 2006. For additional information about these acquisitions, see Note 2 of the Notes to Consolidated Financial Statements.

During the second and third quarters of 2006, there were several litigation matters that had an impact on our Consolidated Financial Statements, including litigation loss contingencies recorded by our North America Personal Solutions and USCIS operating segments and the non-taxable gain related to our settlement of claims we had against the former owners of Naviant, Inc. discussed further in Note 5.

During the fourth quarter of 2006, we recorded a severance charge of $6.4 million ($4.0 million, net of tax) related to an organizational realignment.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended, or Exchange Act) as of December 31, 2007.

No system of controls, no matter how well designed and operated, can provide absolute assurance that the objectives of the system of controls are met, and no evaluation of controls can provide absolute assurance that the system of controls has operated effectively in all cases. Our disclosure controls and procedures, however, are designed to provide reasonable assurance that the objectives of disclosure controls and procedures are met.

Based on the evaluation discussed above, our chief executive officer and chief financial officer have concluded that our disclosure controls and procedures were, as of December 31, 2007, effective and designed to provide reasonable assurance that information required to be disclosed by us in reports we file or submit under the Exchange Act is (1) recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and (2) is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosures.

Internal Control Over Financial Reporting

Management's annual report on internal control over financial reporting is included in Item 8 on page 53 and is incorporated by reference.

The report of our independent registered public accounting firm on our internal control over financial reporting is included in Item 8 on page 54 and is incorporated by reference.

Upon our acquisition of TALX Corporation on May 15, 2007, we expanded our internal control over financial reporting to include TALX's results of operations, financial statement disclosures and certain processes and systems that were integrated during 2007. There were no other changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the fourth fiscal quarter of 2007 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Information required by Item 10 of Part III regarding our directors, nominees, and audit committee financial experts is included in the sections captioned "Corporate Governance and Board Matters" and "Section 16(a) Beneficial Ownership Reporting Compliance" in our definitive Proxy Statement, or 2008 Proxy Statement, relating to the Annual Meeting of Shareholders to be held on May 9, 2008, to be filed with the SEC within 120 days after December 31, 2007, and is incorporated herein by reference.

Information regarding our Executive Officers required by Item 10 of Part III is set forth in Item 1 of Part I "Business Executive Officers of the Registrant."

Information regarding compliance with Section 16(a) of the Securities Exchange Act of 1934 is included in the section of our 2008 Proxy Statement captioned "Section 16(a) Beneficial Ownership Reporting Compliance," and is incorporated herein by reference.

Equifax has adopted codes of ethics and business conduct applicable to all directors, officers and employees, available at *www.equifax.com/corp/aboutefx/ethics/main.shtml,* or in print upon request to the Corporate Secretary, Equifax Inc., P.O. Box 4081, Atlanta, Georgia, 30302. We will post any amendments to the code of ethics and business conduct, and any waivers that are required to be disclosed by the rules of either the SEC or the New York Stock Exchange on our Internet site.

ITEM 11. EXECUTIVE COMPENSATION

Information required by Item 11 of Part III is included in the sections of our 2008 Proxy Statement captioned "Executive Compensation," "Director Compensation," "Compensation Committee Interlocks and Insider Participation," and "Compensation, Human Resources and Management Succession Committee Report" and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information required by Item 12 of Part III is included in the section of our 2008 Proxy Statement captioned "Stock Ownership" and is incorporated herein by reference.

