EQUIFAX INC
Form DEF 14A
March 23, 2011
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No. __)

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

Check the appropriate box:

¨ Preliminary Proxy Statement

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

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to §240.14a-12

EQUIFAX INC.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

x No fee required.

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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

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1550 Peachtree Street, N.W.

Atlanta, Georgia 30309

March 23, 2011

Dear Shareholder:

You are cordially invited to join us at the 2011 Annual Meeting of Shareholders of Equifax Inc. to be held at 9:30 a.m. Eastern Daylight Time on Thursday, May 5, 2011 at our principal executive offices located at the address shown above.

The accompanying notice of meeting and proxy statement describe the matters to be acted upon at the meeting. We also will report on matters of interest to our shareholders.

Your vote is important to us and we hope that you will take this opportunity to participate in the affairs of the company. 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 or 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 support of Equifax.

Sincerely,

Richard F. Smith

Chairman and Chief Executive Officer

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1550 Peachtree Street, N.W.

Atlanta, Georgia 30309

NOTICE OF 2011 ANNUAL MEETING OF SHAREHOLDERS

May 5, 2011

9:30 a.m. Eastern Daylight Time

To the shareholders of Equifax Inc.:

Notice is hereby given that the 2011 annual meeting of shareholders (the *Annual Meeting*) of Equifax Inc., a Georgia corporation (the *Company*), will be held on Thursday, May 5, 2011 at 9:30 a.m. Eastern Daylight Time at the Company s principal executive offices located at the address shown above for the following purposes, as more fully described in the accompanying proxy statement (the *Proxy Statement*):

1. To elect six director nominees to the Company s Board of Directors (the *Board*) as identified in the accompanying proxy statement, each to serve as a director for a one-year term;

2. To ratify the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for 2011;

3. To hold an advisory vote on executive compensation;

4. To hold an advisory vote on the frequency of future advisory votes on executive compensation; and

5. To transact such other business as may properly come before the Annual Meeting and any postponement(s) or adjournment(s) thereof.

Only shareholders of record as of the close of business on March 7, 2011 are entitled to receive notice of, to attend, and to vote at, the Annual Meeting.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be Held on May 5, 2011.

The Proxy Statement and the 2010 Annual Report to Shareholders are available at: *www.proxyvote.com*.

This year, we are pleased to be again using the U.S. Securities and Exchange Commission *(SEC)* rule that allows companies to furnish their proxy materials over the Internet. As a result, we are mailing to many of our shareholders a Notice of Internet Availability of Proxy Materials instead of a paper copy of this Proxy Statement and our 2010 Annual Report. The notice contains instructions on how to access those documents over the Internet. The notice also contains instructions on how each of those shareholders can receive a paper copy of our proxy materials, including the Proxy Statement, our 2010 Annual Report and a form of proxy card or voting instruction card. All shareholders who do not receive a notice, including shareholders who have previously requested to receive paper copies of proxy materials, will receive a paper copy of the proxy materials by mail unless they have previously requested delivery of proxy materials electronically. Continuing to employ this distribution process will conserve natural resources and reduce the costs of printing and distributing our proxy materials.

You are cordially invited to attend the Annual Meeting in person. To ensure that your vote is counted at the Annual Meeting, however, please vote as promptly as possible.

Sincerely,

Dean C. Arvidson

Corporate Secretary

Atlanta, Georgia

March 23, 2011

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1550 Peachtree Street, N.W.

Atlanta, Georgia 30309

PROXY STATEMENT

FOR

2011 ANNUAL MEETING OF SHAREHOLDERS

GENERAL INFORMATION

Proxies in the form furnished are being solicited by the Board of Directors (the *Board*) for the 2011 Annual Meeting of Shareholders. A Notice of Internet Availability of Proxy Materials was first sent, and the accompanying notice of meeting, this Proxy Statement and the form of proxy are first being made available, to shareholders on or about March 23, 2011.

All shares represented by proxies received will be voted in accordance with instructions contained in the proxies. The Board recommends a vote:

1. **FOR** each of the six nominees for director identified in these proxy materials and on the proxy card;

2. **FOR** the ratification of the appointment of the Company s independent auditors for 2011;

3. **FOR** the approval, on an advisory basis, of the compensation of the named executive officers as disclosed in these materials; and

4. **FOR** the approval, on an advisory basis, of a frequency of every year for future advisory votes on executive compensation.

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 23, 2011, we will mail 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 2010 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 paper copy of the proxy materials, you may request one over 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 21, 2011 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 will bear the cost of soliciting proxies and has retained Phoenix Advisory Partners, LLC to assist in soliciting proxies for a fee not to exceed $6,500 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

Company shareholders of record at the close of business on March 7, 2011 are entitled to notice of, and to vote at, the meeting. As of such date, there were 122,902,173 shares of Company common stock outstanding, each entitled to one vote.

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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 Notice of Internet Availability of proxy materials or the voting instructions card that is sent to you or a current bank or brokerage account statement, to be admitted. The Company also may request appropriate identification as a condition of admission.

Quorum; Required Vote

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. Under the rules of the New York Stock Exchange (the *NYSE*), Proposal 2 is the only proposal upon which brokers may vote in the absence of timely instructions from beneficial owners.

Directors are elected by a majority of the votes cast at the meeting in uncontested elections, such as the one at the meeting. Abstentions and broker non-votes will not be counted as votes cast and, accordingly, will have no effect on the outcome of the vote 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 shall offer his or her resignation. The independent members of the Board will determine and publicly report the action to be taken with respect to the resignation offer.

Approval of Proposals 2 and 3 requires that the votes that shareholders cast For must exceed the votes that shareholders cast Against to approve. Abstentions and (with regard to Proposal 3 only) broker non-votes will not be counted as votes cast and, accordingly, will have no effect on the outcome of the vote for Proposals 2 and 3. With respect to Proposal 4, the alternative receiving the greatest number of votes every year, every two years or every three years will be the frequency that shareholders approve. Abstentions and broker non-votes therefore will have no effect on the outcome of this vote.

Although the advisory votes on Proposals 3 and 4 are non-binding, as provided by law, our Board will review the results of the votes and, consistent with our record of shareholder engagement, will take the results into account in making a determination concerning executive compensation and the frequency of such advisory votes.

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, all shares represented at the meeting will be voted in the discretion of the persons named as proxies on the proxy card on such matters (other than shares that are voted by the holder in person at the meeting).

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.

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.

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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. EDT on May 2, 2011. 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 2010 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 2010 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 2010 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 to be filed 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.

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 *(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;

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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.

Our Board is comprised of nine members, divided into three classes of two, three and four directors, with the directors in two classes currently serving three-year terms and one class of directors serving an annual term expiring at the Annual Meeting. Under our amended Articles of Incorporation and Bylaws approved by our shareholders at the 2009 Annual Meeting, our Board is transitioning from a classified board to a declassified board. The declassification began with the election of Class III directors for a one-year term at the 2010 Annual Meeting, and will continue to take place as follows: at the 2011 Annual Meeting, Class II and Class III directors will be elected to a one-year term; and at the 2012 Annual Meeting (and at each annual meeting of shareholders thereafter), all directors will be elected for a one-year term, at which time the classifications will be eliminated.

The Board has determined that 9 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 each of these positions may be held by the same person or may be held by two persons. Under the Board s Mission Statement and Guidelines on Significant Corporate Governance Issues (the *Corporate 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 Corporate 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 Corporate Governance Guidelines were enhanced by the Board in November 2010 and include:

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
- if requested by major shareholders, being available for consultation and direct communication.

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.

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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 Corporate 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.

- Our Corporate Governance Guidelines were revised by the Board in 2010 to require that a substantial majority of our Board 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.

- The Company is phasing in the annual election of each director 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, monitor 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 risk, operational and strategic risk, and (ii) ethical, legal and compliance risk. The CEO and our senior leadership team receive comprehensive periodic reports on the most significant risks from the head of our internal audit function. Each business unit and corporate support unit has primary responsibility for assessing risks within their respective areas of responsibility and mitigating those risks.

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.

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In 2010, the Compensation Committee 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 anti-hedging and clawback policies.

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, monthly and quarterly 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 undue risk.

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 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 2010, the Board held four meetings; the Audit Committee met five times; the Compensation Committee met eight times; the Executive Committee did not meet; the Finance Committee (which was discontinued in February 2010) met once; the Governance Committee met four times; and the Technology Committee met three times. 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. The Board also believes that it is important for directors to make themselves available to our shareholders by attending the Annual Meeting in the absence of an unavoidable scheduling conflict or other valid reason. All directors then serving attended our 2010 Annual Meeting.

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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 9. Below is a table showing the current members of each committee.

Director	Audit	Compensation, Human Resources & Management Succession	Executive	Governance	Technology[(1)]
James E. Copeland, Jr.	Chair		x		
Robert D. Daleo	x				
Walter W. Driver, Jr.				x	
Mark L. Feidler	x				x
L. Phillip Humann		Chair	Chair	x	
Siri S. Marshall		x	x	Chair	
John A. McKinley			x		Chair
Richard F. Smith					
Mark B. Templeton		x			x

(1) The Technology Committee was formed on February 5, 2010.

The ***Audit Committee*** has sole authority to appoint, review and discharge our 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. 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 and Feidler are each financially literate under NYSE rules and 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, 2011, and is recommending that our shareholders approve this appointment at the Annual Meeting. See Proposal 2 on page 24 and the Audit Committee Report on page 66.

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 the 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.

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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 49. 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 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 in presenting 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.

