EQUIFAX INC
Form 424B2
December 11, 2012
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Filed Pursuant to Rule 424(b)(2)
Registration No. 333-168429

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)
3.30% Notes due December 15, 2022	$500,000,000	99.848%	$499,240,000	$68,096.34

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

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Prospectus supplement

To prospectus dated July 30, 2010

$500,000,000

Equifax Inc.

3.30% Senior Notes due December 15, 2022

We will pay interest on the notes semi-annually on June 15 and December 15 of each year, beginning on June 15, 2013. The notes will mature on December 15, 2022. The notes will be issued only in minimum denominations of $2,000 and integral multiples of $1,000 in excess thereof.

We may redeem some or all of the notes at any time at the applicable redemption prices set forth in this prospectus supplement under Description of the Notes Optional Redemption. If we do not consummate the Acquisition (as defined herein) on or before June 30, 2013 or if the Purchase Agreement (as defined herein) is terminated at any time prior to such date, we will redeem all of the notes on a special mandatory redemption date at a redemption price described under Description of the Notes Special Mandatory Redemption. If we experience a change of control triggering event and we have not otherwise elected to redeem the notes, we will be required to offer to repurchase the notes from holders as described under Description of the Notes Change of Control Offer.

The notes will be our senior unsecured obligations and will rank equally with our other existing and future unsecured senior debt from time to time outstanding.

The notes are a new issue of securities with no established trading market. The notes will not be listed on any securities exchange or quoted on any automated dealer quotation system.

Investing in the notes involves risks. You should consider carefully the risks set forth in Risk Factors beginning on page S-6, as well as the risks set forth in our other filings with the Securities and Exchange Commission, which are incorporated by reference in this prospectus supplement and the accompanying prospectus, before investing in the notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Price to public(1)	**Underwriting discount**	**Proceeds to Equifax (before expenses)(1)**
Per note	99.848%	0.65%	99.198%
Total	$ 499,240,000	$ 3,250,000	$ 495,990,000

(1) Plus accrued interest, if any, from December 17, 2012, if settlement occurs after that date.

The underwriters expect to deliver the notes in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants, including Clearstream Banking, *société anonyme*, and Euroclear Bank S.A./N.V., on or about December 17, 2012.

Joint Book-Running Managers

J.P. Morgan **Wells Fargo Securities**

BofA Merrill Lynch **SunTrust Robinson Humphrey**

Senior Co-Managers

Mizuho Securities **PNC Capital Markets LLC** **RBS** **CIBC**

Junior Co-Managers

BB&T Capital Markets **Loop Capital Markets** **US Bancorp** **BNY Mellon Capital Markets, LLC**

December 10, 2012

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Prospectus supplement

Prospectus

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About this prospectus supplement

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and also adds to and updates information contained in the accompanying prospectus. The second part, the accompanying prospectus, gives more general information about us and the securities we may offer from time to time, some of which may not apply to this offering. Generally, when we refer to this prospectus, we are referring to both documents combined. If the description of us, this offering or the securities being offered varies between this prospectus supplement and the accompanying prospectus, you should rely on the information contained in or incorporated by reference into this prospectus supplement. You should also read and consider the additional information in the sections titled Where You Can Find More Information in this prospectus supplement and the accompanying prospectus and Information We Incorporate by Reference in this prospectus supplement.

You should rely only on the information contained in or incorporated by reference into this prospectus supplement, the accompanying prospectus or any free writing prospectus with respect to the offering filed by us with the Securities and Exchange Commission, or the SEC. We have not, and the underwriters have not, authorized any other person to provide you with different or additional information. If anyone provides you with different or inconsistent information, you should not rely on it. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus, any free writing prospectus with respect to the offering filed by us with the SEC and the documents incorporated by reference herein and therein is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

We are not, and the underwriters are not, making an offer to sell or soliciting an offer to buy securities in any jurisdiction in which an offer, solicitation or sale is not permitted or in which the person making such offer or solicitation is not qualified to do so or to whom it is unlawful to make an offer or solicitation.

We expect that the delivery of the notes will be made against payment therefor on or about December 17, 2012, which is the fifth business day following the date hereof (such settlement cycle being referred to as T+5). Pursuant to Rule 15c6-1 under the Securities Exchange Act of 1934, as amended, or the Exchange Act, trades in the secondary market generally are required to settle in three business days unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the notes on the date of pricing or the next succeeding business day will be required, by virtue of the fact that the notes initially will settle in T+5, to specify an alternative settlement cycle at the time of any such trade to prevent failed settlement. Purchasers of the notes who wish to trade the notes on the date of pricing and the next succeeding business day should consult their own advisors.