Securities Authorized for Issuance Under Equity Compensation Plans

Information required by Item 12 regarding the securities authorized for issuance under our equity compensation plans is included in the section captioned "Equity Compensation Plan Information" in our Proxy Statement for the Annual Meeting of Shareholders to be held May 9, 2008. This Proxy Statement will be filed with the SEC and is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information required by Item 13 of Part III is included in the section of our 2008 Proxy Statement captioned "Corporate Governance and Board Matters," and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information required by Item 14 of Part III is included in the section of our 2008 Proxy Statement captioned "Principal Accountant Fees and Services" and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)

List of Documents Filed as a Part of This Report:

(1)

Financial Statements. The following financial statements are included in Item 8 of Part II:

Consolidated Balance Sheets December 31, 2007 and 2006;

Consolidated Statements of Income for the Years Ended December 31, 2007, 2006 and 2005;

Consolidated Statements of Cash Flows for the Years Ended December 31, 2007, 2006 and 2005;

Consolidated Statements of Shareholders' Equity and Comprehensive Income for the Years Ended December 31, 2007, 2006 and 2005; and

Notes to Consolidated Financial Statements.

(2)

Financial Statement Schedules.

Schedule II Valuation and Qualifying Accounts

All other schedules for which provision is made in the applicable accounting regulation of the SEC are not required under the related instructions or are inapplicable and, therefore, have been omitted.

(3)

Exhibits. A list of the exhibits required to be filed as part of this Report by Item 601 of Regulation S-K is set forth in the Exhibit Index on page 114 of this Form 10-K, which immediately precedes such exhibits, and is incorporated herein by reference.

(b)

Exhibits. See Item 15(a)(3).

(c)

Financial Statement Schedules. See Item 15(a)(2).

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on February 27, 2008.

EQUIFAX INC.
(Registrant)

By: /s/ RICHARD F. SMITH

Richard F. Smith
Chairman and Chief Executive Officer

We, the undersigned directors and executive officers of Equifax Inc., hereby severally constitute and appoint Lee Adrean and Nuala M. King, and each of them singly, our true and lawful attorneys with full power to them and each of them to sign for us, and in our names in the capacities indicated below, any and all amendments to this Annual Report on Form 10-K filed with the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys to any and all amendments to said Annual Report on Form 10-K.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on February 27, 2008.

/s/ RICHARD F. SMITH

Richard F. Smith, *Chairman and Chief Executive Officer*

/s/ LEE ADREAN

Lee Adrean, *Corporate Vice President and Chief Financial Officer (Principal Financial Officer)*

/s/ NUALA M. KING

Nuala M. King, *Senior Vice President and Corporate Controller (Principal Accounting Officer)*

/s/ WILLIAM W. CANFIELD

William W. Canfield, *Director*

/s/ JOHN L. CLENDENIN

John L. Clendenin, *Director*

/s/ JAMES E. COPELAND, JR.

James E. Copeland, Jr., *Director*

/s/ ROBERT D. DALEO

Robert D. Daleo, *Director*

/s/ WALTER W. DRIVER, JR.