Compensation Consultant Services and Fees. The Compensation Committee has the sole authority from the Board for the appointment, compensation and oversight of the Company s outside compensation consultant. During 2010, the Compensation Committee s consultant began the year as a principal at Hewitt Associates (as of October 1, 2010, Aon Hewitt) and on February 1, 2010 became a partner at Meridian Compensation Partners LLC (*Meridian*), an independent executive compensation consulting firm. During 2010, the Compensation Committee retained the consultant, without any management recommendation, to provide advice with respect to compensation for named executive officers and other officers which included the following services:

- 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.

For 2010, all fees paid to Meridian were in support of the Compensation Committee in connection with its review of executive compensation.

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.

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The ***Governance Committee*** reviews and makes recommendations to the Board regarding nominees for director; recommends to the Board, and monitors compliance with, our Corporate 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 10 and *Shareholder Proposals and Director Nominations for 2012 Annual Meeting* on page 67.

The ***Technology Committee*** was formed in February 2010 and 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.

The charter for each Board committee is available on our website at: *www.equifax.com/about_equifax/corporate_governance/committee_charters/en_us.*

Corporate Governance Guidelines

The Governance Committee is responsible for overseeing the Corporate 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 Corporate Governance Guidelines include the following items concerning the Board:

- Non-management directors shall retire at the next Board meeting following the director s 72nd 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.

- 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 members are subject to an annual evaluation and self-assessment.

Our Corporate 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 this website.

Director Independence

Pursuant to NYSE rules, the Board affirmatively determines the independence of each director nominee in accordance with the Corporate Governance Guidelines, which include categorical director independence standards consistent with the NYSE rules and require that a majority of the Board be comprised of independent directors. A copy of our Director Independence Standards is attached as Appendix A to this Proxy Statement.

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Based on these standards, the Board has affirmatively determined that each of the following eight non-employee directors is independent and has no material relationship with Equifax, except as a director and shareholder of Equifax: James E. Copeland, Jr., Robert D. Daleo, Walter W. Driver, Jr., Mark L. Feidler, L. Phillip Humann, Siri S. Marshall, John A. McKinley and Mark B. Templeton. Richard F. Smith was not deemed to be an independent director because he is also an executive officer of the Company.

The Board considered and reviewed a limited number of commercial transactions undertaken in the ordinary course of our business with businesses and charities where our directors serve as officers or directors. Each of these transactions was significantly below the thresholds set forth in the categories of immaterial relationships described in our Director Independence Standards. See *Review, Approval or Ratification of Transactions with Related Persons Transactions with Related Persons* on page 16.

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 Board s 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, 1550 Peachtree Street, N.W., Atlanta, Georgia 30309. All concerns related to audit or accounting matters will be referred to the Board s 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. In the past, our Governance Committee has utilized the services of a third party search firm to assist in the identification and evaluation of potential director nominees. The Committee may engage such firms to provide such services in the future, as it deems appropriate.

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 the Board s 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. 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 with half of the

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members based outside the Company s headquarters in Georgia; 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 18.

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 24, 2011, 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, 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 2012 Annual Meeting* on page 67. 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 meet in executive session without management at every regularly scheduled in-person Board meeting. The Presiding Director presides at these executive sessions.

Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee is or has been one of our officers or employees or has or had any related party transaction or relationship required to be disclosed in this Proxy Statement. None of our executive officers serves, or served during 2010, as a member of the board of directors or compensation committee of any entity that has an executive officer serving on our Board or Compensation Committee.

Director Compensation

The following table sets forth the compensation received by our non-management directors during 2010:

Director Compensation Table

Name	Fees Earned or Paid in Cash ($)	Stock Awards(1)(2) ($)	Option Awards(3)	All Other Compensation(4) ($)	Total ($)
James E. Copeland, Jr.	75,000	123,193	0	130	198,323
Robert D. Daleo	61,875	123,193	0	130	185,198
Walter W. Driver, Jr.	60,000	123,193	0	130	183,323
Mark L. Feidler	60,000	123,193	0	130	183,323
L. Phillip Humann	70,000	123,193	0	130	193,323
Siri S. Marshall	67,500	123,193	0	130	190,823
John A. McKinley	67,500	123,193	0	130	190,823
Mark B. Templeton	60,000	123,193	0	130	183,323

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(1) Calculated based on the aggregate grant date fair value for each director s stock award ($31.12 per share), computed in accordance with FASB ASC Topic 718. Because the amounts reflect our accounting expense, the amounts do not correspond to the actual value that will be recognized by the directors.

(2) As of December 31, 2010, each current director held restricted stock units as follows: Mr. Copeland, 3,959; Mr. Daleo, 3,959; Mr. Driver, 3,959; Mr. Feidler, 3,959; Mr. Humann, 3,959; Ms. Marshall, 3,959; Mr. McKinley, 7,959; and Mr. Templeton, 7,959.

(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 date of the meeting. These options became fully vested one year after the date granted and expire ten years from the date granted. As of December 31, 2010, directors with options outstanding included Mr. Copeland, 7,000, and Mr. Humann, 14,000. All director stock options were fully vested prior to 2010.

(4) Reflects the market price of annual membership to our CreditWatch Gold® 3-in-1 credit monitoring product.

Director Fees. For 2010, the following changes in director compensation were recommended by the Governance Committee and approved by the full Board:

- all Board and Committee meeting fees were eliminated;
- the annual Board retainer, which had not changed since 2006, was increased to $60,000, payable in quarterly installments;
- the formula for initial and annual equity grants of restricted stock units was changed from a fixed number of shares to 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); and
- committee chair retainer fees for the Audit Committee and the Compensation Committee were increased by $7,500 and $2,500, respectively, in recognition of the increased time commitment and responsibility assumed in these positions.

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. Prior to 2010, each non-employee director received an annual long-term incentive grant of 3,000 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. New directors were also entitled to receive an initial grant of 4,000 restricted stock units, to attract and retain highly qualified directors through equity ownership. As noted above, for 2010, the formula for initial and annual equity grants of restricted stock units was changed from a fixed number of shares to 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.

Director Deferred Compensation Plan. Each non-employee director may defer up to 100% of his or her retainer fees. 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.

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

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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, which were amended by the Compensation Committee in November 2010 to reflect market data, 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. Previously, the guideline was four times annual cash retainer within four years.

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. Directors are indemnified by us against certain liabilities relating to service as a director. We do not provide retirement benefits to non-employee directors.

2010 Changes in Director Compensation. In November 2010, upon the recommendation of the Governance Committee after a review of director stock ownership guidelines, including market trends and data from the same peer group of companies used for executive compensation purposes, the Board approved an increase in the multiple of the ownership requirement from four times to five times the annual director cash retainer fee, and an increase in the period for complying with the ownership guidelines from four years to five years. No other changes to director compensation were made in 2010.

Executive Officers

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

Richard F. Smith (51) has been Chairman and Chief Executive Officer since December 15, 2005. He was named Chairman-Elect and Chief Executive Officer effective September 19, 2005 and elected as a Director on September 22, 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 Chief Executive Officer of GE Property and Casualty Reinsurance from 2003 to 2004.

Lee Adrean (59) has been Corporate Vice President and Chief Financial Officer since October 2006. Prior to joining the Company, he served as Executive Vice President and Chief Financial Officer of NDCHealth Corporation from 2004 to 2006. Prior thereto, he served as Executive Vice President and Chief Financial Officer of EarthLink, Inc. from 2000 until 2004.

Kent E. Mast (67) has served as Corporate Vice President and Chief Legal Officer since he joined the Company in 2000. His responsibilities include legal services, global sourcing, security and compliance, government and legislative relations, corporate governance and privacy functions.

Coretha M. Rushing (54) 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.

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Paul J. Springman (65) has served as Corporate Vice President and Chief Marketing Officer since February 2004. Prior thereto, he was head of the Predictive Sciences unit from August 2002 until February 2004.

David C. Webb (55) became Chief Information Officer on January 19, 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 (53) has been President, 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 M. Ploder (50) 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. (54) 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 (43) has been President, North America Personal Solutions since January 1, 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 (41) has been President, North America Commercial Solutions since January 4, 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 (57) 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.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Principal Securityholders

The following table contains information as of March 7, 2011 regarding the beneficial ownership of the Company s common stock by each person the Company believes beneficially holds more than 5% of the Company s outstanding common stock, based solely on the Company s review of SEC filings.

	Beneficial Ownership of Common Stock	
Name and Address of Beneficial Owner	**Number of Shares**	**Percentage of Class**
FMR LLC[(1)] 82 Devonshire Street Boston, MA 02109	11,186,178	9.1%
Morton Holdings, Inc.[(2)] 35 Ocean Reef Drive, Suite 142	7,043,195	5.7%

Key Largo, FL 33037

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(1) Based on a Schedule 13G/A filed on February 14, 2011, setting forth information as of December 31, 2010, such filing indicates that (i) Fidelity Management & Research Company, or Fidelity, a wholly-owned subsidiary of FMR LLC and an investment advisor, beneficially owns 11,186,178 shares as a result of acting as an investment adviser to various investment companies. The ownership of one investment company, Fidelity Magellan Fund, amounted to 7,485,262 shares. Edward C. Johnson 3d and FMR LLC, through its control of Fidelity and the funds each has sole power to dispose of the 11,186,178 shares owned by the Funds; (ii) Strategic Advisers, Inc., a wholly-owned subsidiary of FMR LLC and an investment adviser who provides investment advisory services to individuals, beneficially owns 6,237 shares; (iii) Pyramis Global Advisors Trust Company (PGATC), an indirect wholly-owned subsidiary of FMR LLC and a bank, beneficially owns 42,830 shares as a result of its serving as investment manager of institutional accounts holding such shares. Edward C. Johnson 3d and FMR LLC, through its control of PGATC, each has sole dispositive power over 42,830 shares and sole power to vote or to direct the voting of 42,830 shares owned by the institutional account managed by PGATC as reported above.