As used in this prospectus, unless the context otherwise requires, references to we, us, our, Equifax and the Company refer to Equifax Inc. a its subsidiaries.

Where you can find more information

We have filed a registration statement on Form S-3 with the SEC to register the securities offered by this prospectus under the Securities Act of 1933, as amended, or the Securities Act. This prospectus is part of the registration statement, but the registration statement contains additional relevant information about us. You may obtain from the SEC, through the SEC s

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website or at the SEC s offices mentioned in the following paragraph, a copy of the registration statement, including exhibits. Many of the statements made in this prospectus concerning a contract or other document of ours are necessarily summaries, and you should read the documents that are filed as exhibits to the registration statement or otherwise filed with the SEC for a more complete understanding of the document or matter. Each such statement is qualified in all respects by reference to the document to which it refers.

We file annual, quarterly and current reports, proxy and information statements and other information with the SEC. Our SEC filings are available to the public over the Internet at the SEC s website at www.sec.gov and on our corporate website at www.equifax.com under About Equifax/Investor Relations. Information on our website does not constitute part of this prospectus. Additionally, you may read and copy any document we file at the SEC s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain copies of all or any part of these materials from the SEC upon the payment of certain fees prescribed by the SEC. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room. Our SEC filings are also available at the offices of the New York Stock Exchange at 20 Broad Street, New York, New York 10005.

Information we incorporate by reference

We incorporate by reference into this prospectus some of the documents we have filed with the SEC. This means that we disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus. Some information contained in this prospectus updates the information incorporated by reference, and information that we file later with the SEC will automatically update and may replace information in this prospectus and information that we previously filed with the SEC. In other words, in the case of a conflict or an inconsistency between information in this prospectus and information that we file later and incorporate by reference into this prospectus, you should rely on the information that was later filed.

We incorporate by reference into this prospectus the documents and portions of documents listed below:

- our annual report on Form 10-K for the year ended December 31, 2011 (filed on February 23, 2012);

- our quarterly reports on Form 10-Q for the quarter ended March 31, 2012 (filed on April 26, 2012), for the quarter ended June 30, 2012 (filed on July 26, 2012) and for the quarter ended September 30, 2012 (filed on October 25, 2012);

- our current reports on Form 8-K filed on February 15, 2012, May 4, 2012, October 1, 2012, October 29, 2012, November 13, 2012, December 3, 2012 and December 10, 2012; and

- all documents filed by us under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than portions of those documents deemed to have been furnished rather than filed) between the date of this prospectus supplement and the completion or termination of this offering.

You may obtain any of the documents incorporated by reference in this prospectus from the SEC through the SEC s website at the address provided above. You may also obtain any document incorporated by reference in this prospectus (including exhibits to those documents specifically incorporated by reference into those documents), at no cost, by visiting our internet website at www.equifax.com under About Equifax/Investor Relations or by writing or contacting us at the following address and telephone number:

Equifax Inc.

Corporate Secretary

1550 Peachtree Street, N.W.

Atlanta, Georgia 30309

Telephone (404) 885-8000

corpsec@equifax.com

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Forward-looking statements

This prospectus, the documents incorporated by reference herein and any free writing prospectus that we authorize for use in connection with this offering may contain information that constitutes forward-looking statements or forward-looking information. These statements can be identified by expressions of belief, expectation or intention, as well as statements that are not historical fact. These statements are based on certain factors and assumptions that we believe are reasonable based on information currently available but that nevertheless may prove to be incorrect. Actual results may differ materially from our current expectations as expressed or implied in our forward-looking statements depending on a number of factors affecting our business, the business that we intend to acquire and risks associated with acquisition transactions, including, but not limited to:

- our ability to satisfy all conditions to closing and to successfully consummate the Acquisition;
- our ability to integrate the acquired business and achieve the anticipated synergies and other benefits of the Acquisition;
- other restructuring or strategic initiatives (including capital investments or asset acquisitions or dispositions);
- our ability to successfully develop and market new products and services, respond to pricing and other competitive pressures, complete and integrate acquisitions and other investments and achieve targeted cost efficiencies;
- illegal third party efforts to access data;
- changes in, and the effects of, laws and regulations and government policies governing our business, including the Dodd-Frank Wall Street Reform and Consumer Protection Act, in particular the establishment of a new Consumer Financial Protection Bureau with authority to write rules impacting the business of, conduct examinations of, and enforce the laws and regulations it writes against credit reporting companies, and related regulations;
- federal or state responses to identity theft concerns;
- adverse or uncertain worldwide and U.S. economic conditions and changes in credit and financial markets that materially impact consumer spending, consumer debt and employment and the demand for our products and services;
- the European sovereign debt crisis;
- the downgrade of U.S. sovereign debt in 2011 and political concerns over related budgetary matters;
- exchange rates;
- timing and amount of capital expenditures;

changes in capital markets and corresponding effects on the company s investments and benefit plan obligations;

earnings, exchange rates and the decisions of taxing authorities, all of which could affect our effective tax rates; and

potential adverse developments in new and pending legal proceedings or government investigations.

