

EQUIFAX INC
Form DEF 14A
March 20, 2013
Table of Contents

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.

Edgar Filing: EQUIFAX INC - Form DEF 14A

(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:

Edgar Filing: EQUIFAX INC - Form DEF 14A

(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:

Table of Contents

1550 Peachtree Street, N.W.

Atlanta, Georgia 30309

www.equifax.com

March 20, 2013

Dear Equifax Shareholder:

You are cordially invited to attend our Annual Meeting of Shareholders to be held on Thursday, May 2, 2013, at 9:30 a.m., Eastern Daylight Time, at our corporate headquarters located at the address shown above. The accompanying notice of the meeting and proxy statement describe the matters to be acted upon at the annual meeting. We also will report on matters of interest to our shareholders.

The Equifax team delivered excellent financial results in 2012, driving total shareholder return (TSR) of 41.9% for the year, more than 2.5 times the return of the S&P 500 index. We increased the quarterly dividend by 12.5% to \$0.18 per share in February 2012, and by 22% to \$0.22 per share in February 2013. Over the past three years, our dividend has grown at a compound annual rate exceeding 76% and our cumulative TSR was 86% compared to 36% for the S&P 500. This performance placed us in the top 20% of the S&P.

We accomplished these results by remaining focused on executing our strategy, addressing our customers' most critical needs, and continuing to invest for long-term growth. The foundation of our business is the market's need for sophisticated platforms for making critical decisions in such areas as lending, marketing, customer management and human resources applications. Our business achievements in 2012 include solid growth across all of our business units, the launch of a new analytics unit, good traction in the emerging markets of India and Russia, expansion of identity and fraud prevention capabilities particularly in the government and healthcare markets, a robust new products pipeline, and enterprise growth and operating efficiency initiatives. At year-end we acquired the credit services assets and business of CSC Credit Services, Inc. for \$1.0 billion in cash, a business which covers 15 U.S. states with about 20% of the U.S. population. We expect this transaction will be a catalyst for the long-term growth of our U.S. Consumer Information Services business.

Your vote on the matters to be acted upon at the annual meeting is important to us. Whether or not you plan to attend the annual meeting in person, we encourage you to vote so that your shares will be represented and voted at the meeting. You may vote by proxy on the Internet, by telephone, or by completing and mailing the enclosed proxy card in the return envelope provided. You may also vote in person at the annual meeting. Additional information about voting your shares is included in the proxy statement.

Thank you for your continued trust and confidence in Equifax.

Sincerely,

Richard F. Smith
Chairman and Chief Executive Officer

Table of Contents

1550 Peachtree Street, N.W.

Atlanta, Georgia 30309

NOTICE OF 2013 ANNUAL MEETING OF SHAREHOLDERS

May 2, 2013

9:30 a.m. Eastern Daylight Time

To the Shareholders of Equifax Inc.:

Notice is hereby given that the 2013 annual meeting of shareholders (the *Annual Meeting*) of Equifax Inc., a Georgia corporation (*Equifax* or the *Company*), will be held on Thursday, May 2, 2013 at 9:30 a.m. Eastern Daylight Time at the Company's principal executive offices located at the address shown above to consider and vote on the following matters described in the accompanying proxy statement (the *Proxy Statement*):

1. Election of the nine nominees to the Board of Directors (the *Board*);
2. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2013;
3. Approval of the Amended and Restated 2008 Omnibus Incentive Plan;
4. Approval of the material terms of performance goals under the Omnibus Plan;
5. An advisory vote to approve named executive officer compensation; and

6. To consider any other business that may properly come before the Annual Meeting and any adjournment(s) thereof. Only shareholders of record as of the close of business on March 4, 2013 are entitled to receive notice of, to attend, and to vote at the Annual Meeting. Shares represented by properly executed proxies will be voted in accordance with the instructions specified therein.

We are mailing to most of our shareholders a Notice of Internet Availability of Proxy Materials (the *Notice*) instead of a paper copy of this Proxy Statement and our 2012 Annual Report. We believe that this process allows us to provide our shareholders with the information they need in a timelier manner, while reducing the costs of delivery and environmental impact of the Annual Meeting. The Notice contains instructions on how to access those documents on the Internet. The Notice also contains instructions on how to request a paper copy of our proxy materials, including the Proxy Statement, our 2012 Annual Report and a form of proxy card or voting instruction card. All shareholders who have previously requested paper copies of our proxy materials will continue to receive a paper copy of the proxy materials by mail.

Your vote is important. Whether or not you plan to attend the meeting in person, please complete, sign, date and return the proxy card or voting instruction card as instructed or vote by telephone or using the Internet as instructed on the proxy card, voting instruction card or the Notice.

Sincerely,

Dean C. Arvidson

Atlanta, Georgia

March 20, 2013

**Important notice regarding the availability of proxy materials for the Annual Meeting of Shareholders
to be held on May 2, 2013:**

This Notice of Annual Meeting of Shareholders, the accompanying Proxy Statement, and our 2012 Annual Report to Shareholders are all available on our website at www.equifax.com/investors, as well as at www.proxyvote.com.

Table of Contents**2013 PROXY SUMMARY**

This summary highlights information contained elsewhere in our proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

Annual Meeting of Shareholders

Time and date:	9:30 a.m. (EDT) on May 2, 2013
Place:	Equifax Inc., 1550 Peachtree St., N.W., Atlanta GA 30309
Record date:	March 4, 2013
How to vote:	In general, you may vote either in person at the Annual Meeting or by telephone, the Internet, or mail. See <i>How to Vote</i> on page 2 for more details.
Admission:	Satisfactory proof of share ownership as of the record date is required to enter the Annual Meeting. See <i>Attendance at the Meeting</i> on page 1 for more details.

Voting Matters

	Board Voting	Page Reference
	Recommendation	(for more detail)
Elect nine directors, each for a one-year term	FOR EACH NOMINEE	17
Ratify appointment of Ernst & Young LLP as independent auditor for 2013	FOR	22
Approve the Amended and Restated 2008 Omnibus Incentive Plan to, among other things, increase the reserve for awards under the plan by 11,000,000 shares	FOR	23
Approve the material terms of performance goals under the Omnibus Plan	FOR	34
Advisory vote to approve named executive officer compensation	FOR	37

Director Nominees

Name & Occupation	Committee Memberships								
	Age	Director Since	Independent	Audit	Compensation, Human Resources & Management Succession	Executive	Governance	Technology	
James E. Copeland, Jr. Retired CEO, Deloitte & Touche and Deloitte Touche Tohmatsu	68	2003	Ö	Chair		x			
Robert D. Daleo Retired Vice Chairman	63	2006	Ö	x	x				
Thomson Reuters Walter W. Driver, Jr. Chairman Southeast	67	2007	Ö		x		x		
Goldman Sachs & Co. Mark L. Feidler Founding Partner, MSouth Equity Partners	56	2007	Ö	x					x

Edgar Filing: EQUIFAX INC - Form DEF 14A

L. Phillip Humann

Retired Chairman & CEO SunTrust Banks, Inc.	67	1992	Independent Presiding Director		Chair	Chair	x
Siri S. Marshall							
Retired Senior Vice President, General Counsel & Secretary	64	2006	Ö		x	x	Chair
John A. McKinley							
CEO, SaferAging, Inc. & Co-Founder, LaunchBox Digital	55	2008	Ö	x		x	Chair
Richard F. Smith							
Chairman & CEO	53	2005					
Mark B. Templeton							
President & CEO	60	2008	Ö		x		x
Citrix Systems, Inc.							

Table of Contents**2012 Company Financial Performance and Total Shareholder Return**

Revenue from continuing operations was a record \$2.2 billion for 2012.

Income from continuing operations grew 18%, to \$272.1 million.

Adjusted EPS⁽¹⁾ (Non-GAAP) was \$2.97, up 18% compared to Adjusted EPS of \$2.52 in 2011.

We returned \$171.1 million to shareholders, through \$86.0 million in dividends and \$85.1 million in share repurchases.

The quarterly dividend was increased by 12.5% in February 2012 to \$0.18 per share, and further increased by 22% in February 2013 to \$0.22 per share. Over the past three years, our dividend has grown at a compound annual rate exceeding 76%.

Our cumulative total shareholder return (stock price appreciation plus dividends) (*TSR*) for the one- and three-year periods ended in 2012 was 41.9% and 83%, respectively, compared to 16.0% and 36% for the S&P 500 index.

2012 Executive Compensation Alignment

The compensation of our named executive officers (as set forth in the Summary Compensation Table on page 58) reflects both our strong 2012 performance and commitment to providing executive compensation opportunities that are linked to Company performance and shareholder value creation.

82% of the target total direct compensation for our CEO was variable, at-risk incentive and stock-based compensation tied to the achievement of internal performance targets or our stock price performance and 64% was in the form of long-term equity compensation (an average of 68% and 49%, respectively, for the other named executive officers).

Merit-based base salary increases for our named executive officers (other than the CEO) ranged from 3.0% to 4.0%; one executive received a lump sum merit payment in lieu of a base salary increase.

For the CEO, who has not received a base salary increase since 2008 despite his strong performance, the Compensation Committee has determined that all compensation increases for 2012 suggested by market movement instead should be applied to his performance-based long-term incentives opportunity.

The long-term incentives program was redesigned for 2012 to add performance-based share units (*PSUs*) in place of a stock option component. These PSUs will vest, if at all, after three years based on our total shareholder return relative to the companies included in the S&P 500 index.