(2) Information is based on an amended Schedule 13G filed on February 14, 2011, setting forth information as of December 31, 2010. Such filing indicates that Morton Holdings, Inc. has shared voting power and shared dispositive power with respect to 7,043,195 shares with Philip B. Korsant of the same address. Partnerships of which Morton Holdings, Inc. is the general partner, are the owners of record of the 7,043,195 shares as a result of the direct or indirect power to vote or dispose of such shares.

Securities Held by Management

The following table contains information as of March 7, 2011 regarding the beneficial ownership of the Company s common stock by (i) each director and nominee, (ii) each named executive officer listed in the Summary Compensation Table on page 49, and (iii) all directors, nominees and executive officers of the Company as a group. None of these shares were pledged.

Name	Number of Shares Owned[(1)]	Exercisable Stock Options[(2)]	Number of Deferred Share Equivalent Units[(3)]	Percent of Common Stock Outstanding
J. Dann Adams	64,676	117,442	35,767	*
Lee Adrean	77,407	128,999	28,395	*
William W. Canfield[(4)]	384,372	53,333	0	*
James E. Copeland, Jr.	43,491	7,000	29,853	*
Robert D. Daleo	16,959	0	22,099	*
Walter W. Driver, Jr.	13,959	0	7,770	*
Mark L. Feidler	16,959	0	0	*
L. Phillip Humann	39,538	14,000	56,770	*
Siri S. Marshall	16,959	0	13,000	*
John A. McKinley	10,959	0	7,626	*
Coretha M. Rushing	48,303	109,666	0	*
Richard F. Smith[(5)]	340,666	519,999	0	*
Mark B. Templeton	14,059	0	10,000	*
David C. Webb	19,500	13,333	0	*
All directors, nominees and executive officers as a group (21 persons)[(6)]	3,899,000	1,483,436	287,055	4.6%

* 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.

(2) This column lists the number of shares of Company common stock that the directors, nominees and executive officers had a right to acquire as of or within 60 days after March 7, 2011 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 of Company stock (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 250,732 shares in held in the William W. Canfield Revocable Trust, the beneficiary of which is Mr. Canfield s spouse, and over which he has sole voting and sole investment power. Mr. Canfield retired as director and executive officer of the Company in 2010.

(5) 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.

(6) Includes 2,484,565 shares (2% of the shares outstanding on March 7, 2011) 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.

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SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires the Company s directors, executive officers and persons who own ten percent or more of the Company s common stock, to file reports of securities ownership and changes in such ownership with the SEC. Directors, officers and ten percent shareholders also are also required by SEC rules to furnish the Company with copies of all Section 16(a) forms they file. Based solely upon a review of the copies of such forms furnished to the Company or written representations that no forms were required, the Company believes that all Section 16(a) filing requirements were timely met in 2010.

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;
- 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, excluding 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.

Transactions with Related Persons

Mark B. Templeton, a director of Equifax, is also President and Chief Executive Officer of Citrix Systems, Inc. In 2010, the Company paid approximately $146,210 to Citrix for renewal of software subscriptions. In making the determination that this relationship is not material and does not prevent Mr. Templeton from being an independent director of the Company, the Board took into account the fact that the fees paid to Citrix are comparable to those paid to other firms for similar services and that the amount of fees paid to Citrix is insignificant to both the Company and Citrix.

Robert D. Daleo, a director of the Company, is also Executive Vice President and Chief Financial Officer of Thomson Reuters, which provides certain financial market data to the Company. In 2010, the Company paid approximately $109,398 to Thomson Reuters 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 to Thomson Reuters is insignificant to both the Company and Thomson Reuters.

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Mr. James W. Canfield, son of Mr. William W. Canfield (who was an executive officer and director of the Company in 2010) was employed by our TALX subsidiary until October 8, 2010. Mr. James W. Canfield was employed by TALX in a non-executive position as Senior Director of Employee Services. His annual salary at the time of his termination was $150,170, and his compensation was similar to that paid for comparable positions at the Company. He received no bonus payments or equity grants during 2010.

OVERVIEW OF PROPOSALS TO BE VOTED ON

This Proxy Statement contains four proposals requiring shareholder action. Proposal 1 requests the election of six directors to the Board. Proposal 2 requests the ratification of the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for 2011. Proposal 3 requests a vote on an advisory resolution on executive compensation. Proposal 4 requests an advisory vote on the frequency of future advisory votes on executive compensation. Each of the proposals is discussed in more detail on the pages that follow.

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PROPOSAL 1

ELECTION OF DIRECTORS

We currently have nine members on our Board, which is divided into three classes consisting of two, three and four directors. Under our amended Articles of Incorporation and Bylaws as approved by our shareholders at the 2009 Annual Meeting, our Board is transitioning to a declassified board. The transition began with the election of Class III directors for a one-year term at the 2010 Annual Meeting, and will continue to take place as follows: at the 2011 Annual Meeting, the Class II and Class III directors will be elected to a one-year term and at the 2012 Annual Meeting (and at each annual meeting of shareholders thereafter), all directors will be elected for a one-year term at which time the classifications will be eliminated.

At the Annual Meeting, shareholders will vote on the election of the two Class II and four Class III director nominees as described below. Each nominee is currently a director of the Company and has previously been elected by our shareholders. There are no family relationships among our directors or executive officers. Each nominee has indicated to the Company that he or she will serve if elected. If any nominee is unable or declines to serve as a director, the Board may designate another nominee to fill the vacancy and the proxy will be voted for that nominee.

Class III Four Nominees (Messrs. Daleo, Driver, Humann and Templeton);

Class II Two Nominees (Mr. Copeland and Ms. Marshall)

The terms of our current Class II and III directors will expire at the Annual Meeting. James E. Copeland, Jr. and Siri S. Marshall are the incumbent members of Class II. Robert D. Daleo, Walter W. Driver, Jr., L. Phillip Humann and Mark B. Templeton are the incumbent members of Class III. The Board has nominated each of these individuals for reelection to the Board at the Annual Meeting, to serve until the 2012 Annual Meeting.

The biographies of each of the nominees and continuing directors below contains information regarding the person s service as a director, business experience, director positions held currently or at any time in the past five years, information regarding involvement in certain legal or administrative proceedings, if applicable, and the experience, qualifications, attributes or skills that caused the Governance Committee and the Board to determine that the person should serve as a director for the Company beginning in 2011.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL NOMINEES

Nominees for Election as Class II Directors

for a Term Expiring in 2012

James E. Copeland, Jr., 66 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	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

International	oversight as Chairman of the Audit Committee gained over seven
Strategy Development	
Accounting	
Risk Management	
Finance	

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years of service on the Board 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.

Siri S. Marshall, 62 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, and Alphatec Holdings, Inc., a medical device company specializing in spine disorders. She is also on the Board of Directors of the Yale Law School Center for the Study of Corporate Law, a Distinguished Advisor to the Straus Institute for Dispute Resolution, and a trustee of the Minneapolis Institute of Arts. During the past five years, Ms. Marshall also served on the Board of Directors for the International Institute for Conflict Prevention and Resolution. In February 2011, Ms. Marshall received the Sandra Day O Connor Award for Board Excellence.

Director since 2006

Independent

Chair of Governance Committee

Compensation, Human Resources & Management Succession Committee

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.

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Nominees for Election as Class III Directors

for a Term Expiring in 2012

Director since 2006

Independent

Audit Committee

Robert D. Daleo, 61 Executive Vice President and Chief Financial Officer of Thomson Reuters or its predecessors since 1997, and was a member of The Thomson Corporation s 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.

Significant Experience/Competencies	Overview of Board Qualifications
Current 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.

Director since 2007

Independent

Governance Committee

Walter W. Driver, Jr., 65 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 Chairman of King & Spalding LLP, an international law firm headquartered in Atlanta. Mr. Driver joined King & Spalding in 1970, became a partner in 1976, and served as Managing Partner or Chairman from 1999 through 2005. He currently serves on the Board of Directors of Total System Services, Inc. and as an Advisory Trustee of Old Mutual Funds.

Significant Experience/Competencies	Overview of Board Qualifications
International Investment Banking Former Head of International Law Firm General Management & Business Operations Mergers & Acquisitions International	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

Strategy Development	compensation and governance committees.
Finance	
Legal, Corporate Governance and Compliance	

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Director since 1992

Independent

Presiding Director

Chair of Compensation, Human Resources & Management Succession Committee

Governance Committee

L. Phillip Humann, 65 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 of Haverty Furniture Companies, Inc., for which he has served as Non-Executive Chairman since May 2010. During the past five years, Mr. Humann also served on the Board of Directors for the Federal Reserve Bank of Atlanta.

Significant Experience/Competencies	**Overview of Board Qualifications**
Former Public Company CEO Industry Experience General Management & Business Operations Mergers & Acquisitions International Strategy Development Finance Retail Corporate Governance & Compliance Risk Management Banking	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 through 19 years of service on the Board and at other public companies.

Director since 2008

Independent

Compensation, Human Resources & Management Succession Committee

Technology Committee

Mark B. Templeton, 58 President and director of Citrix Systems, Inc., a global software development firm, since 1998 and Chief Executive Officer from 2001 to the present. Mr. Templeton also served as Chief Executive Officer of Citrix from 1999 to 2000 and as Senior Executive Officer of Citrix from 2000 to 2001.