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Additional risks and uncertainties, including risks and uncertainties related to the Acquisition, can be found in the sections titled Risk Factors below, Risk Factors and Business-Forward-Looking Statements in our annual report on Form 10-K for the year ended December 31, 2011, and Risk Factors in our subsequent quarterly reports on Form 10-Q as well as in our other filings with the SEC. Forward-looking statements speak only as of the date when made. We disclaim any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

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Summary

This summary highlights information contained or incorporated by reference in this prospectus and does not contain all of the information that you should consider in making your investment decision. You should read this summary together with the more detailed information appearing elsewhere in this prospectus and the information in the documents incorporated by reference into this prospectus. You should carefully consider, among other things, the matters discussed in the sections titled Risk Factors below and in our SEC reports that are incorporated by reference into this prospectus.

Equifax Inc.

We are a leading global provider of information solutions, employment and income verifications and human resources business process outsourcing services. We leverage some of the largest sources of consumer and commercial data, along with advanced analytics and proprietary technology, to create customized insights which enable our business customers to grow faster, more efficiently and more profitably, and to inform and empower consumers.

Businesses rely on us for consumer and business credit intelligence, credit portfolio management, fraud detection, decisioning technology, marketing tools, and human resources-related services. We also offer a portfolio of products that enable individual consumers to manage their financial affairs and protect their identity. Our revenue stream is diversified among individual consumers and among businesses across a wide range of industries and international geographies.

We currently operate in Argentina, Canada, Chile, Costa Rica, Ecuador, El Salvador, Honduras, Paraguay, Peru, Portugal, Spain, the U.K., Uruguay, and the U.S. We also have operations in the Republic of Ireland that focus on data handling and customer support activities. We have an investment in a consumer and commercial credit information company in Brazil and offer consumer credit services in India and Russia through joint ventures. During 2011, 74% of our revenue was generated in the U.S.

For the year ended December 31, 2011, our revenues were $1.960 billion and our net income attributable to Equifax was $232.9 million. For the three months and nine months ended September 30, 2012, our revenues were $543.9 million and $1.602 billion, respectively, and our net income attributable to Equifax was $77.9 million and $225.8 million, respectively.

Our principal executive offices are located at 1550 Peachtree Street, N.W., Atlanta, Georgia 30309. Our telephone number at that address is (404) 885-8000. We maintain a website at *www.equifax.com*. None of the information on our website is part of this prospectus.

CSC Credit Services Transaction

On December 1, 2012, our Equifax Information Services LLC subsidiary signed an asset purchase agreement, or Purchase Agreement, with CSC Credit Services, Inc., a subsidiary of Computer Sciences Corporation, or CSC, to purchase data files and certain other credit services business assets of CSC Credit Services for $1 billion in cash, subject to certain adjustments. We refer to this transaction as the Acquisition. CSC owns consumer credit files of consumers in 15 states primarily in the Midwest covering approximately 20% of the U.S. population. Using its files as well as our consumer credit files, CSC provides consumer credit services and related information to local and regional banks, mortgage companies, retail establishments, the automotive industry, medical entities, utility companies and other users of financial and credit information in its 15-state territory. CSC has been our largest credit affiliate since 1988. We have been processing CSC s credit information and selling credit reports and other services using CSC s files nationally outside of these 15 states since that time.

We believe the acquisition of CSC s credit services business is consistent with our business strategy to grow our core U.S. Consumer Information Solutions, or USCIS, business; innovate for market leadership; focus growth on key customer challenges such as repayment risk, identity and fraud risk, and customer acquisition and relationship management; enter new markets and industry verticals; build our analytics business; and build solutions that leverage our Decision360 assets, which integrate current data assets including consumer credit and payment history, capacity-to-pay built on income and employment data, and collateral in terms of wealth and real estate assets.

