

EQUIFAX INC
Form 4
June 28, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CANFIELD WILLIAM W

(Last) (First) (Middle)

1550 PEACHTREE STREET, N.W.

(Street)

ATLANTA, GA 30309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EQUIFAX INC [EFX]

3. Date of Earliest Transaction (Month/Day/Year)
06/27/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

President, TALX

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock					21,096 ⁽²⁾	I	By Spouse
Common Stock	06/27/2007		S ⁽¹⁾	500 D	\$ 43.9 1,198,174 ⁽²⁾	D	
Common Stock	06/27/2007		S ⁽¹⁾	500 D	\$ 43.95 1,197,674 ⁽²⁾	D	
Common Stock	06/27/2007		S ⁽¹⁾	1,000 D	\$ 43.96 1,196,674 ⁽²⁾	D	
Common Stock	06/27/2007		S ⁽¹⁾	4,200 D	\$ 43.99 1,192,474 ⁽²⁾	D	

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Common Stock	06/27/2007	<u>S</u> (1)	3,600	D	\$ 44	1,188,874 <u>(2)</u>	D
Common Stock	06/27/2007	<u>S</u> (1)	2,600	D	\$ 44.01	1,186,274 <u>(2)</u>	D
Common Stock	06/27/2007	<u>S</u> (1)	2,200	D	\$ 44.02	1,184,074 <u>(2)</u>	D
Common Stock	06/27/2007	<u>S</u> (1)	3,600	D	\$ 44.03	1,180,474 <u>(2)</u>	D
Common Stock	06/27/2007	<u>S</u> (1)	7,300	D	\$ 44.04	1,173,174 <u>(2)</u>	D
Common Stock	06/27/2007	<u>S</u> (1)	2,000	D	\$ 44.06	1,171,174 <u>(2)</u>	D
Common Stock	06/27/2007	<u>S</u> (1)	1,215	D	\$ 44.08	1,169,959 <u>(2)</u>	D
Common Stock	06/27/2007	<u>S</u> (1)	2,400	D	\$ 44.09	1,167,559 <u>(2)</u>	D
Common Stock	06/27/2007	<u>S</u> (1)	1,700	D	\$ 44.1	1,165,859 <u>(2)</u>	D
Common Stock	06/27/2007	<u>S</u> (1)	1,200	D	\$ 44.11	1,164,659 <u>(2)</u>	D
Common Stock	06/27/2007	<u>S</u> (1)	1,000	D	\$ 44.12	1,163,659 <u>(2)</u>	D
Common Stock	06/27/2007	<u>S</u> (1)	1,200	D	\$ 44.13	1,162,459 <u>(2)</u>	D
Common Stock	06/27/2007	<u>S</u> (1)	400	D	\$ 44.14	1,162,059 <u>(2)</u>	D
Common Stock	06/27/2007	<u>S</u> (1)	200	D	\$ 44.16	1,161,859 <u>(2)</u>	D
Common Stock	06/27/2007	<u>S</u> (1)	200	D	\$ 44.18	1,161,659 <u>(2)</u>	D
Common Stock	06/27/2007	<u>S</u> (1)	3,600	D	\$ 44.05	1,155,559 <u>(2)</u>	D
Common Stock	06/27/2007	<u>S</u> (1)	500	D	\$ 43.92	1,161,159 <u>(2)</u>	D
Common Stock	06/27/2007	<u>S</u> (1)	900	D	\$ 43.94	1,160,259 <u>(2)</u>	D
Common Stock	06/27/2007	<u>S</u> (1)	1,700	D	\$ 44.07	1,153,859 <u>(2)</u>	D
Common Stock	06/27/2007	<u>S</u> (1)	900	D	\$ 43.97	1,159,359 <u>(2)</u>	D
	06/27/2007	<u>S</u> (1)	200	D		1,159,159 <u>(2)</u>	D

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Common Stock \$ 43.98

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CANFIELD WILLIAM W 1550 PEACHTREE STREET, N.W. ATLANTA, GA 30309	X		President, TALX	

Signatures

By: Kathryn J. Harris as Attorney-in-Fact for 06/28/2007
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 23, 2007.
 Good faith estimate of Equifax common stock received in the merger of TALX Corporation into Equifax Inc. in exchange for Equifax
- (2) common stock pursuant to a cash/stock election based on a preliminary proration and allocation calculations, as detailed in footnote 1 of the original Form 4 dated 5/15/07, to which an amendment will be filed once the final calculations are complete.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. **ONT STYLE="font-family:Times New Roman" SIZE="2"> 1.**

Name of Reporting Person

Hellman & Friedman Capital Partners V (Cayman), L.P.