Significant Experience/Competencies	**Overview of Board Qualifications**
Current Public Company CEO and President General Management & Business Operations Mergers & Acquisitions International Strategy Development Finance Technology Development, Operations & Marketing	The Board highly values Mr. Templeton s operating experience, leadership and perspective in business strategy, operations, business growth. His counsel and insight in technology opportunities, particularly in the development and global marketing of advanced technology products, has direct application to our strategic emphasis on investment in new technology products and global expansion.

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CONTINUING DIRECTORS

Class I Directors Whose Terms Continue Until 2012

Director since 2007

Independent

Audit Committee

Technology Committee

Mark L. Feidler, 54 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.

Significant Experience/Competencies	Overview of Board Qualifications
Former Public Company President and COO General Management & Business Operations Mergers & Acquisitions International Strategy Development Finance	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.

Director since 2008

Independent

Chair of Technology Committee

John A. McKinley, 53 Chief Technology Officer of News Corporation and President of Technology for News Corporation Digital Media Group since February 1, 2011. He is also Chief Executive Officer of OurParents, Inc., a senior care service provider based in Washington, D.C., and Co-founder of LaunchBox Digital, a venture capital firm in Washington, D.C. He was President, AOL Technologies and Chief Technology Officer from 2003 to 2005 and President, AOL Digital Services from 2004 to 2006. Prior thereto, he served as Executive President, Head of Global Technology and Services and Chief Technology Officer for Merrill Lynch & Co., Inc., from 1998 to 2003; Chief Information and Technology Officer for GE Capital Corporation from 1995 to 1998; and Partner, Financial Services Technology Practice, for Ernst & Young International from 1982 to 1995.

Significant Experience/Competencies	**Overview of Board Qualifications**
Current Public Company CTO General Management & Business Operations Mergers & Acquisitions International Strategy Development Finance Venture Capital Technology Development, Operations & Marketing	The Board highly values Mr. McKinley s extensive background in managing complex global technology operations as chief technology or information officer at a number of leading global companies. These skills are highly relevant to the Board s oversight of risks and opportunities in our technology operations, risk management and capital investments. The Board also values his entrepreneurial, management and insight.

Director since 2005

Chairman and Chief Executive Officer

Richard F. Smith, 51 Chairman and CEO of Equifax since 2005. Prior to that, Mr. Smith was Chief Operating Officer of GE Insurance Solutions from 2004 to August 2005; President and Chief Executive Officer of GE Property and Casualty Reinsurance from 2003 to 2004; President and Chief Executive Officer of GE Property and Casualty Reinsurance Americas of GE Global Insurance Holdings Corp from 2001 to 2003; and President and Chief Executive Officer of GE Capital Fleet Services from 1995 to 2000.

Significant Experience/Competencies	**Overview of Board Qualifications**
Current Public Company CEO Industry Experience General Management & Business Operations Mergers & Acquisitions International Strategy Development Finance Risk Management	As Chairman and CEO, Mr. Smith leads our senior management team and brings to the Board extensive knowledge of the Company and its strategy gained through six years of demonstrated leadership in all aspects of our business. The Board values his management experience in senior roles over a 22 year career at General Electric Co. in senior leadership positions in insurance and capital fleet services divisions.

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PROPOSAL 2

RATIFICATION OF APPOINTMENT OF

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed Ernst & Young LLP (*EY*) as the Company s independent registered public accounting firm and as auditors of the Company s consolidated financial statements for 2011. EY has served as our independent auditor since 2002.

At the Annual Meeting, the shareholders are being asked to ratify the appointment of EY as the Company s independent registered public accounting firm for 2011. In the event of a negative vote on such ratification, the Audit Committee will reconsider its selection. Even if this appointment is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in the best interest of the Company and its shareholders. Representatives of EY are expected to be present at the Annual Meeting and to respond to questions.

Fees Paid to Auditor

The following table sets forth the fees billed by EY to the Company for services rendered for the years ended December 31, 2009 and 2010:

Audit and Non-Audit Fees

Fee Category	2009	2010
Audit Fees(1)	$ 3,439,566	$ 3,373,711
Audit-Related Fees(2)	499,076	384,026
Tax Fees(3)	98,240	522,263
All Other Fees(4)		1,995
Total	$ 4,036,882	$ 4,281,995

(1) Consists of fees and expenses for professional services rendered for the integrated audit of our annual consolidated financial statements and review of the interim consolidated financial statements included in our quarterly reports to the SEC, and services that are normally provided by EY in connection with statutory and regulatory filings or engagements, SAS 70 audits integrated with the audit, accounting consultations on matters addressed during the audit or interim reviews, and SEC filings, including comfort letters, consents and comment letters. Audit fees include fees incurred for professional services rendered in connection with an audit of internal control over financial reporting as required by Section 404 of the Sarbanes-Oxley Act of 2002.

(2) Consists of fees and expenses for services that reasonably are related to the performance of the audit or review of our consolidated financial statements and are not reported under *Audit Fees.* These services include SAS 70 audits incremental to the audit in 2009.

(3) Consists of fees and expenses for professional services related to state and local tax compliance and international tax planning.

(4) Consists of fees and expenses, if any, for products and services provided by EY which are not included in the first three categories above.

Policy on Audit Committee Pre-Approval of Audit and Non-Audit Services Performed by the Independent Registered Public Accounting Firm

The Company maintains an auditor independence policy that mandates that the Audit Committee approve the audit and non-audit services in advance. The Audit Committee has authorized its Chair to pre-approve certain permissible audit and non-audit services that arise between Audit Committee meetings, provided the Audit Committee is informed of the decision to pre-approve the services at its next scheduled meeting. In its pre-approval of non-audit services and fees, the Audit Committee considers, among other factors, the possible effect of the performance of such services on the auditor s independence. The Audit Committee has determined that performance of services other than audit services is compatible with maintaining the independence of the Company s independent registered public accounting firm.

To avoid potential conflicts of interest in maintaining auditor independence, the law prohibits a publicly traded company from obtaining certain non-audit services from its independent registered public accounting firm. In 2010 and 2009, we did not obtain any of these prohibited services from EY. The Company uses other accounting firms for these types of non-audit services.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSAL 2

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PROPOSAL 3

ADVISORY VOTE ON EXECUTIVE COMPENSATION

The Company is asking its shareholders to cast an advisory vote to approve the 2010 compensation of our named executive officers as disclosed in this proxy statement. This Proposal, commonly known as a say-on-pay proposal, gives our shareholders the opportunity to express their views on the design and effectiveness of our executive compensation programs.

As described in detail under the heading Compensation Discussion and Analysis, our executive compensation programs are designed to attract, motivate and retain our named executive officers, who are critical to our success. Under these programs, our named executive officers are rewarded for the achievement of specific financial and strategic goals, which are expected to result in increased shareholder value. Please read the Compensation Discussion and Analysis beginning on page 28 and the tables and narrative that follow for additional details about our executive compensation programs, including information about the 2010 compensation of our named executive officers.

2010 Business Highlights

Our executive team has successfully managed our company through the recent dramatic economic downturn, and we believe the compensation program for our named executive officers was instrumental in helping us to achieve strong financial performance. For 2010, we reported:

- revenue of $1.86 billion;
- 8% year-over-year revenue growth; and
- strong growth in our annual reported operating income to $430.0 million from $381.8 million in 2009 (a 13% increase).

We are well-positioned to continue our delivery of strong performance for our shareholders through an intense focus on executing on our numerous growth opportunities and continuing to develop an engaged, innovative and high-performance workforce.

2010 Compensation Program Highlights

We believe that our executive compensation programs are structured in the best manner possible to support our Company and business objectives.

- Our pay opportunities are substantially tied to our key business objectives and stock performance.
- Pay opportunities are appropriate to the size of the Company when compared to peer companies.
- We made low- to-mid single digit base salary increases for 2010, following a 2009 freeze of base salaries. Notwithstanding the CEO s strong performance, the Compensation Committee decided that trends in the market data for chief executive officers did not support a salary increase for the CEO in 2010.
- Consistent with our pay-for-performance philosophy, based on our strong 2010 results, our named executive officers received 141% of their target cash incentive awards for strong financial performance. There is a cap on the annual incentive opportunity, even for exceptional performance.

Our long-term incentive program is entirely denominated in equity and as a result is directly aligned with shareholder interests through a link to stock price. The target grant values of equity awards for named executive officers in 2010 were lowered by between 2.3% and 20.1% compared to target grant values in 2009, in line with lower market data reflective of a difficult economic environment.

Beginning in 2010, the vesting of restricted stock units is subject to attainment by the Company of certain operating income thresholds over the three-year vesting period for such grants.

Our equity compensation plan prohibits the repricing of outstanding stock options without shareholder consent.

We maintain stock ownership guidelines that state that our named executive officers should hold a specified minimum amount of our common stock to align their interests with those of our shareholders.

We have in place a clawback policy to seek restitution, in appropriate circumstances, of any incentive compensation received by an employee as a result of a material misstatement of financial results.

We have in place an anti-hedging policy which prohibits executives from engaging in any speculative transactions in our stock and from hedging the economic risk of ownership of our stock.

Our named executive officers are provided with only a limited number of perquisites.

Effective January 1, 2011, the Compensation Committee approved the elimination of all tax gross-ups on perquisites and excise tax gross-ups for new change-in-control agreement participants, and required prior approval of the Compensation Committee for any relocation home loss guarantee that exceeds $25,000.

Each member of the Compensation Committee is independent as defined in the corporate governance listing standards of the New York Stock Exchange and our director independence standards.

The Compensation Committee utilizes the services of an outside compensation consultant.