Target long-term incentive award values for the named executive officers were granted one-half in PSUs and one-half in restricted stock units (RSUs) vesting after three years (for the CEO, 54% PSUs-46% RSUs, changing to 57% PSUs-43% RSUs for awards made in 2013).

Since our corporate financial performance was at the maximum level for 2012 Adjusted EPS and operating revenue goals, the 2012 annual cash incentive was paid at the maximum level for named executive officers who exceeded their stretch individual performance goals; annual payouts ranged from 114% to 210% of base salary.

New equity award agreements implemented in 2012 include non-compete, non-solicitation, assignment of inventions and incentive payment clawback provisions.

Additional Shareholder Engagement Actions

Both before the 2012 annual meeting and thereafter, we significantly enhanced the level of senior management engagement with our largest shareholders. We received specific feedback from 17 of our top 25 shareholders, representing approximately 45% of our outstanding shares, on various topics relating to our Company including executive compensation and corporate governance practices and policies.

Although last year's annual meeting and most of the additional discussions with shareholders took place after we established the 2012 executive compensation program, the Compensation Committee of our Board weighed this shareholder feedback, the 2012 long-term incentives program design changes described above, the increased weighting on performance-based long-term incentives for the CEO, advice from its independent

Table of Contents

compensation consultant and the policies of proxy voting advisory firms, and concluded that our 2012 and ongoing executive compensation program is appropriately designed with challenging performance metrics and incentives and an appropriate mix of fixed and at-risk variable pay.

Corporate Governance Highlights

Director independence. The Board believes that a substantial majority of the directors should be independent. Currently, all members of the Board, other than Mr. Smith, are independent in accordance with the rules of the New York Stock Exchange (NYSE) and the U.S. Securities and Exchange Commission (SEC), as well as the Company's Guidelines for Determining the Independence of Directors attached as Appendix B to this Proxy Statement.

Independent Presiding Director. The Board believes in the value of an active independent Presiding Director. The duties of the Presiding Director, currently Mr. Humann, include chairing executive sessions of the Board, calling meetings of the non-employee directors, reviewing and approving the agenda, schedule and materials for board meetings, facilitating communication between the non-employee directors and the Chairman and CEO, meeting directly with management and non-management employees of the Company and being available for consultation and direct communication with shareholders as appropriate.

Majority voting for directors. Under our Bylaws, if in an uncontested election for directors a nominee does not receive a majority of the votes cast for the nominee, the nominee is required to offer his or her resignation and the independent members of the Board will determine and promptly publicly announce the action to be taken with respect to the resignation offer.

Annual director terms. Each director is elected on an annual basis.

Director stock ownership. To align director interests with those of our shareholders, each director is required to own Equifax common stock with a market value of at least five times his or her annual cash retainer, within five years of becoming a director.

Enterprise risk management. Equifax has a rigorous enterprise risk management program targeting controls over operational, financial, environmental, legal and regulatory compliance, reputational, technology, security, strategic and other risks that could adversely affect the Company's business. Risks are identified, assessed, managed and monitored. The program also includes crisis management and business continuity planning. See *The Board's Role in Risk Oversight* on page 7 of the Proxy Statement.

No over-boarding. None of our directors serve on the board of directors of more than two other publicly-held corporations.

Stock hedging and pledging policies. Our insider trading policy bars our directors, officers and employees from owning financial instruments or participating in investment strategies that hedge the economic risk of owning Equifax stock. We also prohibit officers and directors from pledging Equifax securities as collateral for loans (including margin loans).

Shareholder Proposals and Director Nominations for 2014 Annual Meeting

Notice of any proposal or director nomination that a shareholder wishes to propose for consideration at the 2014 Annual Meeting, including any proposal that a shareholder wishes to submit for inclusion in the Company's proxy materials for the 2014 Annual Meeting, must be delivered to us no later than November 20, 2013. See *Shareholder Proposals and Director Nominations for 2014 Annual Meeting* on page 76.

Edgar Filing: EQUIFAX INC - Form DEF 14A

¹ *Adjusted EPS* is non-GAAP diluted earnings per share from continuing operations attributable to Equifax, excluding acquisition-related intangibles. On a GAAP basis, diluted EPS from continuing operations attributable to Equifax was \$2.22 in 2012, \$1.87 in 2011, and \$1.86 in 2010. We provide a reconciliation of the differences between non-GAAP Adjusted EPS and GAAP EPS in Appendix A to this Proxy Statement.

Table of Contents

TABLE OF CONTENTS

<u>General Information</u>	1
<u>Ownership of Equifax Common Stock</u>	4
<u>Securities Owned by Certain Beneficial Owners</u>	4
<u>Securities Owned by Directors and Management</u>	4
<u>Equity Compensation Plan Information</u>	5
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	5
<u>Directors, Executive Officers and Corporate Governance</u>	5
<u>Review, Approval or Ratification of Transactions with Related Persons</u>	15
<u>Proposals to be Voted On</u>	17
<u>Proposal 1: Election of Nine Directors</u>	17
<u>Proposal 2: Ratification of Appointment of Independent Auditors</u>	22
<u>Proposal 3: Approval of the Amended and Restated 2008 Omnibus Incentive Plan</u>	23
<u>Proposal 4: Approval of the Material Terms of Performance Goals under the Omnibus Plan</u>	34
<u>Proposal 5: Advisory Vote to Approve Named Executive Officer Compensation</u>	37
<u>Executive Compensation</u>	39
<u>Compensation Committee Report</u>	39
<u>Compensation Discussion and Analysis</u>	39
<u>Executive Compensation Tables</u>	58
<u>Audit Committee Report</u>	75
<u>Shareholder Proposals and Director Nominations for 2014 Annual Meeting</u>	76
<u>Appendix A Reconciliation of Non-GAAP Financial Measures</u>	A-1
<u>Appendix B Guidelines for Determining the Independence of Directors</u>	B-1
<u>Appendix C Amended and Restated 2008 Omnibus Incentive Plan</u>	C-1

Table of Contents

1550 Peachtree Street, N.W.

Atlanta, Georgia 30309

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS MAY 2, 2013

GENERAL INFORMATION

Proxy Solicitation

Proxies in the form furnished are being solicited by the Board for the 2013 Annual Meeting. The accompanying notice of meeting, this Proxy Statement and the form of proxy card and Notice of Internet Availability of Proxy Materials are first being made available to shareholders on or about March 20, 2013.

Proposals to be Voted On

The following proposals will be voted on at the Annual Meeting:

Proposal 1: Election of Nine Directors

Proposal 2: Ratification of Appointment of Independent Auditors

Proposal 3: Approval of the Amended and Restated 2008 Omnibus Incentive Plan

Proposal 4: Approval of the Material Terms of Performance Goals under the Omnibus Plan

Proposal 5: Advisory Vote to Approve Named Executive Officer Compensation

All shares represented by proxies received will be voted in accordance with instructions contained in the proxies. In the absence of voting instructions to the contrary, shares represented by validly executed and dated proxies or voting instruction cards will be voted in accordance with the foregoing recommendations.

On or about March 20, 2013, we mailed a Notice of Internet Availability of Proxy Materials to our shareholders who have not previously requested electronic access to our proxy materials or the receipt of paper proxy materials advising them that they can access this Proxy Statement, the 2012 Annual Report and voting instructions over the Internet at www.proxyvote.com. You may then access these materials and vote your shares over the Internet or by telephone. The notice contains a 12-digit control number that you will need to vote your shares over the Internet or by telephone. Please keep the notice for your reference through the meeting date.

Alternatively, you may request that a printed copy of the proxy materials be mailed to you. If you want to receive a printed copy of the proxy materials, you may request one via the Internet at www.proxyvote.com, by calling toll-free 1-800-579-1639 or by sending an email to sendmaterial@proxyvote.com. There is no charge to you for requesting a copy. Please make your request for a copy on or before April 18, 2013 to facilitate timely delivery. If you previously elected to receive our proxy materials electronically, we will continue to send these materials to you via email unless you change your election.

The Company has retained AST Phoenix Advisors to assist in soliciting proxies for an annual fee not to exceed \$7,000 plus expenses, and will bear the cost of soliciting proxies. Directors, officers and other Company associates also may solicit proxies by telephone or otherwise. Brokers and other nominees will be requested to solicit proxies or authorizations from beneficial owners and will be reimbursed for their reasonable expenses.

Shareholders Entitled to Vote; Attendance at the Meeting

Edgar Filing: EQUIFAX INC - Form DEF 14A

Company shareholders of record at the close of business on March 4, 2013 are entitled to notice of, and to vote at, the meeting. As of such date, there were 120,539,136 shares of Company common stock outstanding, each entitled to one vote.

If your shares are held in the name of a bank, broker or other holder of record (also known as *street name*) and you wish to attend the meeting, you must present proof of ownership as of the record date, such as the

Table of Contents

Notice of Internet Availability of proxy materials or the voting instruction card that is sent to you or a current bank or brokerage account statement, to be admitted. The Company also may request appropriate identification such as a valid government-issued photo ID as a condition of admission.

Quorum; Required Vote

Quorum. The holders of a majority of the shares entitled to vote at the meeting must be present in person or represented by proxy to constitute a quorum. Abstentions and shares that brokers do not have the authority to vote in the absence of timely instructions from the beneficial owners (*broker non-votes*) will be treated as present for the purposes of determining a quorum. If a quorum is not present, the meeting may be adjourned from time to time until a quorum is present.