2.

Check the Appropriate Box if a Member of a Group

(a)

(b)

3.

SEC Use Only

4.

Citizenship or Place of Organization

Cayman Islands

Number of
shares
beneficially
owned by
each
reporting
person
with

5.

Sole Voting Power

Explanation of Responses:

0

6.

Shared Voting Power

236,266,399*

7.

Sole Dispositive Power

0

8.

Shared Dispositive Power

236,266,399*

9.

Aggregate Amount Beneficially Owned by Each Reporting Person

236,266,399*

10.

Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

See Item 4 and Item 8

..

11.

Percent of Class Represented by Amount in Row (9)

63.3%

12.

Explanation of Responses:

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Type of Reporting Person (See Instructions)

PN

* Represents the aggregate number of shares of Common Stock held by Luxco.
The calculation of the foregoing percentage is based on 373,294,219 shares of Common Stock outstanding as of February 1, 2013, as reported in the Issuer's Preliminary Prospectus Supplement dated February 14, 2013 filed with the Securities and Exchange Commission on February 14, 2013.

CUSIP No. N63218106

1. Name of Reporting Person

Hellman & Friedman Capital Partners V (Cayman Parallel), L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

shares 0
6. Shared Voting Power

beneficially

owned by 236,266,399*
each 7. Sole Dispositive Power

reporting

person 0
8. Shared Dispositive Power

with

236,266,399*

9. Aggregate Amount Beneficially Owned by Each Reporting Person

236,266,399*

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

See Item 4 and Item 8

Explanation of Responses:

..

11. Percent of Class Represented by Amount in Row (9)

63.3%

12. Type of Reporting Person (See Instructions)

PN

* Represents the aggregate number of shares of Common Stock held by Luxco.
The calculation of the foregoing percentage is based on 373,294,219 shares of Common Stock outstanding as of February 1, 2013, as reported in the Issuer's Preliminary Prospectus Supplement dated February 14, 2013 filed with the Securities and Exchange Commission on February 14, 2013.

CUSIP No. N63218106

1. Name of Reporting Person

Hellman & Friedman Capital Associates V (Cayman), L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

shares 0
6. Shared Voting Power

beneficially

owned by 236,266,399*
each 7. Sole Dispositive Power

reporting

person 0
8. Shared Dispositive Power

with

236,266,399*

9. Aggregate Amount Beneficially Owned by Each Reporting Person

236,266,399*

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

See Item 4 and Item 8

Explanation of Responses:

..

11. Percent of Class Represented by Amount in Row (9)

63.3%

12. Type of Reporting Person (See Instructions)

PN

* Represents the aggregate number of shares of Common Stock held by Luxco.
The calculation of the foregoing percentage is based on 373,294,219 shares of Common Stock outstanding as of February 1, 2013, as reported in the Issuer's Preliminary Prospectus Supplement dated February 14, 2013 filed with the Securities and Exchange Commission on February 14, 2013.

STATEMENT ON SCHEDULE 13G

Pursuant to Rule 13d-1(d) under the Securities Exchange Act of 1934, as amended (the Act), each of the persons listed below under Item 2 (each a Reporting Person, and collectively the Reporting Persons), have agreed to file one statement with respect to their beneficial ownership of common stock, par value 0.07 per share (Common Stock), of Nielsen Holdings N.V. (the Issuer).

Item 1.

(a) Name of Issuer:
Nielsen Holdings N.V.

(b) Address of Issuer s Principal Executive Offices:
770 Broadway

New York, New York 10003

Item 2.

(a) Name of Person Filing:
Hellman & Friedman Investors V (Cayman), Ltd.

Hellman & Friedman Investors V (Cayman), L.P.

Hellman & Friedman Capital Partners V (Cayman), L.P.

Hellman & Friedman Capital Partners V (Cayman Parallel), L.P.

Hellman & Friedman Capital Associates V (Cayman), L.P.

(b) Address of Principal Business Office, or, if None, Residence:
The principal business office for all persons filing:

c/o Intertrust Corporate Services (Cayman) Limited

190 Elgin Avenue

George Town, Grand Cayman KY1-9005

Cayman Islands

(c) Citizenship:
See Item 4 of each cover page.

(d) Title of Class of Securities:
Common stock, 0.07 par value per share.

(e) CUSIP Number:
N63218106

Item 3.

Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

Valcon Acquisition Holding (Luxembourg) S.à.r.l. (Luxco) is a private limited company incorporated under the laws of Luxembourg, the equity interests of which are held by a private investor group. As of December 31, 2012, Luxco held 236,266,399 shares of Common Stock, or 63.3% of the outstanding shares of Common Stock based on 373,294,219 shares of Common Stock outstanding as of February 1, 2013.

Hellman & Friedman Capital Partners V (Cayman), L.P. owns 34,801 ordinary shares and 9,600,450 Yield Free Convertible Preferred Equity Certificates (YFCPECs) of Luxco, or 8.468% of Luxco 's outstanding capital. Hellman & Friedman Capital Partners V (Cayman Parallel), L.P. owns 4,874 ordinary shares and 1,318,577 YFCPECs of Luxco, or 1.163% of Luxco 's outstanding capital. Hellman & Friedman Capital Associates V (Cayman), L.P. owns 10 ordinary shares and 5,456 YFCPECs of Luxco, or 0.005% of Luxco 's outstanding capital. Hellman & Friedman Investors V (Cayman), Ltd. is the sole general partner of Hellman & Friedman Investors V (Cayman), L.P. Hellman & Friedman Investors V (Cayman), L.P., in turn, is the sole general partner of each of Hellman & Friedman Capital Partners V (Cayman), L.P. Hellman & Friedman Capital Partners V (Cayman Parallel), L.P. and Hellman & Friedman Capital Associates V (Cayman), L.P. Hellman & Friedman Investors V (Cayman), Ltd. is owned by more than ten shareholders, none of whom owns more than 9.9% of Hellman & Friedman Investors V (Cayman), Ltd. Hellman & Friedman Investors V (Cayman), Ltd. has formed a four-member investment committee (the Investment Committee) that serves at the discretion of Hellman & Friedman Investors V (Cayman), Ltd. 's Board of Directors and makes recommendations to such Board with respect to matters presented to it. The members of the Investment Committee are Brian M. Powers, Philip U. Hammar skjold, Patrick J. Healy and David R. Tunnell. Each of the Reporting Persons, the members of the Investment Committee and the shareholders of Hellman & Friedman Investors V (Cayman), Ltd. disclaim beneficial ownership of any shares of Common Stock.

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Based on the ownership of outstanding capital of Luxco specified above, the following shares of Common Stock held by Luxco would be attributable to each of the following Reporting Persons:

Reporting Person	Shares Attributable	Percent(*)
Hellman & Friedman Investors V (Cayman), Ltd.	22,766,405	6.1%
Hellman & Friedman Investors V (Cayman), L.P.	22,766,405	6.1%
Hellman & Friedman Capital Partners V (Cayman), L.P.	20,006,992	5.4%
Hellman & Friedman Capital Partners V (Cayman Parallel), L.P.	2,748,063	0.7%
Hellman & Friedman Capital Associates V (Cayman), L.P.	11,350	(**)

(*) The calculation of the foregoing percentage is based on 373,294,219 shares of Common Stock outstanding as of February 1, 2013.

(**) Less than 0.1%.

(b) Percent of class: See Item 11 of each cover page, which is based upon Item 9 of each cover page. See also Item 4(a) above.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote
See Item 5 of each cover page.

(ii) Shared power to vote or to direct the vote
See Item 6 of each cover page.

(iii) Sole power to dispose or to direct the disposition of
See Item 7 of each cover page.

(iv) Shared power to dispose or to direct the disposition of
See Item 8 of each cover page.

Item 5. Ownership of Five Percent or Less of a Class.
Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

See Item 4 above. To the best knowledge of the Reporting Persons, no one other than the Reporting Persons, the persons named in Item 4 above or Item 8 below and the partners, members, affiliates and shareholders of the Reporting Persons and of the other persons named in Item 4 above or Item 8 below has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, shares of Common Stock.

Explanation of Responses:

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

As stated in Item 4 above, as of December 31, 2012, Luxco held 236,266,399 shares of Common Stock, or 63.3% of the outstanding shares of Common Stock based on 373,294,219 shares of Common Stock outstanding as of February 1, 2013. Each of the AlpInvest Funds, Blackstone Funds, Carlyle Funds, Centerview Funds, Hellman & Friedman Funds, KKR Funds and Thomas H. Lee Funds listed below (collectively, the Investor Funds), together with Luxco, is a party to an amended and restated shareholders agreement dated as of January 31, 2011 (the Luxco Shareholders Agreement). In addition, the Investor Funds, Luxco, the Issuer, Valcon Acquisition B.V. and The Nielsen Company B.V. are parties to an amended as restated shareholders agreement dated as of January 31, 2011, as further amended (the Nielsen Shareholders Agreement and, together with the Luxco Shareholders Agreement, the Shareholders Agreements). Given the terms of the Shareholders Agreements, Luxco, each of the Investor Funds and certain of their respective affiliates may be deemed to be a member of a group exercising voting and investment control over the shares of Common Stock held by Luxco. However, each of the Reporting Persons disclaims membership in any such group and disclaims beneficial ownership of any shares of Common Stock.