The Compensation Committee regularly reviews with its independent compensation consultant the compensation program for our named executive officers to ensure they achieve the desired goals of aligning our executive compensation structure with our shareholders interests and current market practices. This includes establishing performance targets based on our strategic and operating plans. We closely monitor the compensation programs and pay levels of executives from companies of similar size and complexity, so that we may ensure that our compensation programs are within the norm of market practices. This enables us to retain our executive officers in a competitive market for executive talent.

We believe that our executive compensation programs have been effective at encouraging the achievement of positive results, appropriately aligning pay and performance, and in enabling us to attract and retain highly talented executives within our industry.

Advisory Vote and Board Recommendation

We request shareholder approval of the 2010 compensation of our named executive officer compensation as disclosed in this proxy statement pursuant to the SEC s compensation disclosure rules (which includes the *Compensation Discussion and Analysis*, the compensation tables and the narrative disclosures that accompany the compensation tables within the Executive Compensation section of this proxy statement). This vote is not intended to address any specific element of compensation, but rather the overall compensation of our named executive officers and the compensation philosophy, policies and practices described in this proxy statement.

Accordingly, we ask that you FOR the following resolution at the Annual Meeting:

RESOLVED, that the shareholders of Equifax Inc. approve, on an advisory basis, the compensation of the named executive officers, as disclosed in the company s proxy statement for the 2011 Annual Meeting of Shareholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the 2010 Summary Compensation Table and the other related tables and disclosure within the Executive Compensation section of this proxy statement.

As an advisory vote, the outcome of the vote on this Proposal is not binding upon us. However, our Compensation Committee, which is responsible for designing and administering our executive compensation programs, values the opinions expressed by our shareholders in their vote on this Proposal and will consider the outcome of this vote when making future compensation decisions for our named executive officers.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THIS PROPOSAL 3

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PROPOSAL 4

ADVISORY VOTE ON THE FREQUENCY OF

FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION

As described in our say-on-pay Proposal 3 above, our shareholders are being asked to cast an advisory vote on the compensation of our named executive officers, as disclosed in this Proxy Statement. In addition, we are asking our shareholders to cast an advisory vote on how often we should include a say-on-pay vote in our proxy materials for future shareholder meetings. Shareholders may vote to request the say-on-pay vote every year, every two years or every three years, or may abstain from voting.

Advisory Vote and Board Recommendation

Our Board believes that say-on-pay votes should be conducted every year so that our shareholders may provide us with their direct input on our compensation philosophy, policies and practices, as disclosed in our Proxy Statement each year. Our Board s determination was based upon the premise that named executive officer compensation is evaluated, adjusted and approved on an annual basis by our Compensation Committee and that the metrics that are used in determining performance-based award achievements are annual metrics. Our Compensation Committee, which administers our executive compensation programs, values the opinions expressed by our shareholders in these votes and will consider the outcome of these votes in making its decisions on executive compensation.

You may cast your vote on your preferred voting frequency by choosing the option of every year, two years, three years or abstain from voting when you vote in response to the resolution set forth below. Shareholders are not voting to approve or disapprove the Board s recommendation.

RESOLVED, that the option of once every one year, two years or three years that receives the highest number of votes cast in person or by proxy at this meeting will be determined to be the preferred frequency of the shareholders with which Equifax Inc. is to hold a shareholder vote to approve, on an advisory basis, the compensation of its named executive officers, as disclosed pursuant to the Securities and Exchange Commission s compensation disclosure rules (which disclosure shall include the Compensation Discussion and Analysis, the Summary Compensation Table, and the other related tables and disclosure).

The option of one year, two years or three years that receives the highest number of votes cast in person or by proxy at the Annual Meeting will be the frequency for the advisory vote on executive compensation that has been recommended by shareholders. Abstentions and broker non-votes will have no effect on the outcome of this Proposal. However, because this vote is advisory and not binding on the Board or the Company in any way, the Board may decide that it is in the best interests of our shareholders and the Company to hold an advisory vote on executive compensation more or less frequently than the option approved by our shareholders.

THE BOARD OF DIRECTORS RECOMMENDS AN ANNUAL ADVISORY VOTE ON THE COMPENSATION OF OUR EXECUTIVE OFFICERS

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EXECUTIVE COMPENSATION

COMPENSATION COMMITTEE REPORT

The Compensation, Human Resources & Management Succession Committee has reviewed and discussed with management the Compensation Discussion and Analysis contained in this Proxy Statement. Based upon this review and discussion, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference in the Company s Annual Report on Form 10-K for the year ended December 31, 2010.

Members of the Compensation, Human Resources & Management Succession Committee

L. Phillip Humann, *Chair* Siri S. Marshall Mark B. Templeton

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis describes our executive compensation program during 2010 for the following executive officers and one former executive officer of the Company:

Richard F. Smith	Chairman and Chief Executive Officer (CEO)
Lee Adrean	Corporate Vice President and Chief Financial Officer
Coretha M. Rushing	Corporate Vice President and Chief Human Resources Officer
David C. Webb	Chief Information Officer
J. Dann Adams	President, TALX
William W. Canfield	Former President, TALX (retired December 24, 2010)

These executive officers are referred to in this Compensation Discussion and Analysis and in the subsequent tables as our named executive officers. This Compensation Discussion and Analysis describes the material elements of our compensation programs for named executive officers during 2010. It also provides an overview of our executive compensation philosophy, including our principal compensation policies and practices. Finally, it analyzes how and why the Compensation Committee of our Board arrived at the specific compensation decisions for our executive officers, including our named executive officers, in 2010, and discusses the key factor the Compensation Committee considered in determining named executive officer compensation.

Executive Summary

Our vision is to provide timely, valuable and actionable information solutions that enable critical decisions with more confidence, including targeting the right customers, evaluating suppliers, structuring key financial terms, protecting against financial loss through enhanced verification and predictive capabilities, and optimizing a broad range of critical workforce functions. To support our product and technical innovation with strong execution, we strive to create a dynamic and energized work environment that attracts and retains great people who contribute directly to organizational priorities, innovation, customer focus and growth for the Company. Our executive compensation program plays a fundamental role in creating this environment by rewarding employees, including our named executive officers, for the successful execution of our short-term and long-term business objectives which create shareholder value. Our named executive officer compensation for 2010 reflects this linkage. Adjusted EPS and operating revenue metrics were chosen as key financial metrics for our annual incentive plan because they are key components of long-term growth strategy and contribute directly to long-term shareholder value.

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Company Short-Term Performance

(For continuing operations)	**2009**	**2010**	**Change**
Operating Revenue	$1.72 billion	$1.86 billion	8.0%
Operating Income	$381.8 million	$430.0 million	13.0%
Operating Margin	22.2%	23.1%	+90 basis points
Diluted EPS	$1.70	$1.86	9.0%
Adjusted Diluted EPS (Non-GAAP)*	$2.17	$2.31	6.0%
Stock Price on December 31	$30.89	$35.60	15.2%

* Adjusted Diluted EPS from continuing operations (*Adjusted EPS*) for 2010 excluded from the equivalent GAAP results acquisition-related amortization expense, net of tax, of $57.2 million. Adjusted EPS for 2009 excluded acquisition-related amortization expense, net of tax, of $51.2 million, and restructuring charges, net of tax, of $15.8 million, primarily related to severance expense associated with staff reductions; and a $7.3 million tax benefit related to our ability to utilize foreign tax credits beyond 2009. *GAAP* means generally accepted accounting principles in the U.S.

The Company delivered strong growth and returned significant value to shareholders in 2010, achieved through a focus on strategic priorities and operational process discipline.

We launched over 72 new products in 2010. We measure the vitality of this activity through the revenue achieved each year from new products introduced within the prior three years. In 2010, our new product revenue increased by over 30% compared to the prior year.

We invested $77 million in strategic acquisitions including Transalud (Argentina), AxonAxis (Chile), Caltec (Ecuador) and Anakam (U.S.), continued to grow revenue from our consumer credit joint venture in Russia and launched operations in India in September 2010 with the opening of a consumer credit bureau.

We identified new growth areas in mortgage, digital marketing and identity management, and launched new global growth teams.

We received $189 million in gross proceeds from divesting our non-core APPRO loan origination software and Direct Marketing Services (*DMS*) businesses.

We returned a substantial amount of cash to our shareholders in 2010 through $35 million in dividends and $168 million in share repurchases. We reevaluated how we return value to shareholders and in the fourth quarter 2010 increased our quarterly dividend by 300% from $0.04 to $0.16 to deliver a more meaningful cash return to our continuing shareholders, targeted at a range of 25%-35% of net income.

Company Long-Term Performance

The Company s comparative annual total shareholder return (TSR), including stock price appreciation and reinvestment of gross dividends, for the years ended December 31, 2009 and 2010 was as follows:

	2009	**2010**
Equifax Inc.	**17.3%**	**16.2%**
S&P 500 Index	26.5%	15.1%
S&P 500 Commercial & Professional Services Index	13.4%	12.0%

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*Excluding change in pension value

2010 Executive Compensation Compared to 2009

Our executive compensation for 2010 consisted of base salary, an annual cash incentive, long-term equity incentives and other benefits. The chart below illustrates that 66% of our CEO s compensation and 56% of our other named executive officers compensation was variable and performance-linked. Annual incentive opportunities are based upon the achievement of short-term Company objectives, while equity-based long-term compensation incentives reward executives when our shareholders are rewarded.