Specifically, we expect the Acquisition to:

- Grow our core USCIS credit services business through the addition of credit services assets in 15 states covering approximately 20% of the U.S. population at a price which is expected to be accretive to our revenue, operating margin and earnings per share beginning in 2013;

- Provide additional opportunities to grow our Decision360 and analytics products and solutions to customers; and

- Achieve greater operating efficiencies by fully consolidating the acquired CSC credit services business with our USCIS sales, marketing and support operations.

We expect the Acquisition to close by December 31, 2012, subject to the satisfaction of customary closing conditions. The Purchase Agreement does not contain any financing contingencies. The purchase price is subject to adjustment after closing for the actual amount of working capital that we acquire and other specified matters. This description of the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the Purchase Agreement, a copy of which is filed as an exhibit to our Current Report on Form 8-K filed with the SEC on December 3, 2012. See Information We Incorporate by Reference.

We intend to fund the Acquisition and related expenses using the net proceeds of this offering, borrowings under our commercial paper program and available cash.

The Acquisition is not conditioned upon the closing of this offering, and this offering is not conditioned upon, and may be settled before, the closing of the Acquisition. We can provide no assurances that the Acquisition will occur in the anticipated timeframe, or at all, or on the terms set forth in the Purchase Agreement, or that the anticipated benefits of the Acquisition will be realized. In the event that we do not consummate the Acquisition on or before June 30, 2013 or the Purchase Agreement is terminated at any time on or before such date, we will redeem all of the notes on a special mandatory redemption date at a redemption price equal to 101% of the aggregate principal amount of the notes, plus accrued and unpaid interest to, but excluding, the special mandatory redemption date. See Description of the Notes Special Mandatory Redemption.

For additional information, see Unaudited Pro Forma Condensed Combined Financial Data.

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The offering

Issuer	Equifax Inc.
Notes offered	$500,000,000 aggregate principal amount of 3.30% senior notes due 2022.
Maturity date	December 15, 2022.
Interest	Interest on the notes will accrue from their date of issuance at a rate of 3.30% per year and will be payable in cash semi-annually in arrears on June 15 and December 15 of each year, beginning on June 15, 2013.
Ranking	The notes will be our unsecured and unsubordinated obligations and will rank equally in right of payment with all of our other unsecured and unsubordinated debt. As of September 30, 2012, we had on a consolidated basis approximately $955.8 million of unsubordinated debt outstanding, of which $953.2 million was unsecured, including amounts outstanding under bank credit facilities. The notes will not be guaranteed by any of our subsidiaries and so will be effectively subordinated to all of the obligations of these subsidiaries, including trade payables and lease obligations. As of September 30, 2012, our subsidiaries had outstanding approximately $611.7 million of total liabilities, including $30.7 million of debt (excluding, in each case, intercompany liabilities).
Optional redemption	Prior to September 15, 2022 (3 months prior to maturity), we may redeem all or a portion of the notes at any time, at our option, at a redemption price equal to the greater of:

- 100% of the aggregate principal amount of the notes being redeemed, plus accrued and unpaid interest to, but excluding, the date of redemption, and

- the sum of the present values of the remaining scheduled payments of principal and interest in respect of the notes being redeemed (not including any portion of the payments of interest accrued as of the date of redemption) discounted to the redemption date, on a semi-annual basis, at the treasury rate plus 30 basis points, plus accrued and unpaid interest to, but excluding, the date of redemption.

See Description of the Notes Optional Redemption.

On or after September 15, 2022 (3 months prior to maturity), we may redeem all or a portion of the notes at any time, at our option, at a redemption price equal to 100% of the aggregate principal amount of the notes being redeemed, plus accrued and unpaid interest to, but excluding, the date of redemption. See "Description of the Notes Optional Redemption."

Special mandatory redemption	In the event that we do not consummate the Acquisition on or before June 30, 2013 or the Purchase Agreement is terminated at any time on

