

EQUIFAX INC
Form 8-K
May 07, 2014

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): May 2, 2014

EQUIFAX INC.

(Exact name of registrant as specified in Charter)

| | | |
|---|-----------------------------|---|
| Georgia | 001-06605 | 58-0401110 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|--|---------------|
| 1550 Peachtree Street, N.W., Atlanta, Georgia | 30309 |
| (Address of principal executive offices) | (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 obligations of the registrant under any of the following provisions:

- .. Written communication 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))

Item 5.07. Submission of Matters to a Vote of Security Holders.

The 2014 Annual Meeting of Shareholders (the “Annual Meeting”) of Equifax Inc. (the “Company”) was held on May 2, 2014. There were 121,863,151 shares of common stock outstanding and entitled to be voted, and 110,529,753 of those shares (90.69% of the outstanding shares on the March 4, 2014 record date for the Annual Meeting) were represented in person or by proxy at the Annual Meeting.

Three items of business were acted upon by the shareholders of the Company at the Annual Meeting:

1. The election of ten directors to serve until the 2015 Annual Meeting of Shareholders and until their successors are duly elected and qualified;
2. Ratification of the action of the Audit Committee of the Board of Directors appointing Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ended December 31, 2014;
3. An advisory vote to approve named executive officer compensation as disclosed in the proxy statement filed with the Securities and Exchange Commission on March 18, 2014 (the “Proxy Statement”) relating to the Annual Meeting.

The shareholders elected all ten of the Company’s nominees for director; ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for 2014; and approved the advisory vote on named executive officer compensation.

| | 1. Election of Directors: | | |
|------------------------|----------------------------------|-----------------------|--------------------------|
| | Shares For | Shares Against | Shares Abstaining |
| James E. Copeland, Jr. | 99,489,926 | 1,920,520 | 612,384 |
| Robert D. Daleo | 95,600,898 | 5,808,272 | 613,660 |
| Walter W. Driver, Jr. | 85,800,256 | 15,607,974 | 614,600 |
| Mark L. Feidler | 100,494,719 | 1,057,013 | 471,098 |
| L. Phillip Humann | 93,936,433 | 7,141,556 | 944,841 |
| Robert D. Marcus | 100,970,663 | 573,465 | 478,702 |

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| | | | |
|-------------------|-------------|-----------|---------|
| Siri S. Marshall | 94,442,087 | 7,135,968 | 444,775 |
| John A. McKinley | 100,080,794 | 1,334,494 | 607,542 |
| Richard F. Smith | 98,611,525 | 2,435,743 | 975,562 |
| Mark B. Templeton | 95,533,071 | 5,829,944 | 659,815 |

There were 8,506,923 broker non-votes with respect to each director nominee listed above.

Accordingly, each of the ten nominees received a majority of the votes cast in favor of that director's election and was elected.

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2. Ratification of Appointment of Independent Registered Public Accounting Firm:

| | |
|---------------|-------------|
| Votes For | 107,697,519 |
| Votes Against | 2,069,756 |
| Abstentions | 762,478 |

There were no broker non-votes on this proposal.

Accordingly, a majority of the votes cast on the ratification of the auditors were in favor of the proposal and the appointment of Ernst & Young LLP as independent auditors for 2014 was ratified.

3. Advisory Vote on Named Executive Officer Compensation:

| | |
|---------------|------------|
| Votes For | 75,446,330 |
| Votes Against | 25,755,011 |
| Abstentions | 821,489 |

There were 8,506,923 broker non-votes on this proposal.

Accordingly, a majority of the votes cast on the advisory vote to approve named executive compensation were in favor of approval of the Company's named executive officer compensation as disclosed in the Proxy Statement.

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.**

Dated: May 7, 2014

/s/ Dean C.
Arvidson
Dean C.
Arvidson
Senior Vice
President and
Corporate
Secretary