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As compared to 2009, the key performance-linked elements of executive compensation for 2010 changed as follows for continuing named executive officers:

- Base salaries rose 0% to 6.0% compared to 2009, when executive salaries were frozen due to the uncertain economic conditions. Notwithstanding his strong performance, the Compensation Committee determined that trends in the market data for chief executive officers did not support a salary increase for the CEO in 2010.
- Annual cash incentives were paid at 141% of target for corporate level financial metrics, reflecting strong Company operating performance.
- The target grant value of long-term equity incentive awards when determined by the Compensation Committee in early 2010 was lowered by between 2.3% to 20.1% compared to target grant values of the 2009 awards, in line with 2009 benchmarking data which was reflective of a challenging economic environment.

We Maintain Other Compensation Practices That Also Benefit Shareholders

We believe our executive pay is reasonable and provides appropriate incentives to our executives to achieve our financial and strategic goals without encouraging them to take excessive risks in their business decisions. We regularly evaluate the major risks to our business, including how risks taken by management could impact the value of executive compensation. To this end, we note the following:

- Our annual cash incentive plan is directly tied to corporate or business unit financial performance, as measured by Adjusted EPS or operating profit, and operating revenue growth.
- There is a cap on the annual incentive opportunity, even for exceptional performance.
- Executives must own our stock and the amount of their ownership must increase with their level of responsibility.
- Our policy allows us to recoup incentive compensation paid to named executive officers and other senior employees in the event of a financial restatement.
- We prohibit our executives and non-executive directors from engaging in any speculative transactions in our securities and from hedging the economic risk of ownership of our stock.
- Our shareholder-approved stock incentive plan prohibits stock option re-pricings without shareholder approval.
- Each member of the Compensation Committee is independent as defined in the corporate governance listing standards of the NYSE and our director independence standards.
- The Compensation Committee utilizes the services of an outside compensation consultant.

Compensation Philosophy and Objectives

The Compensation Committee considers the following objectives in setting executive compensation:

Attract and retain knowledgeable and experienced senior executives.

Align individual objectives and performance with Company objectives and performance.

Motivate our employees to work for and achieve superior results from year to year and in the long-term.

Reward performance that exceeds established performance goals.

Align the long-term financial interests of our executives with those of our shareholders.

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Principal Components of the Executive Compensation Program

Based on the foregoing philosophy and objectives, the Compensation Committee has structured our compensation program to motivate executives to achieve the business goals set by us, to reward the executives for achieving such goals on an annual and long-term basis, and to create shareholder value.

Compensation element	Objective	Key features
Base salary	Provide sufficient competitive pay to attract and retain experienced and successful executives	For the CEO, generally targeted at the prior year s base salary level, adjusted by market movement For other named executive officers, targeted at the average of the median and 65th percentile of general industry survey data, with adjustments as needed to reflect individual performance and position or to attract senior executives from companies larger than ourselves. This philosophy positions us for increased scale and growth in our business without undue cost to the Company.
Annual cash incentive	Encourage and reward valuable contributions to our annual financial and operational performance objectives	Targeted at the median of the general industry survey data For corporate named executive officers, payments are based on Company Adjusted EPS, operating revenue and individual performance For business unit heads, payments are based on Company Adjusted EPS, business unit revenue, business unit operating income and individual performance
Long-term incentive	Encourage and reward building long-term shareholder value; align management interests with those of the shareholders; encourage retention	Decisions are informed by peer group and general industry survey data Option awards vest ratably over three years Restricted stock unit awards vest after three years
In-service and post-retirement benefits	Attract and retain highly qualified executives by providing competitive benefits	Participation in pension and savings plans, deferral plans, supplemental retirement plan, certain perquisites and change in control protection

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How We Determine the Total Amount of Compensation

Use of Tally Sheets and Wealth Accumulation Analysis. In 2010, the Compensation Committee s independent compensation consultant, Meridian Compensation Partners LLC (*Meridian*), prepared tally sheets relating to compensation of the named executive officers. The tally sheets quantified the total compensation package, the impact of stock price change on the value of existing long-term incentives, fluctuations in the amount of wealth created from prior equity grants, and amounts payable upon hypothetical employment change events. The summaries allowed the Committee to assess the cumulative impact of its past compensation decisions. As a result of viewing the tally sheets, the Committee did not deem any changes to be necessary to the structure of the total compensation package or specific named executive officer compensation.

Benchmarking Process. We consider market pay practices when setting executive compensation. The Committee uses benchmarking to assess whether our level of executive pay is appropriate when compared to industry standards. As in prior years, in 2010 we conducted a detailed market review of executive pay to evaluate each element of pay and benefit competitiveness, review pay practices and compare performance against our peer group. In early 2010, Meridian presented the Committee with an analysis of named executive officer compensation compared to market data as described below. This analysis was discussed and reviewed by the Committee with Meridian. Two primary types of market data were used to compile this analysis:

General industry data, including data from companies similar in size to the Company, drawn from all companies in the Aon Hewitt Total Compensation by Industry database; and, for base salaries and annual incentives, also data from the Towers Watson U.S. General Industry Executive Database, which includes Fortune 1000 and S&P 1000 public companies, and Mercer Survey data (for positions without a match in the Towers Watson survey). For the CFO only, peer group proxy data was used. Data was size-adjusted to the Company s revenue size.

Peer group proxy data, for long-term incentives and, for the Chief Financial Officer only, for base salary; this data was drawn from available proxy statements and public reports for 15 publicly-held companies: Alliance Data Systems Corp., Automatic Data Processing Inc., CGI Group Inc., DST Systems Inc., *Dun & Bradstreet Corp.*, Fidelity National Financial, Inc., Fidelity National Information Services, Inc., *Fiserv Inc.*, FTI Consulting Inc., *Intuit Inc.*, Lender Processing Services, Inc., *Moody s Corp.*, Paychex Inc., Perot Systems Corp. (acquired by Dell Corporation in November 2009) and Western Union Co. The median 2009 revenue, net income and market capitalization of these companies was $2.8 billion, $298 million and $4.9 billion, compared to Company 2009 operating revenue, net income and market capitalization of $1.8 billion, $234 million and $3.9 billion, respectively.

This 2010 compensation peer group, which was approved by the Compensation Committee in 2009, included companies against which we compete directly or indirectly for capital, executive talent and, in some cases, business. Because there are no public, stand-alone direct U.S. competitors across all of our businesses, we focus on companies that compete with us in a significant aspect of our business, have similar customers, or are in the business of data and analytics-based business solutions delivered through technology, and which are similarly complex. Industries represented by these companies included information and delivery systems, advertising, publishing, specialized finance, information technology consulting services, data processing and outsourced services, and application software. We reviewed and updated our comparator peer group for executive compensation to reflect changes in the industries in which we operate and the goals of our long-term growth strategy. The new group consisted of the companies listed above, of which new additions for 2010 included *Dun & Bradstreet Corp.*, *Fiserv Inc.*, *Intuit Inc.*, and *Moody s Corp.* Perot Systems Corp. was acquired in 2009 and as a result will not be included in future peer groups, although we used its 2009 proxy data for 2010 compensation benchmarking purposes.

The companies included in the peer group differ from those listed in the indices used to prepare our stock price performance graphs which can be found in our 2010 Annual Report and 2010 Form 10-K because the companies listed in the peer group more closely represent the labor markets in which we compete for executive talent.

Other Factors Considered in Setting Pay Opportunities. The CEO and the Compensation Committee consider a number of factors in addition to the market data in determining individual pay amounts (e.g., base salaries, the individual portion of short-term incentive, and yearly equity grants). Such factors include an individual s general levels of performance, demonstrated success in meeting or exceeding business objectives and creating shareholder value, job market conditions, succession planning considerations, salary budget guidelines, and the individual s pay in the context of others at the Company). The application of discretion based on such factors may result in pay opportunities that are different from market as determined above.

2010 Annual Cash Incentive Opportunities. Target annual cash incentive opportunities for 2010 expressed as a percent of base salary were unchanged from 2009 for continuing named executive officers. Mr. Webb was newly hired in January 2010, and his target cash incentive opportunity was set the same as others at his executive level.

2010 Long-Term Incentive Opportunities. As in prior years, 2010 long-term incentive opportunities for the named executive officers (other than the CEO) in a range of +/- 25% around the average of the peer group median and the general industry median, as further adjusted for position and individual performance. The CEO took individual performance into account in recommending award sizes for the other named executive officers, as discussed more fully below. For the CEO, the Committee targeted 2010 long-term incentive opportunities at approximately the value of the 2009 annual grant, times the general industry trend in long-term incentive value for the chief executive officer position as determined by Meridian using Aon Hewitt data.

Analysis of 2010 Compensation

The Compensation Committee considered a broad range of facts and circumstances in setting 2010 executive compensation. Among the factors considered for base salary, short-term incentive target opportunity and the range of long-term incentive grants for the named executive officers were market competitiveness, based on the Compensation Committee s review of the benchmarking data described above, and experience and past individual performance, which were largely subjective measures considered by the Committee but not given any particular weight except as explained below in the discussion of base salary, annual and long-term incentives.

Business results for the 2010 fiscal year factored heavily in short-term incentive payouts and comprised 80% of the annual incentive performance measure weighting. The financial objectives for corporate-level named executive officers were Company Adjusted EPS (defined below) and operating revenue in constant U.S. dollars. The financial objectives for business unit heads such as Messrs. Adams and Canfield were Company Adjusted EPS in constant U.S. dollars, business unit operating revenue and business unit operating income. The business unit goals for Mr. Adams related to USCIS performance through June 30, 2010, and TALX performance for the remainder of 2010.

In setting 2010 compensation opportunities and annual incentive plan goals in early 2010, our 2009 financial results were reviewed and discussed by the Compensation Committee. The financial results, as compared to the targets approved by the Compensation Committee under the plan, determined payouts for the 2009 plan year, in addition to the performance of individual goals. These results and our 2010 business plan also formed the basis for setting performance targets for 2010.