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	or before such date, we will redeem all of the notes on a special mandatory redemption date at a redemption price equal to 101% of the aggregate principal amount of the notes, plus accrued and unpaid interest to, but excluding, the special mandatory redemption date. See Description of the Notes Special Mandatory Redemption.
Change of control offer	If a change of control triggering event as described in this prospectus supplement occurs, then we will be required to offer to repurchase the notes at a price equal to 101% of the aggregate principal amount of the notes being repurchased, plus accrued and unpaid interest to, but excluding, the date of repurchase. See Description of the Notes Change of Control Offer.
Use of proceeds	The net proceeds from this offering, after deducting the underwriters discount and estimated offering expenses, will be approximately $495,390,000. We expect to use the net proceeds, borrowings under our commercial paper program and available cash to pay the $1 billion purchase price for the Acquisition and certain costs associated with the Acquisition.
If the Acquisition is not completed or if the Purchase Agreement is terminated for any reason on or before June 30, 2013, we intend to use the net proceeds of this offering to fund the special mandatory redemption of all outstanding notes issued hereby. See CSC Credit Services Transaction and Description of the Notes Special Mandatory Redemption.	
Further issuances	The notes will initially be limited to an aggregate principal amount of $500,000,000. We may, from time to time, without your consent, increase the principal amount of the notes by issuing additional notes in the future on the same terms and conditions, except for the public offering price and the issue date and, if applicable, the initial interest accrual date and the initial interest payment date. Any additional notes will constitute a single series of debt securities under the indenture with the notes offered by this prospectus supplement.
Covenants	The indenture governing the notes contains various covenants. These covenants are subject to a number of important qualifications and exceptions. See Description of Debt Securities Covenants in the Indentures in the accompanying prospectus.
Form and denomination	The notes will be offered in book-entry form through the facilities of The Depository Trust Company in minimum denominations of $2,000 and integral multiples of $1,000 in excess thereof. Investors may elect to hold interests in the notes through Clearstream Banking, *société anonyme*, or Euroclear Bank S.A./N.V., as operator of the Euroclear

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	System, if they are participants in these systems, or indirectly through organizations which are participants in these systems.
Risk factors	Your investment in the notes will involve risks. You should consider carefully all of the information set forth in this prospectus supplement, the accompanying prospectus, any free writing prospectus with respect to this offering filed by us with the SEC and the documents incorporated by reference herein, and, in particular, you should evaluate the specific factors set forth in the sections titled Risk Factors below, in our annual report on Form 10-K for the year ended December 31, 2011 and in our subsequent quarterly reports on Form 10-Q before deciding whether to purchase any notes in this offering.
Listing	The notes will not be listed on any securities exchange or quoted on any automated dealer quotation system.
Governing law	The indenture governing the notes is, and the notes will be, governed by the laws of the State of New York.
Trustee	The Bank of New York Mellon Trust Company, N.A.

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Risk factors

Investing in the notes involves various risks, including the risks below. You should carefully consider these risks, as well as the other information contained in or incorporated by reference into this prospectus supplement, before investing in the notes. You could lose part or all of your investment.

Risks relating to the acquisition

The completion of the Acquisition is subject to a number of closing conditions, and we can provide no assurances that it will be completed.

Although we expect to complete the Acquisition on or before December 31, 2012, the Acquisition is subject to a number of closing conditions. We can provide no assurance that the Acquisition will occur in the anticipated timeframe, or at all. If we are unable to satisfy (or obtain waivers of) the various conditions to closing, we will not be able to consummate the Acquisition. If we are not able to consummate the Acquisition within the time period specified under Description of the Notes Special Mandatory Redemption, we will redeem all of the notes at a redemption price equal to 101% of the aggregate principal amount of the notes, plus accrued and unpaid interest from the date of initial issuance to, but excluding, the special mandatory redemption date. See Description of the Notes Special Mandatory Redemption.

We will incur significant additional indebtedness as a result of the Acquisition.

We intend to finance the $1 billion purchase price of the Acquisition with the proceeds of this offering, borrowings under our commercial paper program and available cash. We expect that upon completion of this offering and the Acquisition, our indebtedness will increase to approximately $1.75 billion.

We may encounter difficulties in fully integrating the acquired CSC credit services business into our business and may not fully achieve, or achieve within a reasonable time frame, expected strategic objectives and other expected benefits of the Acquisition.

Complete integration of the acquired CSC Credit Services operations with that of our own will be a time-consuming process. There may be substantial difficulties, costs and delays involved in the integration of the acquired CSC business with that of our own. These may include:

- distracting management from day-to-day operations;
- potential incompatibility of corporate cultures; and
- costs and delays in implementing common systems and procedures.

Any one or all of these factors may increase our operating costs or lower our anticipated financial performance. Also, many of these factors are outside of our control. Achieving the anticipated synergies and the potential benefits of the Acquisition will depend on successful integration of the businesses.

Other factors that may impact our achievement of the expected synergies and benefits of the Acquisition include, but are not limited to, our ability to maintain and enhance our relationships with existing CSC customers, our ability to provide additional opportunities for the acquired

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business through our existing customer relationships and product channels, changes in the spending patterns and preferences of such customers, and fluctuating economic and competitive conditions. We may be unable to achieve the same growth, sales levels and profitability that the CSC credit services business has achieved in the past.