Walter W. Driver, Jr., *Director*

/s/ MARK L. FEIDLER

Mark L. Feidler, *Director*

/s/ L. PHILLIP HUMANN

L. Phillip Humann, *Director*

/s/ LEE A. KENNEDY

Lee A. Kennedy, *Director*

/s/ SIRI S. MARSHALL

Siri S. Marshall, *Director*

/s/ LARRY L. PRINCE

Larry L. Prince, *Director*

/s/ MARK B. TEMPLETON

Mark B. Templeton, *Director*

/s/ JACQUELYN M. WARD

Jacquelyn M. Ward, *Director*

2007 Form 10-K

EXHIBIT INDEX

Exhibit Number	Description
	Plan of Acquisition, Reorganization, Arrangement, Liquidation or Succession
2.1	Agreement and Plan of Merger dated February 14, 2007, among Equifax Inc., TALX Corporation and Chipper Corporation (incorporated by reference to Exhibit 2.1 to Equifax's Form 8-K filed February 15, 2007).
	Articles of Incorporation and Bylaws
3.1	Amended and Restated Articles of Incorporation of Equifax Inc. as amended to date (incorporated by reference to Exhibit B to Equifax's Schedule 14A filed March 27, 1996).
3.2	Bylaws of Equifax Inc. as amended to date (incorporated by reference to Exhibit 3.2(I) to Equifax's Form 8-K filed September 18, 2007).
	Instruments Defining the Rights of Security Holders, Including Indentures
4.1	Amended and Restated Rights Agreement, dated as of October 14, 2005, between Equifax Inc. and SunTrust Bank, as Rights Agent, which includes as Exhibit A the form of Rights Certificate and as Exhibit B the Summary of Rights (incorporated by reference to Exhibit 4.1 to Equifax's Form 8-K filed on October 18, 2005).
4.2	Form of Indenture dated as of June 29, 1998 between Equifax Inc. and The First National Bank of Chicago, Trustee (under which Equifax's 6.9% Debentures due 2028 were issued) (incorporated by reference to Exhibit 4.4 to Equifax's Form 10-K filed March 31, 1999).
4.3	First Supplemental Indenture dated as of June 28, 2007 between Equifax Inc. and The Bank of New York Trust Company, N.A. (under which Equifax's 6.30% Senior Notes due 2017 were issued), to Indenture dated as of June 29, 1998 between Equifax Inc. and The Bank of New York Trust Company, N.A. (incorporated by reference to Exhibit 4.1 to Equifax's Form 8-K filed June 29, 2007).
4.4	Second Supplemental Indenture dated as of June 28, 2007 between Equifax Inc. and The Bank of New York Trust Company, N.A. (under which Equifax's 7.00% Senior Notes due 2037 were issued), to Indenture dated as of June 29, 1998 between Equifax Inc. and The Bank of New York Trust Company, N.A. (incorporated by reference to Exhibit 4.1 to Equifax's Form 8-K filed June 29, 2007).
4.5	Amended and Restated Credit Agreement dated as of July 24, 2006 among Equifax Inc., Equifax PLC, the Lenders named therein and SunTrust Bank as Administrative Agent (incorporated by reference to Exhibit 4.1 to Equifax's Form 10-Q filed November 1, 2006).
4.6	First and Second Amendments to Amended and Restated Credit Agreement dated as of May 11, 2007, to Amended and Restated Credit Agreement dated as of July 24, 2006 among Equifax Inc., Equifax PLC, the Lenders named therein and SunTrust Bank as Administrative Agent (incorporated by reference to Exhibit 10.1 to Equifax's Form 8-K filed May 15, 2007).
4.7	Note Purchase Agreement dated as of May 25, 2006, among TALX Corporation and the Purchasers named therein (TALX Corporation Senior Guaranteed Notes due 2014) (including as Exhibit 1 the form of Senior Guaranteed Note due 2014) (incorporated by reference to Exhibit 4.1 to Equifax's Form 10-Q filed August 1, 2007).

4.8 Amendment Agreement dated as of May 15, 2007, among Equifax Inc., TALX Corporation and the Purchasers named therein (including form of Equifax Inc. parent guaranty), to Note Purchase Agreement between TALX Corporation and the Purchasers named therein dated as of May 25, 2006 (TALX Corporation Senior Guaranteed Notes due 2014) (incorporated by reference to Exhibit 4.2 to Equifax's Form 10-Q filed August 1, 2007).

Except as set forth in the preceding Exhibits 4.1 through 4.8, instruments defining the rights of holders of long-term debt securities of Equifax have been omitted where the total amount of securities authorized does not exceed 10% of the total assets of Equifax Inc. and its subsidiaries on a consolidated basis. Equifax agrees to furnish to the SEC, upon request, a copy of such instruments with respect to issuances of long-term debt of Equifax and its subsidiaries.

Management Contracts and Compensatory Plans or Arrangements

10.1 Equifax Inc. Deferred Compensation Plan (incorporated by reference to Exhibit 10.3 to Equifax's Form 10-K filed March 31, 1998).

10.2 Form of Tier 1 Change in Control Agreement (incorporated by reference to Exhibit 10.4 to Equifax's Form 10-K filed March 16, 2005).