Election of Nine Directors. Each director nominee for whom more shares are voted for than against his or her election will be elected as a director at the meeting. Under our Bylaws, if more votes are cast against than are cast for a nominee, the nominee shall offer his or her resignation. The independent members of the Board will determine and promptly publicly announce the action to be taken with respect to acceptance or rejection of the resignation offer.

All Other Proposals. For all of the other proposals described in this Proxy Statement, the proposal will be approved if more votes are cast for than are cast against the proposal. Although the advisory vote on Proposal 5 is advisory in nature and non-binding even if approved by our shareholders, our Board and Compensation Committee will carefully review the results of the vote and, consistent with our record of shareholder engagement, will take the results into account in formulating future executive compensation policy. In addition, under NYSE rules, approval of Proposal 3 requires the favorable vote of a majority of the votes cast, which includes abstentions, at the meeting in person or by proxy and also requires that the total votes cast (including abstentions) represent over 50% of all shares entitled to vote on this proposal.

Broker Non-Votes and Abstentions. Under certain circumstances, including the election of directors and matters involving executive compensation (*non-routine* matters), banks and brokers are prohibited from exercising discretionary authority for street name owners who have not provided voting instructions to the broker. In these cases, and in cases where the shareholder abstains from voting on a matter, those shares will be counted for the purpose of determining if a quorum is present but will not be included as votes cast with respect to those matters. Whether a bank or broker has authority to vote its shares on uninstructed matters is determined by stock exchange rules. We expect that brokers will be allowed to exercise discretionary authority for beneficial owners who have not provided voting instructions only with respect to Proposal 2, *Ratification of Appointment of Independent Auditors*, but not with respect to any of the other proposals to be voted on at the Annual Meeting. Broker non-votes and abstentions will have no effect on any of the proposals to be considered at the Annual Meeting except for Proposal 3, as to which the effect of an abstention is the same as an against vote as described in the preceding paragraph.

Other Voting Matters

The Company is not aware, as of the date of this Proxy Statement, of any other matters to be voted on at the Annual Meeting. If any other matters are properly brought before the meeting for a vote, the persons named as proxies on the proxy card will vote all shares represented at the meeting (other than shares that are voted by the holder in person at the meeting) on such matters in accordance with the Board's recommendation.

How to Vote

Shareholders of record. Shareholders of record may attend and cast their votes at the meeting. In addition, shareholders of record may cast their vote by proxy and participants in the Company benefit plans described below may submit their voting instructions by:

- (1) using the Internet and voting at the website listed on the enclosed proxy/voting instruction card (the *proxy card*);
- (2) using the toll-free telephone number listed on the enclosed proxy card; or
- (3) signing, completing and returning the enclosed proxy card in the enclosed postage-paid envelope.

Table of Contents

Votes cast through the Internet and telephone voting procedures are authenticated by use of a personal identification number. This procedure allows shareholders to appoint a proxy, and the various Company benefit plan participants to provide voting instructions, and to confirm that their actions have been properly recorded. Specific instructions to be followed are set forth on the enclosed proxy card. If you vote through the Internet or by telephone, you do not need to return your proxy card.

Beneficial owners. If you are the beneficial owner of shares held in street name, you have the right to direct your bank, broker or other nominee on how to vote your shares by using the voting instruction form provided to you by them, or by following their instructions for voting through the Internet or by telephone. In the alternative, you may vote in person at the meeting if you obtain a valid proxy from your bank, broker or other nominee and present it at the meeting. **In order for your shares to be voted on all matters presented at the meeting, we urge all shareholders whose shares are held in street name by a bank, brokerage firm or other nominee to provide voting instructions to such record holder.**

Participants in the Equifax Inc. 401(k) Plan and the Equifax Canada Retirement Savings Program for Salaried Employees (collectively, the Company Plans). Participants in the Company Plans may instruct the applicable plan trustee how to vote all shares of Company common stock allocated to their accounts. To allow sufficient time for the plan trustees to vote, the trustees must receive your voting instructions no later than 11:59 p.m. Eastern Time on April 30, 2013. The 401(k) Plan trustee will vote shares for which it has not received instructions in the same proportion as the shares for which it has received instructions. The Canada Retirement Savings Program trustee will only vote those plan shares for which voting instructions are received prior to this deadline. Participants in the Company Plans may not vote the shares owned through such plans after this deadline, including at the Annual Meeting.

Revocation of Proxies or Change of Instructions

A proxy given by a shareholder of record may be revoked at any time before it is voted by sending written notice of revocation to the Corporate Secretary of the Company at the address set forth below, by delivering a proxy (by one of the methods described above) bearing a later date or by voting in person at the meeting. Participants in the plans described above may change their voting instructions by delivering new voting instructions by one of the methods described above.

If you are the beneficial owner of shares held in street name, you may submit new voting instructions in the manner provided by your bank, broker or other nominee, or you may vote in person at the Annual Meeting in the manner described above under *How to Vote*.

Multiple Company shareholders who share an address may receive only one copy of this Proxy Statement and the 2012 Annual Report from their bank, broker or other nominee, unless contrary instructions are received. We will deliver promptly a separate copy of this Proxy Statement and the 2012 Annual Report to any shareholder who resides at a shared address and to which a single copy of the documents was delivered, if the shareholder makes a request by contacting the Office of Corporate Secretary, Equifax Inc., P.O. Box 4081, Atlanta, Georgia 30302, telephone (404) 885-8000, or by sending an email to corpsec@equifax.com. Beneficial owners sharing an address who are receiving multiple copies of this proxy statement and the 2012 Annual Report and who wish to receive a single copy in the future will need to contact their bank, broker or other nominee.

Voting Results

You can find the official results of voting at the meeting in our Current Report on Form 8-K that we will file with the SEC within four business days after the Annual Meeting. If the official results are not available at that time, we will provide preliminary voting results in the Form 8-K and will provide the final results in an amendment to the Form 8-K as soon as they become available.

Table of Contents**OWNERSHIP OF EQUIFAX COMMON STOCK****Securities Owned by Certain Beneficial Owners**

The table below contains information as of March 4, 2013, unless otherwise indicated, with respect to the beneficial ownership of the Company's common stock by each person the Company believes beneficially holds more than 5% of the outstanding shares of the Company's common stock, based solely on the Company's review of SEC filings.

Name and Address of Beneficial Owner	Beneficial Ownership of Common Stock	
	Number of Shares	% of Class
Vanguard Group, Inc. ⁽¹⁾	7,720,193	6.40%
FMR LLC. ⁽²⁾	7,398,588	6.14%
BlackRock, Inc. ⁽³⁾	6,404,231	5.31%

(1) Based on a Schedule 13G filed on February 11, 2013 by Vanguard Group, Inc., which lists its address as 100 Vanguard Boulevard, Malvern, Pennsylvania 19355, in such filing.

(2) Based on a Schedule 13G filed on February 14, 2013 by FMR LLC, which lists its address as 82 Devonshire Street, Boston, Massachusetts 02109, in such filing.

(3) Based on a Schedule 13G filed on February 8, 2013 by BlackRock, Inc., which lists its address as 40 East 52nd Street, New York, New York 10022, in such filing.

Securities Owned by Directors and Management

The table below contains information as of March 4, 2013, concerning the beneficial ownership of Company common stock by (i) each director and nominee, (ii) each named executive officer listed in the Summary Compensation Table on page 58, and (iii) all Company directors, nominees and executive officers as a group. In accordance with our Insider Trading policy, none of these shares were pledged or hedged. All persons named below can be reached at 1550 Peachtree Street, N.W., Atlanta, Georgia 30309.

Name	Number of Shares Owned ⁽¹⁾	Exercisable Stock Options ⁽²⁾	Number of Deferred Share Equivalent Units ⁽³⁾	% of Common Stock Outstanding
J. Dann Adams	91,565	56,167	35,767	*
Lee Adrean	113,403	186,000	28,395	*
James E. Copeland, Jr.	49,504	7,000	37,039	*
Robert D. Daleo	22,880	0	32,864	*
Walter W. Driver, Jr.	19,880	0	14,956	*
Mark L. Feidler	22,880	0	3,227	*
L. Phillip Humann	45,459	14,000	67,900	*
Siri S. Marshall	22,880	0	20,186	*
Kent E. Mast	70,501	119,666	13,500	*
John A. McKinley	16,880	0	20,717	*
Coretha M. Rushing	50,836	153,666	0	*
Richard F. Smith ⁽⁴⁾	506,037	770,000	0	*
Paul J. Springman	93,060	83,000	49,238	*
Mark B. Templeton	19,980	0	17,186	*
All directors, nominees and executive officers as a group (21 persons)⁽⁵⁾	2,010,623	1,748,831	348,302	3.41%

* Less than one percent.

(1) This column includes shares held of record and Company shares owned through a bank, broker, trust or other nominee. It also includes, for executive officers, all shares owned through our 401(k) savings plan, restricted stock units, and shares held through family trust arrangements.

Edgar Filing: EQUIFAX INC - Form DEF 14A

- (2) This column lists the number of shares that the directors, nominees and executive officers had a right to acquire as of or within 60 days after March 4, 2013 through the exercise of director or employee stock options, as applicable.
- (3) Reported in this column are share equivalent units credited to a director or executive officer account under various deferral plans maintained by the Company. The units track the performance of Company common stock but do not confer on the holder voting or investment power over shares of common stock. The units are payable in shares (Director and Executive Stock Deferral Plan) or cash (Executive Deferred Compensation Plan) on final distribution and do not include the reinvestment of dividends.
- (4) Includes 100,000 shares held by a family limited liability limited partnership of which Mr. Smith and his spouse are the general partners and Mr. Smith and his children are limited partners.
- (5) Includes (a) 600,000 shares (0.50% of the shares outstanding on March 4, 2013) as to which beneficial ownership is disclaimed by executive officers of the Company who, in their capacity as investment officers and/or plan administrators for certain Company employee benefit plans, have shared voting and/or investment power with respect to shares of Company common stock held in such benefit plans; and (b) 1,000 shares held by one executive's family charitable fund.