Our ability to address these issues will determine the extent to which we are able to successfully integrate, develop and grow the acquired business and to realize the expected synergies and other benefits of the Acquisition. Our failure to do so could have a material adverse effect on our revenues, operating results and financial condition following the transaction.

Risks related to the notes

Because the notes are unsecured, they are effectively subordinated to our existing and future secured debt to the extent of the assets securing such debt. Further, your right to receive payments on the notes is effectively subordinated to all of our subsidiaries existing and future liabilities.

Our obligations under the notes are unsecured. In contrast, some of our other debt obligations are secured by various assets. The notes are effectively subordinated to our obligations under our secured debt to the extent of the assets securing such secured debt. The indenture governing the notes permits us and our subsidiaries to incur additional secured indebtedness. In the event of a bankruptcy, liquidation, dissolution, reorganization or similar proceeding, our pledged assets would be available to satisfy obligations of our secured indebtedness before any payment could be made on the notes. To the extent that such assets cannot satisfy in full our secured indebtedness, the holders of such indebtedness would have a claim for any shortfall that would rank equally in right of payment with the notes. In any of the foregoing events, we cannot assure you that there will be sufficient assets to pay amounts due on the notes. As a result, holders of the notes may receive less, ratably, than holders of our secured indebtedness. Holders of our secured indebtedness will have claims that are prior to your claims as holders of the notes, to the extent of the assets securing such indebtedness. As of September 30, 2012, we had approximately $2.6 million of secured indebtedness outstanding.

The notes will be issued by Equifax Inc. and will not be guaranteed by any of our subsidiaries. The notes therefore will be structurally subordinated to the existing and future claims of our subsidiaries creditors, including trade payables and lease obligations. Holders of the notes will not be creditors of our subsidiaries. Any claims of holders of the notes to the assets of our subsidiaries derive from our own equity interests in those subsidiaries. Claims of our subsidiaries creditors will generally have priority as to the assets of our subsidiaries over our own equity interest claims and will therefore have priority over claims of the holders of the notes. Consequently, the notes will be effectively subordinate to all liabilities, whether or not secured, of any of our subsidiaries and any subsidiaries that we may in the future acquire or establish. As of September 30, 2012, our subsidiaries had outstanding approximately $611.7 million of total liabilities, including $30.7 million of debt (excluding, in each case, intercompany liabilities).

Our existing and future indebtedness may limit cash flow available to invest in the ongoing needs of our business, which could prevent us from fulfilling our obligations under the notes.

After giving effect to this offering of notes and assumed borrowings of $300 million under our commercial paper program to pay the majority of the purchase price of the Acquisition, our total indebtedness at September 30, 2012 would have been approximately $1.75 billion. Additionally,

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we have the ability under our existing credit facility to incur substantial additional indebtedness in the future. Our level of indebtedness could have important consequences to you. For example, it could:

- require us to dedicate a substantial portion of our cash flow from operations to the payment of debt service, reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions and other general corporate purposes;

- increase our vulnerability to adverse economic or industry conditions;

- limit our ability to obtain additional financing in the future to enable us to react to changes in our business; or

- place us at a competitive disadvantage compared to businesses in our industry that have less indebtedness.

To service our indebtedness, we will require a significant amount of cash. Our ability to generate cash depends on many factors beyond our control. We also depend on the business of our subsidiaries to satisfy our cash needs. If we cannot generate the required cash, we may not be able to make the necessary payments under the notes.

Our ability to make payments on our indebtedness, including the notes, and to fund planned capital expenditures will depend on our ability to generate cash in the future. Our ability to generate cash, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control.

A significant portion of our operations are conducted through our subsidiaries. As a result, our ability to service our debts, including our obligations under the notes and other obligations, depends in part on the earnings of our subsidiaries and the payment of those earnings to us in the form of dividends, loans or advances and through repayment of loans or advances from us. Our subsidiaries are separate and distinct legal entities. Our subsidiaries have no obligation to pay any amounts due on the notes or to provide us with funds to meet our payment obligations on the notes, whether in the form of dividends, distributions, loans or other payments. In addition, any payment of dividends, loans or advances by our subsidiaries could be subject to statutory or contractual restrictions. Payments to us by our subsidiaries will also be contingent upon our subsidiaries earnings and business considerations. Additionally, changes in the laws of foreign jurisdictions in which we operate may adversely affect the ability of some of our foreign subsidiaries to repatriate funds to us.