10.3 Form of Tier 2 Change in Control Agreement (incorporated by reference to Exhibit 10.5 to Equifax's Form 10-K filed March 16, 2005).

10.4 Equifax Inc. Omnibus Stock Incentive Plan (incorporated by reference to Exhibit 10.8 to Equifax's Form 10-K filed March 31, 1998).

10.5 Equifax Inc. Non-Employee Director Stock Option Plan and Form of Non-Employee Director Stock Option Agreement (incorporated by reference to Exhibit 10.16 to Equifax's Form 10-K filed March 31, 1999).

10.6 Equifax Inc. Supplemental Executive Retirement Plan (incorporated by reference to Exhibit 10.7 to Equifax's Form 10-K filed March 29, 2001).

10.7 Supplemental Retirement Plan for Executives of Equifax Inc. (incorporated by reference to Exhibit 10.1 to Equifax's Form 8-K filed November 15, 2004).

10.8 Equifax Inc. Executive Life and Supplemental Retirement Benefit Plan (incorporated by reference to Exhibit 10.8 to Equifax's Form 10-K filed March 29, 2001).

10.9 Equifax Inc. Key Management Long-Term Incentive Plan as amended and restated effective as of January 1, 2006 (incorporated by reference to Appendix A to Equifax's definitive proxy statement on Schedule 14A filed April 12, 2006).

10.10 Equifax Inc. 2000 Stock Incentive Plan as amended (incorporated by reference to Exhibit 10.1 to Equifax's Form 8-K filed November 3, 2004).

10.11 Form of Non-Qualified Stock Option Agreement under the Equifax Inc. 2000 Stock Incentive Plan (incorporated by reference to Exhibit 10.5 to Equifax's Form 8-K filed September 9, 2004).

10.12 Form of Non-Qualified Stock Option Agreement under the Equifax Inc. 2000 Stock Incentive Plan (U.K. approved option version) (incorporated by reference to Exhibit 10.6 to Equifax's Form 8-K filed September 9, 2004).

10.13 Form of Non-Qualified Stock Option Agreement under the Equifax Inc. 2000 Stock Incentive Plan (U.K. unapproved option version) (incorporated by reference to Exhibit 10.7 to Equifax's Form 8-K filed September 9, 2004).

10.14 Form of Deferred Share Award Agreement (restricted stock units) under the Equifax Inc. 2000 Stock Incentive Plan (incorporated by reference to Exhibit 10.9 to Equifax's Form 8-K filed September 9, 2004).

10.15 Equifax Inc. Bonus Exchange Program (incorporated by reference to Exhibit 10.24 to Equifax's Form 10-K filed March 29, 2001).

10.16 Bonus Deferral Arrangement (incorporated by reference to Exhibit 10.25 to Equifax's Form 10-K filed March 12, 2002).

10.17 Equifax Inc. Executive Deferred Compensation Plan (incorporated by reference to Exhibit 10.27 to Equifax's Form 10-K filed March 28, 2003).

10.18 Equifax Inc. Director Deferred Compensation Plan, as amended through November 21, 2006 (incorporated by reference to Exhibit 4.4 to Equifax's Form S-8 filed January 31, 2007).

10.19 Equifax Grantor Trust dated as of January 1, 2003 between Equifax Inc. and Wachovia Bank, N.A., Trustee (incorporated by reference to Exhibit 10.30 to Equifax's Form 10-K filed March 28, 2003).

10.20 Equifax Inc. Director and Executive Stock Deferral Plan as amended through March 31, 2003 (incorporated by reference to Exhibit 4 to Equifax's Registration Statement on Form S-8 filed November 12, 2003).

10.21 Form of Executive Officer Deferred Share Award Agreement (incorporated by reference to Exhibit 10.27 to Equifax's 10-K filed March 16, 2005).

10.22 Form of Director Deferred Share Award Agreement (incorporated by reference to Exhibit 10.28 to Equifax's Form 10-K filed March 16, 2005).

