

EQUIFAX INC
Form 8-K
February 22, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 22, 2019

Equifax Inc.

(Exact Name of Registrant as Specified in Charter)

Georgia
(State or Other Jurisdiction

of Incorporation)

001-06605
(Commission

File Number)

54-0401110
(IRS Employer

Identification No.)

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1550 Peachtree Street, N.W.

Atlanta, Georgia
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (404) 885-8000

30309
(Zip Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 22, 2019, the Board of Directors (the Board) of Equifax Inc. (the Company) elected Heather H. Wilson as an independent director, to serve a term expiring at the Company's 2019 Annual Meeting of Shareholders. She will also serve on the Board's Technology Committee. With the election of Ms. Wilson, the size of the Board is set at ten directors, nine of whom are independent.

The Board has determined that Ms. Wilson is independent and meets the applicable independence requirements of the New York Stock Exchange and the Company's Guidelines for Determining the Independence of Directors. There have been no transactions since the beginning of the Company's last fiscal year, and there are no currently proposed transactions, in which the Company was or is to be a participant and in which Ms. Wilson or any member of her immediate family had or will have any interest, that are required to be reported under Item 404(a) of Regulation S-K.

The selection of Ms. Wilson was not pursuant to any arrangement or understanding between her and any other person.

Ms. Wilson will be compensated in accordance with the Company's previously-disclosed compensation program for its non-employee directors as disclosed in the Company's most recent proxy statement, which includes receipt of a one-time initial grant of restricted stock units that vest over a three-year period, with a grant date market value of \$175,000, in connection with her election to the Board. Ms. Wilson will also enter into the Company's standard form of indemnification agreement for directors.

A copy of the Company's press release announcing Ms. Wilson's election is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit

| No. | Description |
|------------|---|
| 99.1 | <u>Press Release dated February 22, 2019, announcing appointment of Ms. Wilson as a director.</u> |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Equifax Inc.

By: /s/ John J. Kelley III
Name: John J. Kelley III
Title: Corporate Vice President,

Chief Legal Officer and Corporate Secretary

Date: February 22, 2019