The individual performance of the named executive officers (other than the CEO), based primarily on performance reviews presented by the CEO, also influenced Compensation Committee decisions regarding individual compensation, as discussed below under *Individual Performance Assessments*.

In evaluating the performance of the CEO and setting his compensation, the Compensation Committee took into account the Company s strong financial performance, as well as a range of non-financial factors, including accomplishment of strategic goals, workforce development and succession planning, and the working relationship with the Board. These non-financial factors were determined largely on a subjective basis and did not involve pre-established performance goals except as described under *Individual Performance Assessments*. The Compensation Committee and the Board noted that in 2010, the Company, under the CEO s strong leadership in an economic environment which continued to be highly challenging, achieved above-market financial results and effectively refined and executed on the Company s long-term business and talent management strategies.

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Although annual incentive compensation decisions were made without regard to length of service or prior years compensation, the Compensation Committee did consider prior awards in granting stock options and restricted stock units. Named executive officers with longer service at the Company or who are retirement-eligible do not receive greater or lesser awards, or larger or smaller target amounts, in a given year, than executives with shorter service or who are retirement-eligible.

The Compensation Committee has not adopted a policy with regard to the relationship of compensation between or among the CEO and the other named executive officers or other employees and exercises its discretion in determining actual and relative compensation levels. Overall compensation opportunities reflect our executives positions, responsibilities and tenure and are generally similar for executives who have comparable levels of responsibility (although actual payouts may differ depending on relative performance). Our CEO has ultimate responsibility for the strategic direction of the Company, and therefore is the most highly paid. The CEO s compensation also reflects the importance of his leadership to the successful design and execution of our business strategy.

Elements of Executive Compensation

Base Salary

We provide named executive officers with a base salary to compensate them for services rendered during the year. Consistent with the Company s philosophy of tying pay to performance, our executives receive a relatively small percentage of their overall targeted compensation in the form of base pay. The executives are paid an amount in the form of base pay sufficient to attract competent executive talent and retain a stable management team.

The Compensation Committee assessed whether the named executive officers are paid an amount in the form of base pay sufficient to attract competent executive talent and maintain a stable management team, considering factors such as the benchmarking data described above, an internal review of the executive s position and current compensation, both individually and relative to other executive officers, experience, scope, breadth and complexity of responsibilities, retention considerations, and the individual performance as discussed below under *Individual Performance Assessments*.

Base Salary Decisions in 2010

In February 2010, the Compensation Committee approved merit increases for senior executives, including the continuing named executive officers other than the CEO, based on the Compensation Committee s review of market data, adjustments for position, retention considerations, and individual performance assessments conducted by the CEO, as follows:

- Mr. Adrean received a 6% increase;
- Ms. Rushing received a 5% increase;
- Mr. Adams received a 2.5% increase (excluding the relocation living allowance described on page 45); and
- Mr. Canfield received a 5% increase.

Mr. Webb was hired by the Company in January 2010 and his base salary was approved by the Compensation Committee based on negotiation and the competitive market for highly qualified and experienced chief information officers.

Notwithstanding Mr. Smith s strong performance, the Compensation Committee determined that trends in the market data for chief executive officers did not support a salary increase for the CEO in 2010.

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Annual Cash Incentive

Our annual cash incentive plan, which is part of our shareholder-approved 2008 Omnibus Incentive Plan, allows the Compensation Committee to reward high performance and achievement of corporate and individual goals by key employees, including our named executives; to encourage actions that will result in the growth of shareholder value; and to ensure a competitive compensation program given the marketplace prevalence of short-term incentive compensation. Pursuant to this plan, the named executives and other key employees are eligible for awards based on the Company s attainment of specific performance measures established by the Compensation Committee at the beginning of the plan year. The plan is generally structured as described below for officers with Company-wide responsibilities, with changes from year to year to reflect changing business needs and competitive circumstances.

Establishment of performance measures. The Compensation Committee establishes performance measures and goals, which include the financial and individualized metrics being assessed as well as minimum thresholds required to earn an award and target and maximum performance objectives.

Payout targets. The Compensation Committee sets payout targets for each executive, expressed as a percentage of base salary, based on the executive s level of responsibility and informed by a review of compensation information from published general industry surveys.

Final award determination. After the close of each year, the Company calculates performance against the pre-established measures for the Company and for each business unit. The named executive officers receive an award, if any, based on their individual target opportunities, Company (or business unit) performance relative to the specific performance goal, and individual performance assessment.

Maximum awards. Awards under the annual incentive plan are subject to certain limitations, including (1) Committee authority to reduce awards through the exercise of negative discretion; (2) individual limit of $5 million; and (3) a formula intended to qualify such awards, to the extent possible, as tax deductible by the Company under Section 162(m) of the Internal Revenue Code (the *Code*)(this formula was not intended to increase 2010 award levels beyond those that the Committee would otherwise approve consistent with the methodologies described below). For further information on the Section 162(m) cap, see *Consideration of Tax Effects* on page 46.

Annual Cash Incentive Corporate and Business Unit Financial Goals for 2010 (80% of Annual Incentive Opportunity)

For the 2010 annual cash incentive, the financial performance objectives for the named executive officers with Company-wide responsibilities were based on operating revenue, used to measure top line growth, Adjusted EPS, used to reflect bottom line net profit, and individual performance objectives. The financial objectives for Messrs. Adams and Canfield as business unit leaders were focused primarily on their unit s revenue and operating income, as well as Company Adjusted EPS. For Mr. Canfield this was TALX unit performance for the year, while for Mr. Adams it was USCIS unit performance for the first six months of 2010 and TALX performance for the remainder of 2010. Each performance measure represents part of the total annual incentive award calculation, and different measures are weighted differently in the calculation, as noted below.

Awards could range from 0% of the individual s award goal (for performance below the threshold level) to 200% of the individual s award target (for performance at the specified maximum goal). For 2010 annual incentive awards, the individual target percentages (measured as a percentage of base salary) were 100% for the CEO, 75% for Mr. Canfield and 60% for the other named executive officers.

Establishment of 2010 Corporate and Business Unit Financial Goals. In March 2010, the Compensation Committee established the corporate and business unit financial goals required to earn a cash incentive award for 2010.

The initial *threshold* (25% payout) levels for an award under the Adjusted EPS and operating revenue performance measures were set at 94% of 2009 Adjusted EPS of $2.33, reflecting the difficult economic environment, and operating revenue results of $1,825 million.

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The initial *target* (100% payout) level was based on our strategic goals and performance expectations for the year for $1,910 million revenue and $2.33 Adjusted EPS. These amounts were largely unchanged from 2009 reported operating revenue and Adjusted EPS when restated to 2010 budgeted foreign exchange rates.

The initial *maximum* (200% payout) level for Adjusted EPS and revenue was set at 106% and 105%, respectively, of the applicable *target* performance goals: $2.47 Adjusted EPS and $2.0 billion operating revenue. These amounts represented an increase of 7.9% and 11.5%, respectively, compared to 2009 Adjusted EPS of $2.29 and reported operating revenue of $1.794 billion.

The foregoing goals were subject to adjustment by the Compensation Committee for the effect of material acquisitions and divestitures. In June 2010, the Company divested its APPRO and Direct Marketing Services (DMS) units. When the Compensation Committee met in February 2011 to review and approve 2010 annual incentive awards, it exercised its discretion to adjust the foregoing goals to eliminate the impact of these material discontinued operations. The threshold, target and maximum operating revenue goals noted above were reduced to $1,754.4 million, $1,835.8 million and $1,923.0 million, respectively, and the corresponding threshold, target and maximum Adjusted EPS goals were reduced to $2.10, $2.24 and $2.38, respectively.

Mr. Canfield. The corporate and business unit objectives for Mr. Canfield were established as follows (the initial Company Adjusted EPS goal was adjusted as described above to reflect the discontinued operations noted above):

Performance Measure	Weight	Threshold (25% payout)	Target (100% payout)	Maximum (200% payout)
Company Adjusted EPS (as further adjusted for discontinued operations)	30%	$2.10	$2.24	$2.38
TALX operating revenue	30%	$356.6 million (equal to 2009 results)	$390 million (a 9.4% increase from 2009 results)	$410 million (a 15% increase from 2009 results)
TALX operating profit	20%	$77 million (equal to 2009 results)	$93 million (a 20.8% increase from 2009 results)	$108.3 million (a 40.6% increase from 2009 results)

Mr. Adams. Mr. Adams was President, USCIS for the first half of 2010 and President, TALX for the second half of 2010. Accordingly, the business unit portion of his annual incentive opportunity was paid one-half based on the full year USCIS results and one-half based on the full year TALX results. The TALX objectives were set as described above for Mr. Canfield. The USCIS operating goals were originally set at the beginning of the year with threshold, target and maximum operating revenue goals of $790 million (equal to 2009 results), $812 million (a 2.8% increase from 2009 results), and $852 million (a 7.9% increase from 2009 results); threshold, target and maximum operating profit goals were set at $266 million (equal to 2009 results), $276 million (a 3.76% increase from 2009 results), and $291 million (a 9.4% increase from 2009).