Table of Contents**EQUITY COMPENSATION PLAN INFORMATION**

The table below summarizes our equity information as of December 31, 2012. Information is included for equity compensation plans approved by Company shareholders and equity compensation plans not approved by our shareholders.

Plan category	Number of securities to be		Weighted-average	Number of securities remaining
	issued upon	exercise of	exercise price of	available for future
	outstanding options, warrants	and rights ⁽¹⁾	outstanding options,	under equity
			warrants and rights ⁽²⁾	compensation
	(a)	(b)		plans (excluding
				securities
				reflected in
				column (a)
	(a)	(b)	(c)	
Equity compensation plans approved by security holders	4,570,504 ⁽³⁾	\$ 35.10 ⁽³⁾	7,067,900 ⁽⁴⁾⁽⁵⁾	
Equity compensation plans not approved by security holders ⁽⁶⁾	177,965	\$ 22.75	-	
Total	4,748,469	\$ 34.64	7,067,900	

(1) This column does not reflect options assumed in acquisitions when the plans governing the options will not be used for future awards.

(2) This column does not reflect the exercise price of shares underlying the assumed options referred to in Footnote 1 of this table.

(3) Represents options to purchase shares under the 2008 Omnibus Incentive Plan.

(4) Represents shares available for future issuance under the 2008 Omnibus Incentive Plan. This number includes approximately 2,944,958 shares that are available for issuance pursuant to grants of full-value stock awards.

(5) In addition to options, the 2008 Omnibus Incentive Plan provides for the award of stock.

(6) In May 2007, Equifax acquired TALX Corporation and assumed certain equity awards outstanding under the TALX 2005 Omnibus Incentive Plan, which has not been approved by Equifax's shareholders but which was previously approved by TALX shareholders in 2005. No further awards may be made under the TALX 2005 Omnibus Incentive Plan.

See Part II, Item 8, *Financial Statements and Supplementary Data*, of our 2012 Annual Report on Form 10-K in the notes to Consolidated Financial Statements at Note 9, *Stock-Based Compensation*, for further information regarding our equity compensation plans.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 (the *Exchange Act*) requires the Company's directors, executive officers, and persons who own more than ten percent of a registered class of the Company's equity securities, to file reports of securities ownership and changes in such ownership with the SEC. Directors, executive officers and greater than ten percent shareholders are also required by SEC rules to furnish the Company with copies of all Section 16(a) forms they file. Based on written statements and copies of forms provided to us by persons subject to the reporting requirements, we believe that all Section 16(a) filing requirements were filed in a timely manner in 2012, with the exception of a

Edgar Filing: EQUIFAX INC - Form DEF 14A

Form 5 filed on behalf of Nuala M. King on February 5, 2013 reporting shares withheld by the Company to pay income taxes upon the vesting of restricted stock units in October 2011, which was filed late due to an administrative error.

DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

General

The Board oversees, counsels and directs management in the long-term interests of the Company and our shareholders. The Board's responsibilities include:

selecting and evaluating the performance of the Chief Executive Officer (the *CEO*) and other senior executives;

planning for succession with respect to the position of Chairman and CEO and monitoring management's succession planning for other senior executives;

reviewing and approving our major financial objectives, strategic and operating plans and other significant actions;

overseeing the conduct of our business and the assessment of our business risks to evaluate whether the business is being properly managed; and

overseeing the processes for maintaining the integrity of our financial statements and other public disclosures, and compliance with law and ethics.

Table of Contents

Our Board is comprised of nine members each of who is serving an annual term expiring at the Annual Meeting. The Board has determined that nine to 12 directors is currently the appropriate size for our Board. The Board believes this range is sufficient to ensure the presence of directors with diverse experience and skills, without hindering effective decision-making or diminishing individual responsibility. The Board also believes this range is flexible enough to permit the recruitment, if circumstances so warrant, of any outstanding director candidate in whom the Board may become interested. The Governance Committee periodically reviews the size of the Board and recommends changes as appropriate.

Leadership Structure of the Board

In accordance with our Bylaws, the Board elects our CEO and our Chairman of the Board, and these positions may be held by the same person. Under the Board's Mission Statement and Guidelines on Significant Corporate Governance Issues (the *Governance Guidelines*), the Board does not have a policy, one way or another, on whether the roles of the Chairman and the CEO should be separate and, if it is to be separate, whether the Chairman should be selected from among the non-employee directors or be an employee. If the Chairman is not an independent director, however, the Governance Guidelines require that a Presiding Director shall be recommended by the Governance Committee and elected by a majority of independent directors. The Governance Committee charter provides that it shall recommend to the Board the corporate governance structure of the Company.

The Chairman of the Board is responsible for chairing Board and shareholder meetings, setting the agenda for Board meetings and providing information to the Board members in advance of meetings and between meetings. The duties of the Presiding Director as provided in the Governance Guidelines include the following:

advising the Chairman and CEO of decisions reached, and suggestions made, at the executive sessions of the non-employee directors;

calling meetings of the non-employee directors;

presiding at each Board meeting at which the Chairman is not present;

reviewing and approving the agenda, schedule and materials for Board meetings;

facilitating communication between the non-employee directors and the Chairman and CEO;

meeting directly with management and non-management employees of the Company; and

being available for consultation and direct communication with shareholders as appropriate.

All directors may interact directly with the Chairman and CEO and provide input on presentations by management at Board and Committee meetings, and each has complete access to our management and employees.

The Governance Committee and the Board have determined that our current Board structure, combining the Chairman and CEO positions and utilizing a Presiding Director, is the most appropriate leadership structure for the Company and its shareholders at the present time. Combining the Chairman and CEO roles fosters clear accountability, effective decision-making, alignment with corporate strategy, direct oversight of management, full engagement of the independent directors and continuity of leadership. As the officer ultimately responsible for the day-to-day operation of the Company and for execution of its strategy, the Board believes that the CEO is the director best qualified to act as Chairman of the Board and to lead Board discussions regarding the performance of the Company.

The Company's governance practices provide for strong independent leadership and oversight, independent discussion among directors, and independent evaluation of, and communication with, members of our senior leadership team. These governance practices are reflected in the

Edgar Filing: EQUIFAX INC - Form DEF 14A

Governance Guidelines and the various charters of the Board Committees which are described below. Some of the relevant practices include:

The annual election by the independent directors of a Presiding Director with clearly defined leadership authority and responsibilities.

At each regularly scheduled Board meeting, the non-management directors meet in executive session and deliberate on matters such as CEO succession planning and performance.

Table of Contents

A substantial majority of our Board should be independent. Eight of our nine current directors are independent, which is substantially above the NYSE requirement that a majority of directors be independent. Each director is an equal participant in decisions made by the full Board. All of our Board Committees are comprised of independent directors.

In 2011, the Company completed the phase-in of the annual election of all directors by our shareholders to enhance accountability to our shareholders.

The Board's Role in Risk Oversight

Our Board oversees an enterprise-wide risk management program which is designed to support the achievement of our organizational and strategic objectives, to identify and manage risks, to improve long-term organizational performance and to enhance shareholder value. On an annual basis, the Board (1) performs an enterprise risk assessment with management to review the principal risks facing the Company, and monitors the steps management is taking to map and mitigate these risks; and (2) sets the level of risk appropriate for the Company in business strategy reviews. Risks are assessed throughout the business, focusing on two primary areas: (i) financial, operational and strategic risk, and (ii) ethical, legal and compliance risk. Each business unit and corporate support unit has primary responsibility for assessing risks within their respective areas of responsibility and mitigating those risks. The CEO and our senior leadership team receive comprehensive periodic reports on the most significant risks from these units and from the head of our internal audit department.

In addition, each of our Board committees considers the risks within its areas of responsibility. For example, the Audit Committee reviews risks related to financial reporting; discusses material violations, if any, of Company ethics and compliance policies brought to its attention; considers the Company's annual audit risk assessment which identifies internal control risks and drives the internal and external audit plan for the ensuing year; and considers the impact of risk on our financial position and the adequacy of our risk-related internal controls. The Compensation, Human Resources & Management Succession Committee (the *Compensation Committee*) reviews compensation, human resource and management succession risks. The Governance Committee focuses on corporate governance risks, including evaluation of our leadership and risk oversight structure to ensure that it remains the optimal structure for our Company and shareholders. The Technology Committee enhances the Board's focus on technology-related risks and opportunities.

The Board believes that the administration of the Board's risk oversight function has not affected its leadership structure.

In 2012, the Compensation Committee again evaluated the current risk profile of our executive and broad-based compensation programs. The Committee reviewed our material compensation programs and noted numerous ways in which risk is effectively managed or mitigated. This evaluation, which was conducted with the assistance of management and the Committee's outside compensation consultant, covered a wide range of practices and policies. All plans were deemed to have substantial risk mitigators which, in the most material incentive plans, include a balanced mix of fixed and variable pay and short-term and long-term incentives; use of multiple performance measures including corporate, business unit and individual performance weightings in incentive plans; a portfolio of long-term equity incentives; caps, discretion in payment, oversight by non-plan participants, significant stock ownership guidelines, pre-approval requirements for executive stock transactions; and the existence of policies prohibiting Company stock hedging and pledging and requiring executive incentive compensation recoupment in specified circumstances.