10.23 Summary of Annual Incentive Plan (incorporated by reference to Exhibit 10.32 to Equifax's Form 10-K filed on March 16, 2005).

10.24 Employment Agreement dated as of August 22, 2005 between Equifax Inc. and Richard F. Smith (incorporated by reference to Exhibit 10.1 to Equifax's Form 10-Q filed November 7, 2005).

10.25 Deferred Share Award Agreement dated as of September 19, 2005 between Equifax Inc. and Richard F. Smith (incorporated by reference to Exhibit 10.2 to Equifax's Form 10-Q filed November 7, 2005).

10.26 Offer letter dated as of September 29, 2006 between Lee Adrean and Equifax Inc. (incorporated by reference to Exhibit 10.32 to Equifax's Form 10-K filed February 28, 2007).

10.27 TALX Corporation Amended and Restated 1994 Stock Option Plan (incorporated by reference to Exhibit 10.1 to Equifax's Form 10-Q filed August 1, 2007).

10.28 Form of Incentive Stock Option Agreement (TALX Corporation Amended and Restated 1994 Stock Option Plan) (incorporated by reference to Exhibit 10.2 to Equifax's Form 10-Q filed August 1, 2007).

10.29 Form of Non-Qualified Stock Option Agreement (TALX Corporation Amended and Restated 1994 Stock Option Plan) (incorporated by reference to Exhibit 10.3 to Equifax's Form 10-Q filed August 1, 2007).

10.30 TALX Corporation Outside Directors' Stock Option Plan (incorporated by reference to Exhibit 10.4 to Equifax's Form 10-Q filed August 1, 2007).

10.31 First Amendment to TALX Corporation Outside Directors' Stock Option Plan (incorporated by reference to Exhibit 10.5 to Equifax's Form 10-Q filed August 1, 2007).

10.32 Second Amendment to TALX Corporation Outside Directors' Stock Option Plan (incorporated by reference to Exhibit 10.6 to Equifax's Form 10-Q filed August 1, 2007).

10.33 Form of Director Stock Option Agreement (TALX Corporation, Outside Directors Stock Option Plan) (incorporated by reference to Exhibit 10.7 to Equifax's Form 10-Q filed August 1, 2007).

10.34 Form of Restricted Stock Agreement (TALX Corporation 2005 Omnibus Stock Plan) (incorporated by reference to Exhibit 10.8 to Equifax's Form 10-Q filed August 1, 2007).

10.35 Employment Agreement dated September 1, 1996, and Modification of Employment Agreement dated February 1, 2007, between TALX Corporation and William W. Canfield (incorporated by reference to Exhibit 10.9 to Equifax's Form 10-Q filed August 1, 2007).

10.36 First Amendment to and Complete Restatement of TALX Split-Dollar Agreements and Related Insurance Agreements, dated March 31, 1999, by and among TALX Corporation, William W. Canfield, and Thomas M. Canfield and James W. Canfield, Trustees of the Canfield Family Irrevocable Insurance Trust U/A March 31, 1993 (incorporated by reference to Exhibit 10.10 to Equifax's Form 10-Q filed August 1, 2007).

10.37 TALX Corporation 2005 Omnibus Stock Plan (incorporated by reference to Exhibit 10.11 to Equifax's Form 10-Q filed August 1, 2007).

Material Contracts

10.38 Agreement for Computerized Credit Reporting Services and Options to Purchase and Sell Assets dated as of August 1, 1988 among The Credit Bureau, Incorporated of Georgia, Equifax Inc., Computer Sciences Corporation, CSC Credit Services, Inc., Credit Bureau of Greater Cincinnati, Inc., Credit Bureau of Greater Kansas City, Inc., Johns Holding Company, CSC Credit Services of Minnesota, Inc. and CSC Accounts Management, Inc. (incorporated by reference to Exhibit 10.18 to Equifax's Form 10-K filed March 30, 2000).