Additionally, our historical financial results have been, and we anticipate that our future financial results will be, subject to fluctuations. We cannot assure you that our business will generate sufficient cash flow from our operations or that future borrowings will be available to us in an amount sufficient to enable us to pay our indebtedness, including the notes, or to fund our other liquidity needs and make necessary capital expenditures.

If our cash flow and capital resources are insufficient to allow us to make scheduled payments on our debt, we may have to sell assets, seek additional capital or restructure or refinance our debt. We cannot assure you that the terms of our debt will allow for these alternative measures or that such measures would satisfy our scheduled debt service obligations.

If we cannot make scheduled payments on our debt:

- the holders of our debt could declare all outstanding principal and interest to be due and payable;

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- the holders of our secured debt could commence foreclosure proceedings against our assets;
- we could be forced into bankruptcy or liquidation; and
- you could lose all or part of your investment in the notes.

The indenture does not restrict our ability to incur additional debt or to take other actions that could negatively impact our ability to pay our obligations under the notes, and the limited covenants in the indenture do not provide protection against some types of important corporate events.

The indenture for the notes does not:

- limit our ability to incur indebtedness;
- limit our subsidiaries ability to incur indebtedness, which would effectively rank senior to the notes;
- restrict our subsidiaries ability to issue securities that would be senior to the equity interests of our subsidiaries that we hold;
- restrict our ability to purchase or prepay our securities;
- restrict our ability to make investments or to repurchase or pay dividends or make other payments in respect of our common stock or other securities ranking junior to the notes; or
- require us to maintain any financial ratios or specific levels of net worth, revenues, income, cash flows or liquidity which might protect holders of the notes in the event that we experience significant adverse changes in our financial condition or results of operations.

Furthermore, the indenture for the notes contains only limited protections in the event of a change in control. We could engage in many types of transactions, such as certain acquisitions, refinancings or recapitalizations, that could substantially affect our capital structure and the value of the notes but would not constitute a change of control triggering event that permits holders to require us to repurchase their notes. For these reasons, you should not consider the covenants in the indenture or the repurchase feature of the notes as a significant factor in evaluating whether to invest in the notes.

Our credit ratings may not reflect all risks of your investment in the notes.

The credit ratings assigned to the notes are limited in scope and do not address all material risks relating to an investment in the notes, but rather reflect only the view of each rating agency at the time the rating is issued. There can be no assurance that such credit ratings will remain in effect for any given period of time or that a rating will not be lowered, suspended or withdrawn entirely by the applicable rating agencies if, in such rating agency s judgment, circumstances so warrant. Credit ratings are not a recommendation to buy, sell or hold any security. Each agency s rating should be evaluated independently of any other agency s rating. Actual or anticipated changes or downgrades in our credit ratings, including any announcement that our ratings are under further review for a downgrade, could affect the market value of the notes and increase our corporate borrowing costs.

If we do not complete the Acquisition on or prior to June 30, 2013 or if the Purchase Agreement is terminated at any time prior to such date, then we will redeem all of the notes and, as a result, holders of the notes may not obtain their expected return on the notes.

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We may not be able to complete the Acquisition within the time period specified under Description of the Notes Special Mandatory Redemption or the Purchase Agreement may be terminated prior to such time. Our ability to consummate the Acquisition is subject to various closing conditions. If we are not able to consummate the Acquisition by June 30, 2013 or if the Purchase Agreement is terminated on or before such date, we will redeem all of the notes at a redemption price equal to 101% of the aggregate principal amount of the redeemed notes, plus accrued and unpaid interest from the date of initial issuance to, but excluding, the special mandatory redemption date. As a result, holders of the notes may not obtain their expected return on the notes. If we complete the Acquisition within the specified timeframe, you will have no right to require us to redeem the notes pursuant to the special mandatory redemption provision, nor will you have any right to require us to redeem your notes if, between the closing of the notes offering and the closing of the Acquisition, the terms of the Acquisition change. See Description of the Notes Special Mandatory Redemption.

We may be unable to redeem or repurchase your notes upon a special mandatory redemption event or a change of control triggering event.