In addition, the Compensation Committee analyzed the overall enterprise risks and how compensation programs impacted individual behavior that could exacerbate these enterprise risks. Board and management processes are in place to oversee risk associated with global compensation programs and practices, including, but not limited to, regular business reviews; alignment of compensation plan goals with our annual and long-term strategic goals and performance expectations; review of enterprise risk management by the Board as part of the annual strategy and budget reviews; and other appropriate internal controls.

In light of these analyses, the Compensation Committee believes that the structure of our compensation programs provides multiple, effective safeguards to protect against excessive risk-taking.

Table of Contents

The Board's Role in CEO and Executive Succession Planning

Our Board is accountable for the development, implementation and continual review of a succession plan for the CEO and other executive officers. Board members are expected to have a thorough understanding of the characteristics necessary for a CEO to execute a long-term strategy that optimizes operating performance, profitability and shareholder value creation. As part of its responsibilities under its charter, the Compensation Committee oversees the succession planning process for the CEO and the senior leadership team. The process ensures that critical business capabilities are safeguarded, executive development is accelerated and strategic talent is leveraged to focus on current and new business imperatives. The ongoing succession process is designed to reduce vacancy, readiness and transition risks and develop strong leadership quality and executive bench strength. The specific criteria for the CEO position are aligned with our long-term growth strategy we refer to as our Growth Playbook, and succession and development plans are monitored for each of the CEO's direct reports including high potential internal CEO succession candidates, all of whom have ongoing exposure to the Board and are reviewed annually with the Board by the CEO and the Chief Human Resources Officer. The Committee and the Board also review the foregoing in executive session on a regular basis.

Meetings of the Board and its Committees

During 2012, the Board held eight meetings; the Audit Committee met five times; the Compensation Committee met six times; the Governance Committee met four times; and the Technology Committee met four times. The Executive Committee did not meet; regular executive sessions of the Board were held as described under *Executive Sessions* on page 12. All director nominees attended 75% or more of the aggregate of the meetings of the Board and of the committees of the Board on which such directors served.

Attendance of Directors at 2012 Annual Meeting of Shareholders

All directors are expected to attend the Company's annual meeting of shareholders. All of the Company's directors attended the 2012 annual meeting of shareholders.

Board Committees

The Board appoints committees to help carry out its duties and work on key issues in greater detail than is generally possible at Board meetings. Committees regularly review the results of their meetings with the Board. The Board has five standing committees, all of which are composed of independent directors as defined in the NYSE rules. Each committee operates pursuant to a written charter which is available as described below under *Corporate Governance Guidelines* on page 10. The charters for each of our Board committees are available on our website at: www.equifax.com/about_equifax/corporate_governance/committee_charters/en_us.

Below is a table showing the current members of each committee:

Director	Compensation, Human Resources & Management				
	Audit Chair	Succession	Executive	Governance	Technology
James E. Copeland, Jr.			x		
Robert D. Daleo	x	x			
Walter W. Driver, Jr.		x		x	
Mark L. Feidler	x				x
L. Phillip Humann		Chair	Chair	x	
Siri S. Marshall		x	x	Chair	
John A. McKinley	x		x		Chair
Richard F. Smith					
Mark B. Templeton		x			x

The **Audit Committee** has sole authority to appoint, review and discharge the Company's independent registered public accounting firm. The committee reviews and approves in advance the services provided by our independent registered public accounting firm, reviews and discusses the independence of that firm, oversees the internal audit function, reviews our internal accounting controls and financial reporting process, and administers our Code of Ethics and Business Conduct. The committee reviews the Company's guidelines and policies related to enterprise risk

assessment and risk management, and management's plan for risk mitigation or remediation.

Table of Contents

The committee meets separately with the internal and external auditors to ensure full and frank communications with the committee. The Board has determined that Messrs. Copeland, Daleo, Feidler and McKinley are each financially literate under NYSE rules and that Messrs. Copeland, Daleo and Feidler are each an audit committee financial expert under the rules of the SEC.

The Audit Committee has appointed Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013, and is recommending that our shareholders ratify this appointment at the Annual Meeting. See Proposal 2 on page 22 and the Audit Committee Report on page 75.

The **Compensation, Human Resources & Management Succession Committee** determines the compensation for our executive officers, establishes our compensation policies and practices, and reviews annual performance under our employee incentive plans. The Compensation Committee also provides assistance to the Governance Committee from time to time in connection with its review of director compensation. The Compensation Committee also advises management and the Board on succession planning and other significant human resources matters.

Role of Compensation Committee and Management in Determining Executive Compensation. The Compensation Committee reviews and makes decisions about executive policies and plans, including the amount of base salary, cash bonus and long-term incentive awarded to our named executive officers. Our Chairman and CEO and other executives may assist the Committee from time to time in its evaluation of compensation elements or program design or by providing mathematical calculations, historical information, year-over-year comparisons and clarification regarding job duties and performance. The Compensation Committee also considers the recommendations and competitive data provided by its compensation consultant and makes decisions, as it deems appropriate, on executive compensation based on its assessment of individual performance and achievement of goals both by the individual and the Company.

The CEO's performance is reviewed by the Compensation Committee with input from the other non-employee members of the Board. The CEO annually reviews the performance of each other executive officer who reports to him, including the named executive officers listed in the Summary Compensation Table on page 58. The conclusions reached and recommendations made based on these reviews, including with respect to salary adjustments and annual award amounts, are presented to the Compensation Committee for approval. Members of management play various additional roles in this process:

The CEO makes recommendations to the Compensation Committee regarding executive salary merit increases and compensation packages for the executive officers (other than himself) based on his evaluation of the performance of the executives who report to him against their goals established in the first quarter of each year.

The Chief Human Resources Officer and her staff provide the Compensation Committee with details of the operation of our various compensation plans, including the design of performance measures for our annual incentive plan and the design of our equity incentive program.

The Chief Financial Officer (the *CFO*) provides information and analysis relevant to the process of establishing performance targets for our annual cash incentive plan as well as any other performance-based awards and presents information regarding the attainment of corporate financial goals for the preceding year.

The Corporate Secretary attends meetings of the Compensation Committee to provide input on legal issues, respond to questions about corporate governance and assist in the preparation of minutes.

The Compensation Committee considers these recommendations and exercises discretion in modifying any recommended adjustments or awards to executives based on considerations it deems appropriate. Although members of our management team participate in the executive compensation process, the Compensation Committee also meets regularly in executive session without any members of the management team present. The Compensation Committee makes the final determination of the executive compensation package provided to each of our named executive officers, with input from the non-employee members of the Board in executive session with respect to CEO compensation.

Table of Contents

Compensation Consultant Services and Independence. The Compensation Committee has the authority to engage independent advisors to assist it in fulfilling its responsibilities. The Committee has retained Meridian Compensation Partners LLC (*Meridian*), a national executive compensation consulting firm, to provide advice with respect to compensation for our named executive officers and other officers. Meridian performs services solely on behalf of the Committee and does not provide any other services to us. Management of the Company had no role in selecting the Committee's compensation consultant and had no relationship with Meridian. The Committee has assessed the independence of Meridian pursuant to SEC rules and concluded that no conflict of interest exists that would prevent Meridian from independently representing the Committee.

In 2012, Meridian performed the following services for the Committee:

consultation on the design of a new long-term incentive program utilizing performance-based restricted stock awards tied to the Company's total shareholder return relative to the companies in the S&P 500 (as adjusted) over a three-year performance period;

provide market benchmark information;

advise the Compensation Committee on incentive risk assessment, proxy disclosure and executive benefits;

provide regulatory and governance guidance;

assist the Compensation Committee in determining appropriate levels of compensation for the CEO and other executive officers;
and

attend all meetings of the Compensation Committee upon invitation and participate in executive sessions of the Compensation Committee without management present.

The *Executive Committee* is authorized to exercise the powers of the Board in managing our business and property during the intervals between Board meetings, subject to Board discretion and applicable law.

The *Governance Committee* reviews and makes recommendations to the Board regarding nominees for director; recommends to the Board, and monitors compliance with, our Governance Guidelines and other corporate governance matters; conducts an annual review of the effectiveness of our Board; makes recommendations to the Board with respect to Board and committee organization, membership and function; and exercises oversight of Board compensation. Our process for receiving and evaluating Board member nominations from our shareholders is summarized under the captions *Director Qualifications and Nomination Process* on page 11 and *Shareholder Proposals and Director Nominations for 2014 Annual Meeting* on page 76 of this Proxy Statement.

The *Technology Committee* assesses our technology development strategies and makes recommendations to the Board as to scope, direction, quality, investment levels and execution of technology strategies; oversees the execution of technology strategies formulated by management and technology risk and opportunities; provides guidance on technology as it may pertain to, among other things, investments, mergers, acquisitions and divestitures, research and development investments, and key competitor and partnership strategies.

Corporate Governance Guidelines

The Governance Committee is responsible for overseeing the Governance Guidelines adopted by the Board and annually reviews them and makes recommendations to the Board concerning corporate governance matters. The Board may amend, waive, suspend, or repeal any of these guidelines at any time, with or without public notice, as it deems necessary or appropriate in the exercise of the Board's judgment or fiduciary duties.

Among other matters, the Governance Guidelines include the following items concerning the Board:

Non-management directors shall retire at the next Board meeting following the director's 7th birthday, unless requested by the Board to stay. Directors who are employees of the Company in the normal course resign from the Board when their employment ceases or they reach age 65, absent a Board determination that it is in the best interests of the Company for the employee to continue as a director.