10.39 First through Third Amendments dated as of December 28, 1990, 1991 and September 27, 1991, respectively, to Agreement for Computerized Credit Reporting Services and Options to Purchase and Sell Assets (incorporated by reference to Exhibit 10.26 to Equifax's Form 10-K filed March 31, 1997).

10.40 Fourth Amendment dated as of December 31, 1992 to Agreement for Computerized Services and Options to Purchase and Sell Assets (incorporated by reference to pages 8 through 16 and Exhibit 4.1 to Amendment No. 1 to Form S-3, Registration Statement No. 33-62820 filed June 17, 1993).

10.41 Fifth Amendment dated as of September 7, 1993 to Agreement for Computerized Credit Reporting Services and Options to Purchase and Sell Assets (incorporated by reference to Exhibit 10.21 to Equifax's Form 10-K filed March 30, 2000).

10.42	Sixth Amendment dated as of 1994 to Agreement for Computerized Credit Reporting Services and Options to Purchase and Sell Assets (incorporated by reference to Exhibit 10.25 to Equifax's Form 10-K filed March 30, 1995).
10.43	Lease Agreement dated as of March 18, 1994 between Equifax Inc. and William J. Wade, Individual Owner Trustee of Equifax Business Trust No. 1994-A, related to leveraged lease of JV White Technology Center (incorporated by reference to Exhibit 10.24 to Equifax's Form 10-K filed March 30, 2000).
10.44	Purchase and Sale Agreement dated as of June 28, 2007 between Equifax Inc. and First Chicago Leasing Corporation related to Equifax's purchase of the JV White Technology Center (incorporated by reference to Exhibit 10.1 to Equifax's Form 8-K filed July 3, 2007).
10.45	Ground Lease Agreement dated as of March 5, 1998 between Rhodes Center Property, L.L.C. and Equifax Inc. related to lease of Equifax's corporate headquarters (incorporated by reference to Exhibit 10.29 to Equifax's Form 10-K filed March 31, 1999).
10.46	Sale, Sublease, Assignment and License Agreement dated as of November 15, 2002 between Equifax Inc. and Seisint, Inc. (incorporated by reference to Exhibit 10.33 to Equifax's Form 10-K filed March 28, 2003).
10.47	Analytic Products and Services Master Contract Agreement between Equifax Inc. and Fair, Isaac and Company, Incorporated (incorporated by reference to Exhibit 10.34 to Equifax's Form 10-K filed March 28, 2003).
10.48	Global Amendments between Equifax Credit Information Services, Inc. and Fair, Isaac and Company, Incorporated (incorporated by reference to Exhibit 10.35 to Equifax's Form 10-K filed March 28, 2003).
10.49*	Agreement for Operations Support dated as of July 1, 2003 between International Business Machines Corporation and Equifax Inc. (incorporated by reference to Exhibit 10.1 to Equifax's Form 10-Q/A filed April 29, 2004).
10.50	Credit and Security Agreement dated as of September 7, 2004, among Equifax Receivables Finance LLC, as Borrower, Equifax Capital Management, Inc., as Servicer, Blue Ridge Asset Funding Corporation, the Liquidity Banks from time to time party thereto, and Wachovia Bank, National Association, as Agent (incorporated by reference to Exhibit 10.1 to Equifax's Form 8-K filed September 9, 2004).
10.51	(First Step) Receivables Sale Agreement dated as of September 7, 2004, among Equifax Inc., Equifax Information Services LLC, Equifax Direct Marketing Solutions LLC, Equifax Information Services of Puerto Rico Inc. and Compliance Data Center, Inc., as Originators, and Equifax Capital Management, Inc., as Buyer (incorporated by reference to Exhibit 10.2 to Equifax's Form 8-K filed September 9, 2004).
10.52	(Second Step) Receivables Sale Agreement dated as of September 7, 2004 between Equifax Capital Management, Inc., as Seller, and Equifax Receivables Finance LLC, as Buyer (incorporated by reference to Exhibit 10.3 to Equifax's Form 8-K filed September 9, 2004).
10.53	Performance Undertaking dated as of September 7, 2004 between Equifax Capital Management, as Seller, and Equifax Receivables Finance LLC, as Buyer (incorporated by reference to Exhibit 10.4 to Equifax's Form 8-K filed September 9, 2004).