In addition to our obligation to redeem all of the notes if we do not complete the Acquisition within the time period specified under Description of the Notes Special Mandatory Redemption, holders of the notes will have the right, at their option, to require us to repurchase all or a portion of their notes upon the occurrence of a change of control triggering event, which is a triggering event involving both a change of control of the Company and the notes being rated below investment grade following a downgrade by each of Standard & Poor s Rating Services and Moody s Investor Services, Inc. In either case, we must redeem or offer to repurchase the notes at a price equal to 101% of the aggregate principal amount outstanding on the date of such special mandatory redemption or change of control triggering event, plus accrued and unpaid interest from the date of initial issuance to, but excluding, the redemption or repurchase date. If we do not have sufficient funds to pay the redemption or repurchase price for all of the notes to be redeemed or repurchased, an event of default under the indenture governing the notes would occur. We would need to seek third-party financing to the extent we do not have available funds to meet our redemption or repurchase obligation. However, there can be no assurance that we would be able to obtain any such financing on acceptable terms or at all. In addition, cash payments in respect of notes to be redeemed or repurchased may be subject to limits and might be prohibited, or create an event of default, under our indebtedness or other agreements relating to borrowings that we may enter into from time to time. Our failure to make cash payments in respect of notes to be redeemed or repurchased also could result in an event of default under the notes or under other credit-related agreements. Our inability to pay for notes that are to be redeemed or repurchased also could result in holders receiving substantially less than the principal amount of the notes.

A breach of a covenant in our debt instruments could cause an acceleration of a significant portion of our outstanding indebtedness.

The various agreements governing our outstanding indebtedness contain covenants that limit, among other things, our ability to:

- incur additional indebtedness;
- pay dividends or make distributions or certain other restricted payments;
- make certain investments;

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- create restrictions on the payment of dividends or other amounts to us by our restricted subsidiaries;
- enter into transactions with shareholders or affiliates;
- create liens;
- sell assets, including, but not limited to capital stock of restricted subsidiaries; and
- enter into certain mergers and consolidations.

A breach of a covenant or other provision in any debt instrument governing our current or future indebtedness could result in a default under such debt instrument. In addition, such an event may trigger an event of default under one or more of our other debt instruments, including the notes. Our ability to comply with the covenants and other provisions in our various debt instruments may be affected by events beyond our control, and we cannot assure you that we will be able to comply with these covenants and other provisions. Upon the occurrence of an event of default under any debt instrument, the lenders could elect to declare all amounts outstanding to be immediately due and payable and terminate all commitments to extend further credit. If we were unable to repay those amounts, the lenders could proceed against collateral granted to them, if any, to secure the indebtedness. If our current or future lenders accelerate the payment of the indebtedness owed to them, we cannot assure you that our assets would be sufficient to repay in full our outstanding indebtedness, including the notes.

You should consider the U.S. federal income tax consequences of owning the notes.

A discussion of certain U.S. federal income tax consequences of ownership of the notes is contained under the heading Certain United States Federal Income Tax Consequences in this prospectus supplement.

An active trading market for the notes may not develop.

The notes are a new issue of securities with no established trading market. The notes will not be listed on any securities exchange or quoted on any automated dealer quotation system. We cannot provide you with any assurance regarding (1) whether a trading market for the notes will develop, or, if a market develops, that it will be liquid or sustainable, and (2) the ability of holders of the notes to sell their notes or the price at which holders may be able to sell their notes. The underwriters have advised us that they currently intend to make a market in the notes. However, the underwriters are not obligated to do so, and any market-making with respect to the notes may be discontinued at any time without notice. If no active trading market develops, you may be unable to resell your notes at their fair market value or at all.

If a trading market does develop, changes in our credit ratings or the debt markets could adversely affect the market price of the notes.

The price for the notes will depend on many factors, including:

- our credit ratings with major credit rating agencies;
- the prevailing interest rates being paid by other companies similar to us;
- the market price of our common stock;

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- our financial condition, financial performance and future prospects; and

- the overall condition of the financial markets.

Credit rating agencies continually review their ratings for the companies that they follow, including us. The credit rating agencies also evaluate the various industries in which we operate and may change their credit rating for us based on their overall view of those industries. A negative change in our rating could have an adverse effect on the price of the notes. In addition, the condition of the financial markets and prevailing interest rates have fluctuated in the past and are likely to fluctuate in the future. Such fluctuations could have an adverse effect on the price of the notes.

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Use of proceeds

The net proceeds from this offering will be approximately $495,390,000, after deducting the underwriters discount and estimated offering expenses payable by us. We intend to use the net proceeds from this offering to pay a portion of the $1 billion purchase price of the Acquisition and to pay certain related expenses. We expect to pay the remaining amount of the purchase price and related expenses from borrowings under our commercial paper program supported by our $500 million senior revolving credit facility and from available cash.

This offering is not conditioned upon the completion of the Acquisition, and there can be no assurance that we will consummate the Acquisition. In the event that the Acquisition is not consummated on or before June 30, 2013 or the Purchase Agreement is terminated any time on or before such date, we intend to use the net proceeds of this offering and the