Directors are limited to service on five public company boards other than our Board.

Table of Contents

The CEO reports at least annually to the Board on succession planning and management development.

The Presiding Director and the Chair of the Governance Committee manage a process whereby the Board and its Committee members are subject to an annual evaluation and self-assessment.

Our Governance Guidelines are posted at www.equifax.com/about_equifax/governance_principals/en_us.

Code of Ethics

We have adopted codes of ethics and business conduct applicable to our directors, officers and employees, available at www.equifax.com/about_equifax/corporate_governance/en_us, or in print upon request to the Office of Corporate Secretary, Equifax, P.O. Box 4081, Atlanta, Georgia 30302, telephone (404) 885-8000, or by sending an email to corpsec@equifax.com. Any amendment or waiver of a provision of these codes of ethics or business conduct that applies to any Equifax director or executive officer will also be disclosed on our website.

Director Independence

The Board has determined that all directors, excluding Mr. Smith, are independent under the applicable NYSE and SEC rules. In making these determinations, the Board considered the types and amounts of the commercial dealings between the Company and the companies and organizations with which the directors are affiliated. Each of these transactions was significantly below the thresholds set forth in the categories of immaterial relationships described in our Director Independence Standards which are attached as Appendix B to this Proxy Statement. See *Review, Approval or Ratification of Transactions with Related Persons Certain Relationships and Related Transactions* on page 15.

Communicating with Directors

Shareholders and other interested parties who wish to communicate with our directors, a committee of the Board of Directors, the Presiding Director, the non-management directors as a group, or the Board generally should address their correspondence accordingly and send by mail to Equifax Inc., c/o Corporate Secretary, P.O. Box 4081, Atlanta, Georgia 30302. All concerns related to audit or accounting matters will be referred to the Audit Committee.

Director Qualifications and Nomination Process

The Governance Committee of our Board is the standing committee responsible for selecting the slate of director nominees for election by our shareholders. The Committee recommends those nominees to the full Board for approval and often utilizes the services of a third party search firm to assist in the identification and evaluation of potential director nominees. The Committee Chair and Presiding Director are furnished with copies of the resumes provided by the search firm and review them as appropriate with the Governance Committee, the CEO and the full Board.

Our Governance Committee determines the selection criteria and qualifications for director nominees. As set forth in our Governance Guidelines, a candidate must have demonstrated accomplishment in his or her chosen field, character and personal integrity, the capacity and desire to represent the balanced, best interests of the Company and the shareholders as a whole and not primarily a special interest group, and the ability to devote sufficient time to carry out the duties of an Equifax director. The Committee and the Board consider whether the candidate is independent under the standards described above under *Director Independence*. In addition, the Committee and the Board consider all information relevant in their judgment to the decision of whether to nominate a particular candidate, taking into account the then-current composition of the Board and an assessment of the Board's collective requirements. These factors may include a candidate's educational and professional experience; reputation, industry knowledge and business experience and relevance to the Company and the Board (including the candidate's understanding of markets, technologies, financial matters and international operations); whether the candidate will complement or contribute to the mix of talents, skills and other characteristics that are needed to maintain Board effectiveness; and the candidate's ability to fulfill his or her responsibilities as a director and as a member of one or more of our standing Board committees.

Table of Contents

Although the Committee does not have a formal diversity policy for Board membership, it considers whether a director nominee contributes or will contribute to the Board in a way that can enhance the perspective and experience of the Board as a whole through diversity in gender, ethnicity, geography and professional experience. When current Board members are considered for nomination for re-election, the Committee also takes into consideration their prior Board contributions, performance and meeting attendance records. The effectiveness of the Board's skills, expertise and background, including its diversity, is also considered as part of each Board annual self-assessment.

The Board believes that nomination of a candidate should not be based solely on these factors noted above. The Governance Committee and the Board do not assign specific weights to particular criteria, and no particular criterion is a prerequisite for Board membership. We believe that the backgrounds and qualifications of our directors, considered as a group, should provide a complete mix of experience, knowledge and abilities that will allow the Board to fulfill its responsibilities. Our current Board is geographically diverse; there is a balance of different ages; gender diversity includes one female director; and directors have diverse industry backgrounds which include banking, investment banking, venture capital, consumer products manufacturing, accounting and consulting, information and technology, telecommunications and legal. The backgrounds and qualifications of our current directors and nominees are further described under *Proposal 1 Election of Directors* beginning on page 17.

The Governance Committee will consider for possible nomination qualified Board candidates that are submitted by our shareholders. Shareholders wishing to make such a submission may do so by sending the following information to the Governance Committee by November 20, 2013, c/o Corporate Secretary, P.O. Box 4081, Atlanta, Georgia 30302: (1) a nomination notice in accordance with the procedures set forth in Section 1.12 of the Bylaws; (2) a request that the Governance Committee consider the shareholder's candidate for inclusion in the Board's slate of nominees for the applicable meeting; and (3) along with the shareholder's candidate, an undertaking to provide all other information the Committee or the Board may request in connection with their evaluation of the candidate. See *Shareholder Proposals and Director Nominations for 2014 Annual Meeting* on page 76. A copy of our Bylaws is available on our website at www.equifax.com/about_equifax/corporate_governance/en_us or by writing to the Corporate Secretary.

Any shareholder's nominee must satisfy the minimum qualifications for any director described above in the judgment of the Governance Committee and the Board. In evaluating shareholder nominees, the Committee and the Board may consider all relevant information, including the factors described above, and additionally may consider the size and duration of the nominating shareholder's holdings in the Company; whether the nominee is independent of the nominating shareholder and able to represent the interests of the Company and its shareholders as a whole; and the interests and/or intentions of the nominating shareholder.

No candidate for director nomination was submitted to the Governance Committee by any shareholder in connection with the Annual Meeting.

Executive Sessions

The non-management directors generally meet in executive session without management at every regularly scheduled in-person Board meeting. The Presiding Director or his designee presides at Board executive sessions.

Compensation Committee Interlocks and Insider Participation

Ms. Marshall and Messrs. Humann, Daleo, Driver and Templeton were the members of the Compensation Committee during all or part of 2012. None of these directors is or has been an executive officer of the Company, or had any relationship requiring disclosure by the Company under the SEC's rules requiring disclosure of certain relationships and related party transactions. None of the Company's executive officers served as a director or a member of a compensation committee (or other committee serving an equivalent function) of any other entity, the executive officers of which served as a director of the Company or a member of the Compensation Committee during 2012.

Table of Contents**Director Compensation**

The table below sets forth the compensation received by our non-management directors during 2012:

Director Compensation Table

Name	Fees				Total (\$)
	Earned or Paid in Cash (\$)	Stock Awards ⁽¹⁾⁽²⁾ (\$)	Option Awards ⁽³⁾	All Other Compensation ⁽⁴⁾ (\$)	
James E. Copeland, Jr.	95,000	123,062	0	130	218,192
Robert D. Daleo	89,965	123,062	0	130	213,157
Walter W. Driver, Jr.	83,715	123,062	0	150	206,927
Mark L. Feidler	88,750	123,062	0	130	211,942
L. Phillip Humann	93,750	123,062	0	130	216,942
Siri S. Marshall	90,000	123,062	0	130	213,192
John A. McKinley	89,121	123,062	0	150	212,333
Mark B. Templeton	86,250	123,062	0	130	209,442

(1) Represents the grant date fair value for restricted stock unit (RSU) awards made on May 3, 2012 (2,694 RSUs for each director) computed in accordance with FASB ASC Topic 718.

(2) As of December 31, 2012, each current non-employee director held 2,694 shares of unvested restricted stock units.

(3) Prior to 2005, each non-employee director received an annual grant of a nonqualified option to purchase 7,000 shares of Company common stock with an exercise price equal to the fair market value closing price on the NYSE of the common stock on the grant date. These options became fully vested one year after the date granted and expire ten years from the date granted. As of December 31, 2012 directors with options outstanding included Mr. Copeland, 7,000, and Mr. Humann, 14,000. All director stock options were fully vested prior to 2011.

(4) Reflects the market price of annual membership to certain of our credit monitoring products.

Director Fees. For 2012, director cash compensation consisted of an annual cash retainer of \$75,000 (an increase of \$15,000 from 2011), and an annual cash retainer of \$20,000 for the Audit Committee chair (an increase of \$5,000 from 2011), \$15,000 for the Compensation Committee chair (an increase of \$5,000 from 2011), and \$7,500 each for the chairs of the Governance and Technology Committees. An annual cash retainer was added equal to \$10,000 for Audit Committee members, \$7,500 for Compensation Committee members and \$3,750 for all other Committee members.

By paying directors an annual retainer and eliminating meeting fees, the Company compensates each non-employee director for his or her role and judgment as an advisor to the Company, rather than for his or her attendance or effort at individual meetings. Directors with added responsibility are recognized with higher cash compensation as noted above. The Governance Committee believes that this additional compensation is appropriate.

Equity Awards. Each non-employee director receives an initial and an annual long-term incentive grant of restricted stock units under our shareholder-approved 2008 Omnibus Incentive Plan following the annual meeting of shareholders to further align their interests with those of our shareholders and to retain highly qualified directors through equity ownerships. For 2012, directors received a fixed value in shares computed as of the grant date (\$175,000 for initial one-time grants to new directors, and \$125,000 for annual grants). The annual grants and initial grants vest one year and three years, respectively, after the grant date with accelerated vesting in the event of the director's death, disability, retirement or a change in control of the Company. No dividend equivalents are paid on outstanding unvested restricted stock units.