10.54	Commercial Paper Dealer Agreement dated May 22, 2007 between Equifax Inc. and Banc of America Securities LLC (incorporated by reference to Exhibit 10.1 to Equifax's Form 8-K filed May 23, 2007).
10.55	Commercial Paper Dealer Agreement dated May 22, 2007 between Equifax Inc. and SunTrust Capital Markets Securities, Inc. (incorporated by reference to Exhibit 10.2 to Equifax's Form 8-K filed May 23, 2007).
	Other Exhibits and Certifications
11.1	Calculation of earnings per share. (The calculation of earnings per share is in Part II, Item 8, Note 1 to the Consolidated Financial Statements and is omitted in accordance with Section (b)(11) of Item 601 of the Notes to Regulation S-K).
14.1	Code of Ethics (The Equifax Business Ethics and Compliance Program) (incorporated by reference to Exhibit 14 to Equifax's Form 10-K filed March 11, 2004).
21.1**	Subsidiaries of Equifax Inc.
23.1**	Consent of Independent Registered Public Accounting Firm.
24.1**	Powers of Attorney (included on signature page).
31.1**	Rule 13a-14(a) Certification of Chief Executive Officer.
31.2**	Rule 13a-14(a) Certification of Chief Financial Officer.
32.1**	Section 1350 Certification of Chief Executive Officer.
32.2**	Section 1350 Certification of Chief Financial Officer.

*

Document omits information pursuant to a Request for Confidential Treatment under Rule 406 of the Securities Act of 1933 which has been granted by the SEC. Omitted portions have been filed separately with the SEC.

**

Filed herewith.

EQUIFAX INC.

SCHEDULE II VALUATION AND QUALIFYING ACCOUNTS

2007

Column A	Column B	Column C		Column D	Column E
		Additions			
Description	Balance at Beginning of Period	Charged to Costs and Expenses	Charged to Other Accounts	Deductions	Balance at End of Period
			(In millions)		
Reserves deducted in the balance sheet from the assets to which they apply:					
Trade accounts receivable	**$ 8.7**	**$ 7.3**	**$**	**$ (7.1)**	**$ 8.9**
Deferred income tax asset valuation allowance	**74.8**	**0.2**	**8.6**	**(22.8)**	**60.8**
	$ 83.5	**$ 7.5**	**$ 8.6**	**$ (29.9)**	**$ 69.7**

2006

Column A	Column B	Column C		Column D	Column E
		Additions			
Description	Balance at Beginning of Period	Charged to Costs and Expenses	Charged to Other Accounts	Deductions	Balance at End of Period
			(In millions)		
Reserves deducted in the balance sheet from the assets to which they apply:					
Trade accounts receivable	$ 9.6	$ 5.2	$	$ (6.1)	$ 8.7
Deferred income tax asset valuation allowance	81.2	0.3	5.5	(12.2)	74.8
	$ 90.8	$ 5.5	$ 5.5	$ (18.3)	$ 83.5

2005

Column A	Column B	Column C		Column D	Column E
		Additions			
Description	Balance at Beginning of Period	Charged to Costs and Expenses	Charged to Other Accounts	Deductions	Balance at End of Period
			(In millions)		
Reserves deducted in the balance sheet from the assets to which they apply:					

Column A	Column B		Column C				Column D		Column E	
Trade accounts receivable	$	9.3	$	4.3	$	0.9	$	(4.9)	$	9.6
Deferred income tax asset valuation allowance		88.0		1.3				(8.1)		81.2
	$	97.3	$	5.6	$	0.9	$	(13.0)	$	90.8

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