

EQUIFAX INC  
Form DEFA14A  
April 16, 2013

**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  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

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**EQUIFAX 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):

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 the transaction applies:

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

(3) Per unit price or other underlying value of the 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 the 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:



**Definitive Additional Materials dated April 16, 2013**

**2013 Annual Meeting of Shareholders**

**May 2, 2013, 9:30 a.m. (Eastern Daylight Time)**

**Equifax Inc.**

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

**Atlanta, Georgia 30309**

In February 2012, the Compensation, Human Resources and Management Succession Committee (the “Compensation Committee”) of Equifax Inc. (the “Company”) approved a redesign of its long-term incentive (“LTI”) program for awards beginning in 2012, to add performance-based share units (“PSUs”) in place of a stock option component, which previously represented approximately 50% of the target LTI grant value. The PSU awards will vest, if at all, after three years based on the Company’s total shareholder return (stock price appreciation plus reinvested dividends, or “TSR”) relative to the companies included in the S&P 500 Stock Index, as described in our Proxy Statement dated March 20, 2013, relating to our Annual Meeting of Shareholders to be held on May 2, 2013.

The Compensation Committee has further reviewed the structure of the Company’s LTI program and has approved a design change to the program, which will not affect existing awards but will be applicable to the Company’s future TSR PSU awards. The change will cap the payout of TSR PSU award shares at target (50th percentile relative to the companies included in the S&P 500 Stock Index), in the event the Company’s TSR performance over the applicable three-year performance period is negative even if the Company’s TSR outperforms the S&P 500 Stock Index. Although the limitation on payouts in the event of negative TSR performance is not prevalent among companies with similar plans, the Compensation Committee has concluded that the addition of this limitation reflects a current best practice for such plans, and will further the goal of the Company’s LTI program which is to closely align executives’ interests with those of the Company’s shareholders and create long term shareholder value.