Edgar Filing: EQUIFAX INC - Form DEF 14A

Director Deferred Compensation Plan. Each non-employee director may defer receipt of up to 100% of his or her retainer fees in shares of our stock or cash. The director is credited with a number of share units having an equivalent value at the end of each quarter based on his or her advance deferral election. Share units are equivalent to shares of the Company's common stock, except that share units have no voting rights and do not receive dividend credit. In general, amounts deferred are not paid until the director retires from the Board. However, directors may also establish sub-accounts from which amounts are to be paid on specific pre-retirement timetables established by the director. At the end of the applicable deferral period, the director receives a share of common stock for each share unit awarded. Such shares are received either in a lump sum or over a period not to exceed 15 years for retirement distributions, or up to five years for a scheduled withdrawal, as elected in advance by each director.

Table of Contents

Director and Executive Stock Deferral Plan. Each director may defer taxes otherwise due upon the vesting of restricted stock units. Due to changes in federal tax laws, no deferral elections for stock options are currently permitted under the plan. The director is credited with a number of share units as of the vesting date based on his or her advance deferral election. In general, amounts deferred under the plan are not paid until the director retires from the Board. However, directors may also establish sub-accounts from which amounts are to be paid on specific pre-retirement timetables established by the director. Amounts deferred are paid in shares of our common stock, at the director's option, either in a lump sum or in annual installments over a period of up to 15 years for retirement distributions, or up to five years for a scheduled withdrawal. We make no contributions to this plan, but we pay all costs and expenses incurred in its administration.

Director Stock Ownership Guidelines. Our Bylaws require all directors to own our stock while serving as a director. Our stock ownership guidelines require that each non-employee director own shares of our stock having a value of at least five times the annual cash retainer, no later than the fifth anniversary of the annual meeting of shareholders at which the director was first elected to the Board.

Indemnification. Under our Articles of Incorporation and Bylaws, the directors and officers are entitled to indemnification from the Company to the fullest extent permitted by Georgia law. We have entered into indemnification agreements with each of our directors and executive officers. Those agreements do not increase the extent or scope of the indemnification provided, but do establish processes and procedures for indemnification claims.

Other. Non-employee directors are reimbursed for customary and usual expenses incurred in attending Board, committee and shareholder meetings. Directors are also reimbursed for customary and usual expenses associated with other business activities related to their Board service, including participation in director education programs and memberships in director organizations. We pay premiums on directors' and officers' liability insurance policies that we maintain that cover our directors. We do not provide retirement benefits to non-employee directors.

Changes in Director Compensation for 2013. In November 2012, upon the recommendation of the Governance Committee after a review of director stock ownership guidelines, market trends and data from the same peer group of companies used for executive compensation purposes, the Board approved a \$10,000 increase in the value of the annual equity grants of restricted stock units to non-employee directors, to \$135,000 effective following the 2013 Annual Meeting.

EXECUTIVE OFFICERS

The executive officers of the Company and their ages and titles are set forth below. Business experience for at least the past five years and other information is provided in accordance with SEC rules.

Richard F. Smith (53) has been Chairman and CEO since December 2005. He was named Chairman-Elect and CEO and a director in September 2005. Prior to joining the Company, Mr. Smith served in various senior executive positions with General Electric Co., including as Chief Operating Officer, GE Insurance Solutions, from 2004 to September 2005 and President and CEO of GE Property and Casualty Reinsurance from 2003 to 2004.

Lee Adrean (61) has been Corporate Vice President and CFO since October 2006. Prior to joining the Company, he served as Executive Vice President and CFO of NDCHealth Corporation from 2004 to 2006. Prior thereto, he served as Executive Vice President and CFO of EarthLink, Inc. from 2000 until 2004.

John J. Kelley III (52) was appointed Corporate Vice President and Chief Legal Officer effective January 1, 2013, succeeding Kent. E Mast who retired from that position effective December 31, 2012. Mr. Kelley's responsibilities include legal services, global sourcing, security and compliance, government and legislative relations, corporate governance and privacy functions. He was a senior partner in the Corporate Practice Group of the law firm of King & Spalding LLP from January 1993 to December 2012, specializing in a broad range of corporate finance transactions and securities matters, advising public clients regarding SEC reporting and disclosure requirements, and other corporate governance and compliance matters.

Table of Contents

Coretha M. Rushing (56) has been Corporate Vice President and Chief Human Resources Officer since 2006. Prior to joining Equifax, she served as an executive coach and HR Consultant with Atlanta-based Cameron Wesley LLC. Prior thereto, she was Senior Vice President of Human Resources at The Coca-Cola Company, where she was employed from 1996 until 2004.

Paul J. Springman (67) has served as Corporate Vice President and Chief Marketing Officer since February 2004. Prior thereto, he was head of the Analytics unit from August 2002 until February 2004.

David C. Webb (57) became Chief Information Officer in January 2010. Prior to joining the Company, he served as Chief Operations Officer for SVB Financial Corp. since 2008, and from 2004 to 2008 he was CIO. Mr. Webb was Vice President, Investment Banking Division at Goldman Sachs & Co., a global investment banking, securities and investment management firm, from 1999 to 2004. He was CIO at Bank One from 1997 to 1999.

J. Dann Adams (55) has been President, Workforce Solutions (formerly TALX) since April 2010. Previously, he was President, U.S. Consumer Information Solutions since 2007, and Group Executive, North America Information Services from November 2003 until December 2006.

Rodolfo O. Ploder (52) has been President, U.S. Consumer Information Solutions since April 2010. He was President, International since January 2007 and Group Executive, Latin America from February 2004 to January 2007.

Paulino R. Barros, Jr. (56) has been President, International since April 2010. Prior to joining the Company, he was founder of PB&C Global Investments LLC, an international business consulting firm, and served as its President from October 2008. Mr. Barros was President and Managing Director of Hatteras Corporation, a provider of strategic intellectual property consulting and transaction services, from January 2009 until April 2010. He was President of Global Operations for AT&T from January 2007 to October 2008, Chief Product Officer for BellSouth Corporation from January 2005 to December 2006, President of BellSouth Latin America from November 2003 to December 2004, and Corporate Vice President and General Manager Latin America Group for Motorola from October 1998 to November 2000.

Joseph M. Loughran, III (45) has been President, North America Personal Solutions since January 2010. He was Senior Vice President Corporate Development from April 2006 to December 2009. Prior to joining Equifax, he held various executive roles at BellSouth Corporation from May 2001 to April 2006, including Managing Director-Corporate Strategy and Planning from May 2005 to April 2006, and various roles with McKinsey & Company, King & Spalding LLP, and Lazard Frères & Co.

Alejandro Gonzalez (43) has been President, North America Commercial Solutions since January 2010. He was Senior Vice President of Strategic Marketing from December 2005 to December 2009, and Customer Experience Leader for GE Insurance Solutions from January 2005 to December 2005.

Nuala M. King (59) has been Senior Vice President and Controller since May 2006. She was Vice President and Corporate Controller from March 2004 to April 2006. Prior to joining the Company, Ms. King served as Corporate Controller for UPS Capital from March 2001 until March 2004.

REVIEW, APPROVAL OR RATIFICATION OF TRANSACTIONS WITH RELATED PERSONS

The Board has adopted a written policy for approval of transactions between the Company and its directors, director nominees, executive officers, greater than five percent beneficial owners and their respective immediate family members, where the amount of the transaction is expected to exceed \$120,000 in a single calendar year. The policy provides that the Audit Committee reviews transactions subject to the policy and decides whether or not to approve or ratify those transactions. In doing so, the Audit Committee determines whether the transaction is in the best interests of the Company. In making that determination, the Audit Committee takes into account the following, among other factors it deems appropriate:

the extent of the related person's interest in the transaction;

whether the transaction is on terms generally available to an unaffiliated third party under the same or similar circumstances;

Table of Contents

the benefits to the Company;

the availability of other sources for comparable products or services; and

the terms of the transaction.

The Governance Committee also determines the impact or potential impact on a director's independence in the event the related party is a director, an immediate family member of a director, or an entity in which a director is a partner, shareholder or executive officer.

The Board has determined that all Board members, except Mr. Smith, are independent under the applicable NYSE and SEC rules and our Director Independence Standards. In making these determinations, the Board considered the types and amounts of commercial dealings between the Company and the companies and organizations with which the directors are affiliated. In each case, Audit Committee approval or ratification was obtained in accordance with our related party transaction approval policy and practices.

Certain Relationships and Related Transactions

During 2012, the Company was not a party to a transaction or series of transactions in which the amount involved did or may exceed \$120,000 in which any of its directors, named executive officers or other executive officers, any holder of more than 5% of its common stock or any member of the immediate family of any of these persons had or will have a direct or indirect material interest, other than the compensation arrangements (including with respect to equity compensation) described in *Director Compensation* on page 13 and *Executive Compensation* beginning on page 39 of this Proxy Statement.

Robert D. Daleo, a director of the Company, was until his retirement on December 31, 2012, Vice Chairman of Thomson Reuters which provides certain financial market data and web-based software to the Company. In 2012, the Company paid \$135,581 for these services. In making the determination that this relationship is not material and does not prevent Mr. Daleo from being an independent director of the Company, the Board took into account the fact that the fees paid to Thomson Reuters are comparable to those paid to other firms for similar services and that the amount of fees paid is not significant to either the Company or Thomson Reuters.