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Company Adjusted EPS and USCIS operating revenue and profit objectives were subsequently adjusted by the Compensation Committee in February 2011 to reflect the impact of the Company s divestitures of APPRO and DMS. As a result, the final goals against which Mr. Adams annual incentive opportunity were measured were as follows:

Performance Measure	Weight	Threshold (25% payout)	Target (100% payout)	Maximum (200% payout)
Company Adjusted EPS (as further adjusted for discontinued operations)	30%	$2.10	$2.24	$2.38
USCIS operating revenue	15%	$713.8 million	$732.2 million	$769.4 million
		(equal to 2009 results adjusted for discontinued operations)	(a 2.6% increase from 2009 results adjusted for discontinued operations)	(a 7.8% increase from 2009 results adjusted for discontinued operations)
USCIS operating profit	10%	$249.9 million	$257.0 million	$272.0 million
		(equal to 2009 results adjusted for discontinued operations)	(a 2.8% increase from 2009 results adjusted for discontinued operations)	(an 8.8% increase from 2009 results adjusted for discontinued operations)
TALX operating revenue	15%	$356.6 million	$390 million	$410 million
		(equal to 2009 results)	(a 9.4% increase from 2009 results)	(a 15% increase from 2009 results)
TALX operating profit	10%	$77 million	$93 million	$108.3 million
		(equal to 2009 results)	(a 20.8% increase from 2009 results)	(a 40.6% increase from 2009 results)

2010 Financial Performance Results. The Company s operating results from continuing operations for 2010 were as follows:

Company Adjusted EPS from continuing operations was $2.31 in nominal dollars, and $2.30 when adjusted for changes in foreign exchange rates (143% of target);

Company operating revenue from continuing operations was $1,859.5 million, and $1.863.5 million when adjusted for the impact of changes in foreign exchange rates (resulting in an incentive payout of 132% of target);

USCIS operating profit of $272 million (200% of target) and operating revenue of $741.6 million (126% of target); and

TALX operating profit of $92.1 million (96% of target) and operating revenue of $395.6 million (128% of target).

Annual Cash Incentive Individual Performance Assessments (20% of Annual Incentive Opportunity)

The remaining 20% of the annual cash incentive is related to personal objectives that are specific to each executive officer position and may relate to:

- strategic growth through new product innovation, technology and analytical services, product synergies, acquisitions that provide greater geographic diversity, and expansion of data sources;

- management of expenses to ensure expense growth does not exceed revenue growth; and

- nonfinancial goals that are important to the Company s success, including people-related objectives such as talent management, demonstrating leadership through behavior consistent with our values, and any other business priority.

Personal objectives are set at the start of the fiscal year and do not individually have a formal weighting. At the end of the fiscal year, the CEO uses his judgment to evaluate the performance of the other named

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executive officers against their personal objectives approved by him, taking into account performance for the just-completed fiscal year versus predefined commitments for the fiscal year; unforeseen financial, operational and strategic issues of the Company; and any other information deemed relevant by the CEO. The Compensation Committee reviews and approves this performance evaluation and evaluates the performance of the CEO in a similar manner, with input from the full Board.

Individual performance rating categories and award opportunities for the named executive officers were as follows:

- needs improvement (no award);

- achieves expectations (performance at 100% of the target incentive means an award of up to 20% of base salary for the CEO, 15% for Mr. Canfield and 12% of base salary for the other named executive officers);

- exceeds expectations (performance at 150% of target incentive means an award of up to 30% of base salary for the CEO, 22.5% for Mr. Canfield and 18% for the other named executive officers); and

- distinguished (performance at 200% of target incentive means an award of up to 40% of base salary for the CEO, 30% for Mr. Canfield and 24% of base salary for the other named executive officers).

Individual Performance Assessments in 2010

The 2010 individual performance ratings for the named executive officers ranged from achieves expectations to distinguished as reflected above in the 2010 annual incentive plan calculations under the *Weighted Individual Achieved* columns. In each case, the named executive officers met or exceeded their applicable objectives.

All of the named executive officers had objectives related to people, including leadership values, performance management, feedback and coaching, employee recognition, talent management and communication of key business objectives. All of the named executive officers had objectives related to improving operational efficiencies through LEAN and Workout programs to reduce costs, disaster recovery planning, customer satisfaction, enterprise risk management and talent management and succession planning. Messrs. Smith, Adrean and Webb and Ms. Rushing also had Company-wide objectives related to long-term strategic objectives.

Mr. Smith achieved the maximum rating on his individual objectives for 2010. He successfully executed on the Company s strategy of broadening and deepening product offerings to improve financial performance in all five business units, in a highly challenging business environment, generating $1.86 billion in revenue with an operating margin of 23.1% and diluted EPS of $1.86 from continuing operations. He led the Company s efforts to continue strategically building and rebalancing its capabilities with high value acquisitions, including Anakam, a leading provider of identity authentication systems, and divesting two non-core businesses in loan origination software and direct mail marketing. The net proceeds from these divestitures were reinvested in growth areas and returned to the Company s shareholders through share repurchase and a 300% increase in the quarterly dividend in the fourth quarter of 2010. Mr. Smith refined and executed the Company s long-term growth strategy of investing in innovation and execution by:

- expanding our role in a client s business through product innovation and delivering value to the customer;

- employing advanced analytics and technology to help drive client growth, security, efficiency and profitability;

- investing in emerging opportunities; geographic, data source and product diversification;

maximizing the use of analytics and decisioning technology to differentiate the Company s product offerings;

implementing measures to control expense growth in line with revenue growth;

driving operational efficiencies through LEAN, Workout and other continuous business process improvements;

accelerating the pace of new product innovation (NPI) and product transfers across the Company;

continuing to drive a performance-driven culture to deliver sustained long-term business growth;

retaining and developing a strong leadership team; and

demonstrating exemplary leadership and values.

Mr. Adrean achieved the maximum rating on his individual objectives for 2010. As leader of the Company s Finance function, these objectives included:

measures to control expense growth in line with revenue growth;

improvements in financial analytical capabilities and operational metrics to help focus management on key revenue, customer and product profitability drivers and opportunities in the business;

implementing LEAN, Workout and outsourcing measures to reduce costs and improve efficiency in the Finance organization;

developing the 2010 corporate budget consistent with long-term growth objectives;

implementing strategies to optimize the corporate tax position;

supporting corporate growth initiatives;

developing global finance organization capabilities and enhancing financial system controls; and

enhancing global enterprise risk management processes with effective monitoring across all major risk areas.

He also assumed interim leadership of our Corporate Development team from December 2009 to April 2010.

Ms. Rushing achieved the maximum rating on her individual objectives for 2010. As leader of the Company s human resources function, these objectives included:

deploying a global employee career framework and mapping initiative to improve the Company s staffing flexibility, bench strength and career development paths;

improving employee engagement and support;

supporting acquisitions and the integration of acquisitions;

redesigning benefit plans to better align with the Company s culture of meritocracy and the competitive market for talent; and

refining rigorous global talent management, performance management and succession planning programs.

Mr. Webb achieved his individual objectives for his first year as Chief Information Officer. These included:

developing a three-year global technology strategy to optimize technology investments, infrastructure and staffing;

renegotiating several key technology vendor services agreements;

further integrating TALX computer systems with other Company systems; and

enhancing disaster recovery plans.

Mr. Adams completed his individual objectives for 2010 despite a continued weak U.S. economy and mid-year transition to a new leadership role. His objectives for the first half of 2010 included business unit objectives for USCIS, including:

developing new products and differentiated, unique data sources, the Key Customer program, and new vertical markets; and

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effectively assisting in the transition of the role of President, USCIS to a new leader.

His objectives for the latter half of the year centered on:

performing in the new position of President, TALX;

achieving TALX business unit objectives as noted below for Mr. Canfield; and

further integrating TALX with new product development and other Company initiatives in USCIS and analytical technology.

Mr. Canfield achieved his individual objectives for 2010 through the date of his retirement in late December 2010, including:

successfully executing on the Company s long-term growth strategy with respect to the TALX business unit, including increasing revenue and operating income and cross-selling products;

implementing measures to control expense growth in line with revenue growth;

driving operational efficiencies through LEAN and Workout programs to reduce costs and enhance overall value of products and services to clients;

continuing to drive a performance-driven culture; and

effectively assisting in the transition of leadership of TALX to Mr. Adams.

Annual Incentive Plan Results Summary

The information below summarizes the performance measures, weights, targets and actual results we used to determine the 2010 annual cash incentives payable to our named executive officers. Performance goal achievement for 2010 was certified by the Compensation Committee following a report by the Chief Financial Officer, and incentive payouts were approved by the Compensation Committee in February 2011.

Summary of 2010 Annual Cash Incentive Awards

Name	Total Incentive Target Eligibility as a % of Base Salary	Adjusted EPS Target Eligibility (%)	Weighted Adjusted EPS Incentive Achieved (%)	Operating Revenue Target Eligibility (%)	Weighted Operating Revenue Incentive Achieved (%)	Individual Target Eligibility (%)	Weighted Individual Incentive Achieved (%)	Total 2010 Incentive Paid as a % of Base Salary
Smith	100	65	92.9	15	19.7	20	40	152.6

Adrean	60	65	55.7	15	11.9	20	24	91.6
Rushing	60	65	55.7	15	11.9	20	24	91.6
Webb	60	65	55.7	15	11.9	20	12	79.6

Name	**Total Incentive Target Eligibility as a % of Base Salary**	**Adjusted EPS Target Eligibility (%)**	**Weighted Adjusted EPS Incentive Achieved* (%)**	**Business Unit Profit Target Eligibility (%)**	**Weighted Business Unit Profit Incentive Achieved* (%)**	**Business Unit Revenue Target Eligibility (%)**	**Weighted Business Unit Revenue Incentive Achieved* (%)**	**Individual Target Eligibility (%)**	**Weighted Individual Incentive Achieved (%)***	**Total 2010 Incentive Paid as a % of Base Salary**
Adams - - USCIS	60	30	25.7	20	24	30	22.6	20	18	90.3
Adams- TALX	60	30	25.7	20	11.5	30	23.1	20	18	78.3
Total	60	30								