Investor Funds

AlpInvest Funds

AlpInvest Partners CS Investments 2006 C.V.

AlpInvest Partners Later Stage Co-Investments Custodian II-A, BV

Blackstone Funds

Blackstone Capital Partners (Cayman) V, L.P.

Blackstone Family Investment Partnership (Cayman) V, L.P.

Blackstone Participation Partnership (Cayman) V, L.P.

Blackstone Capital Partners (Cayman) V-A, L.P.

Blackstone Family Investment Partnership (Cayman) V-SMD, L.P.

BCP (Cayman) V-S, L.P.

BCP V Co-Investors (Cayman), L.P.

Carlyle Funds

Carlyle Partners IV Cayman, L.P.

CP IV Coinvestment Cayman, L.P.

CEP II Participations S.à r.l. SICAR

Centerview Funds

Centerview Capital, L.P.

Centerview Employees, L.P.

Explanation of Responses:

Centerview VNU LLC

Hellman & Friedman Funds

Hellman & Friedman Capital Partners V (Cayman), L.P.

Hellman & Friedman Capital Partners V (Cayman Parallel), L.P.

Hellman & Friedman Capital Associates V (Cayman), L.P.

KKR Funds

KKR VNU (Millennium) L.P.

KKR Millennium Fund (Overseas), Limited Partnership

KKR VNU Equity Investors, L.P.

Thomas H. Lee Funds

THL (Alternative) Fund V, L.P.

THL Coinvestment Partners, L.P.

THL Equity Fund VI Investors (VNU), L.P.

THL Equity Fund VI Investors (VNU) II, L.P.

THL Equity Fund VI Investors (VNU) III, L.P.

THL Equity Fund VI Investors (VNU) IV, LLC

Putnam Investment Holdings, LLC

Putnam Investments Employees Securities Company I LLC

Putnam Investments Employees Securities Company II LLC

Putnam Investments Employees Securities Company III LLC

Thomas H. Lee Investors Limited Partnership

Thomas H. Lee (Alternative) Parallel Fund V, L.P.

Thomas H. Lee (Alternative) Cayman Fund V, L.P.

Thomas H. Lee (Alternative) Fund VI, L.P.

Thomas H. Lee (Alternative) Parallel Fund VI, L.P.

Thomas H. Lee (Alternative) Parallel (DT) Fund VI, L.P.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated February 14, 2013

HELLMAN & FRIEDMAN INVESTORS V

(CAYMAN), LTD.

By: /s/ Arrie R. Park
Name: Arrie R. Park
Title: Vice President

HELLMAN & FRIEDMAN INVESTORS V

(CAYMAN), L.P.

By: HELLMAN & FRIEDMAN INVESTORS V

(CAYMAN), LTD.,
its general partner

By: /s/ Arrie R. Park
Name: Arrie R. Park
Title: Vice President

**HELLMAN & FRIEDMAN CAPITAL PARTNERS
V**

(CAYMAN), L.P.

By: HELLMAN & FRIEDMAN INVESTORS V
(CAYMAN), L.P.,
its general partner

By: HELLMAN & FRIEDMAN INVESTORS V

(CAYMAN), LTD.,
its general partner

By: /s/ Arrie R. Park
Name: Arrie R. Park
Title: Vice President

**HELLMAN & FRIEDMAN CAPITAL PARTNERS
V**

(CAYMAN PARALLEL), L.P.

By: HELLMAN & FRIEDMAN INVESTORS V

(CAYMAN), L.P.,
its general partner

By: HELLMAN & FRIEDMAN INVESTORS V

(CAYMAN), LTD.,
its general partner

By: /s/ Arrie R. Park
Name: Arrie R. Park
Title: Vice President

**HELLMAN & FRIEDMAN CAPITAL
ASSOCIATES V**

(CAYMAN), L.P.

By: HELLMAN & FRIEDMAN INVESTORS V

(CAYMAN), L.P.,
its general partner

By: HELLMAN & FRIEDMAN INVESTORS V

(CAYMAN), LTD.,
its general partner

By: /s/ Arrie R. Park
Name: Arrie R. Park
Title: Vice President