FMR LLC (*FMR*) beneficially owned approximately 6.19% of the outstanding shares of Equifax common stock based on a Schedule 13G filed on February 14, 2013 with the SEC. An affiliate of FMR, Fidelity Investments Institutional Services Company, Inc. (*Fidelity*) acts as the third party administrator for the Company's 401(k) Plan. While the Company does not pay any fees directly to Fidelity for administering the 401(k) Plan, entities affiliated with FMR benefit from fees incurred by the plan participants on balances invested in mutual funds through the plan.

Table of Contents

PROPOSALS TO BE VOTED ON

PROPOSAL 1

ELECTION OF DIRECTORS

All members of our Board are elected to serve until the next annual meeting of shareholders and until their successors have been elected and qualified. All of the nominees for election listed below have consented to being named in this Proxy Statement and to serve if elected. Presented below is biographical information for each of the nominees.

Our directors have a variety of backgrounds, which reflects the Board's continuing objective to achieve a diversity of perspective, experience, knowledge, ethnicity and gender. As more fully discussed below, director nominees are considered on the basis of a range of criteria, including their business knowledge and background, reputation and global business perspective. They must also have demonstrated experience and ability that is relevant to the Board's oversight role with respect to Company business and affairs. Each director's biography includes the particular experience and qualifications that led the Board to conclude that the director should serve on the Board.

THE BOARD RECOMMENDS A VOTE FOR THE ELECTION OF EACH OF THE DIRECTOR

NOMINEES LISTED BELOW

Nominees for Directors

James E. Copeland, Jr., 68 Retired Chief Executive Officer of Deloitte & Touche LLP and Deloitte Touche Tohmatsu, public accounting firms. Mr. Copeland served in such capacity from 1999 until his retirement in 2003. He also is a director of ConocoPhillips and Time Warner Cable, Inc., and a former director of Coca-Cola Enterprises, Inc.

Director since 2003

Independent

Chair of Audit Committee

Significant Experience/Competencies

Overview of Board Qualifications

Former Large Company CEO

General Management & Business Operations

Mergers & Acquisitions

International

Strategy Development

Accounting

Risk Management

Finance

Mr. Copeland has invaluable expertise in the areas of audit, accounting and finance, including operating experience as the CEO of a major international accounting firm. His knowledge of the Company's structure, operations, compliance programs and risk oversight as Chairman of the Audit Committee is of particular importance to our Board. The Board also values Mr. Copeland's insight and judgment gained through years of public company board experience with companies operating in industries as diverse as oil and gas, beverages and entertainment, including experience on audit, executive, compensation and finance committees of other publicly traded companies.

Table of Contents

<p>Director since 2006</p> <p>Independent</p> <p>Audit Committee</p> <p>Compensation Committee</p>	<p>Robert D. Daleo, 63 Retired as Vice Chairman of Thomson Reuters on December 31, 2012. Mr. Daleo was Executive Vice President and Chief Financial Officer of Thomson Reuters or its predecessors from 1997 through 2011, and a member of The Thomson Corporation board of directors from 2001 to April 2008. Thomson Reuters is a global provider of integrated information solutions to business and professional customers. From 1994 to 1998, Mr. Daleo served in senior operations, planning, finance and business development positions with Thomson Reuters.</p>
--	---

Significant Experience/Competencies

Overview of Board Qualifications

Former Public Company CFO
 General Management & Business
 Operations
 Mergers & Acquisitions
 International
 Strategy Development
 Auditing
 Risk Management
 Finance

Mr. Daleo has developed extensive financial accounting and corporate finance expertise through his experience as chief financial officer of a large multinational company. The Board values his leadership and risk assessment skills which are important to our efforts to expand our global information solutions business, data acquisitions and marketing to banks and other financial institutions. Mr. Daleo also has board-level experience with Thomson Reuters.

<p>Director since 2007</p> <p>Independent</p> <p>Governance Committee</p> <p>Compensation Committee</p>	<p>Walter W. Driver, Jr., 67 Chairman Southeast of Goldman Sachs & Co., a global investment banking, securities and investment management firm, since January 2006. He also serves on the Goldman Sachs Board of International Advisors. Prior to joining Goldman Sachs, Mr. Driver served as Managing Partner or Chairman of King & Spalding LLP, an international law firm, from 1999 through 2005. He currently serves on the Board of Directors of Total System Services, Inc.</p>
---	---

Significant Experience/Competencies

Overview of Board Qualifications

International Investment Banking
 Former Head of International Law Firm
 General Management & Business Operations
 Mergers & Acquisitions
 International
 Strategy Development
 Finance
 Legal, Corporate Governance and Compliance

Mr. Driver has extensive investment banking expertise in evaluating corporate acquisitions, strategies, operations and risks. The Board values his judgment, skills and experience in legal and regulatory matters gained through leadership of a major international law firm. Mr. Driver also has corporate governance experience and insight gained through his legal practice and public company directorships including service on compensation and governance committees.

Table of Contents

<p>Director since 2007</p> <p>Independent</p> <p>Audit Committee</p> <p>Technology Committee</p>	<p>Mark L. Feidler, 56 Founding Partner in MSouth Equity Partners, a private equity firm based in Atlanta, since February 2007. Formerly, President and Chief Operating Officer and a director of BellSouth Corporation, a telecommunications company, from 2005 until January 2007. He was appointed Chief Operating Officer of BellSouth Corporation in January 2005 and served as its Chief Staff Officer during 2004. From 2001 through 2003, Mr. Feidler was Chief Operating Officer of Cingular Wireless and served on the Board of Directors of Cingular from 2005 until January 2007. He also serves on the Board of Directors of the New York Life Insurance Company.</p>	<p style="text-align: center;">Significant Experience/Competencies</p> <p>Former Public Company President & COO</p> <p>General Management & Business Operations</p> <p>Mergers & Acquisitions</p> <p>International</p> <p>Strategy Development</p> <p>Finance</p>	<p style="text-align: center;">Overview of Board Qualifications</p> <p>Mr. Feidler has extensive operating, financial, legal and regulatory experience through his prior position with a major regional telecommunications company, as well as expertise in private equity investments and acquisitions. This background is relevant to us as we market our products to companies in telecommunications and other vertical markets, while his private equity experience is relevant to our new product development, marketing and acquisition strategies. His public company operating experience and background in financial, accounting and risk management are an important resource for our Audit Committee and Board.</p>
<p>Director since 1992</p> <p>Independent</p> <p>Presiding Director</p> <p>Chair of Compensation, Human Resources & Management Succession Committee</p> <p>Governance Committee</p>	<p>L. Phillip Humann, 67 Retired Executive Chairman of the Board of SunTrust Banks, Inc., a multi-bank holding company, from 2007 to April 2008. He served as Chairman and Chief Executive Officer of SunTrust Banks from 2004 through 2006; Chairman, President and Chief Executive Officer from 1998 to 2004; and President from 1991 to 1998. He also is a director of Coca-Cola Enterprises Inc. and is the Lead Director of Haverty Furniture Companies, Inc., where he was Non-Executive Chairman from May 2010 to December 2012.</p>	<p style="text-align: center;">Significant Experience/Competencies</p> <p>Former Public Company CEO</p> <p>Industry Experience</p> <p>General Management & Business Operations</p> <p>Mergers & Acquisitions</p> <p>International Strategy Development</p> <p>Finance</p> <p>Retail</p> <p>Corporate Governance & Compliance</p>	<p style="text-align: center;">Overview of Board Qualifications</p> <p>Mr. Humann has over 40 years of experience in the banking, mortgage and financial services industry. The Board highly values his experience and insights regarding how our customers use our services and products to manage their risk and retention objectives. The Board also values his leadership skills and deep knowledge of our business and perspective gained from 20 years of service on the Board and at other public companies.</p>

Risk Management

Banking

Table of Contents

<p>Director since 2006</p> <p>Independent</p> <p>Chair of Governance Committee</p> <p>Compensation, Human Resources & Management Succession Committee</p>	<p>Siri S. Marshall, 64 Retired Senior Vice President, General Counsel, Secretary and Chief Governance and Compliance Officer of General Mills, Inc., a global diversified foods maker and distributor, from 1994 until her retirement in January 2008. Ms. Marshall is currently a director of Ameriprise Financial, Inc., a diversified financial services company, where she is the presiding director, Alphatec Holdings, Inc., a medical device company specializing in spine disorders, and BioHorizons, Inc., a dental implant and biologics company. She is also on the Board of Directors of the Yale Law School Center for the Study of Corporate Law, is a Distinguished Advisor to the Straus Institute for Dispute Resolution, and is on the Board of Advisors of Manchester Capital Management, Inc. During the past five years, Ms. Marshall also served as a trustee of the Minneapolis Institute of Arts, and a director of the International Institute for Conflict Prevention and Resolution. In February 2011, Ms. Marshall received the Sandra Day O'Connor Award for Board Excellence.</p>
---	---

Significant Experience/Competencies

Overview of Board Qualifications

Former Public Company General Counsel,
Corporate Secretary & Chief Compliance
Officer

General Management &
Business Operations

Mergers & Acquisitions

International

Strategy Development

Retail

Legal, Corporate Governance &
Compliance

Ms. Marshall's over 13 years of executive experience at General Mills provides a valuable perspective on customer service in our consumer business. The Board particularly values her corporate governance expertise acquired in the areas of corporate governance, tax, law and compliance functions at General Mills and as a presiding director of a large financial institution, as well as her perspective and insight gained through her service on the executive, compensation and governance committees of other public companies and her leading role in corporate law and dispute resolution matters.

Director since 2008