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ACXIOM CORP
Form S-8
May 13, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

ACXIOM CORPORATION
(Exact name of Registrant as specified in its charter)

Delaware
(State of Incorporation) P. O. Box 8180, 1 Information Way
Little Rock, Arkansas 72203-8180
(Address of principal executive offices, including zip code) (I

DIGITAL IMPACT, INC. 1998 STOCK PLAN
DIGITAL IMPACT, INC. 1999 DIRECTOR EQUITY PLAN
MINESHARE, INC. 1997 STOCK PLAN
MARKETLEAP.COM, INC. 2000 LONG-TERM INCENTIVE PLAN
(Full title of the plans)

Jerry C. Jones
Business Development and Legal Leader
Acxiom Corporation
P. O. Box 8180, 1 Information Way
Little Rock, Arkansas 72203-8180
(501) 342-1000

(Name, address and telephone number of agent for service)

Goodloe Partee
Kutak Rock LLP
425 West Capitol Avenue
Suite 1100
Little Rock, Arkansas 72201
(501) 975-3000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered (1)	Amount to be Registered (2)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering

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Common Stock, \$0.10 par value (4)	860,062	\$16.58	\$14,
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- (1) Preferred Stock Purchase Rights of Acxiom Corporation ("Acxiom") are attached to and tra
- (2) Pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement shall of Acxiom's Common Stock which become issuable under the Digital Impact, Inc. 1998 Stock 1999 Director Equity Plan, the Mineshare, Inc. 1997 Stock Plan and the Marketleap.com, I Plan (collectively, the "Plans") by reason of a stock dividend, stock split, recapitaliz transaction effected without the receipt of consideration which results in the increase outstanding shares of Acxiom Common Stock.
- (3) Estimated in accordance with Rule 457(h) under the Securities Act of 1933, as amended, s calculating the registration fee based on the price of \$16.58 per share, which was the a per share of Acxiom Common Stock as reported on the Nasdaq National Market on May 12, 20
- (4) Pursuant to the Agreement and Plan of Merger dated March 25, 2005, all outstanding optio Acxiom and converted into options to purchase Acxiom Common Stock.

PART I INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The document(s) containing information specified by Part I of this Form S-8 Registration Statement") have been or will be sent or given to participants in the plans listed on the cover of "Plans") as specified in Rule 428(b)(1) promulgated by the Securities and Exchange Commission und amended.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Information Incorporated by Reference.

We hereby incorporate by reference into this Registration Statement the following docume filed with the Securities and Exchange Commission:

- (a) Our Annual Report on Form 10-K for the fiscal year ended March 31, 2004 filed p Securities Exchange Act of 1934, as amended (the "Exchange Act"), which contain our latest fiscal year for which such statements have been filed.
- (b) Our Quarterly Report on Form 10-Q for the quarter ending June 30, 2004.
- (c) Our Quarterly Report on Form 10-Q for the quarter ending September 30, 2004.
- (d) Our Quarterly Report on Form 10-Q for the quarter ending December 31, 2004.
- (e) The description of our capital stock contained in the registration statement on which is now known as Acxiom Corporation, dated February 4, 1985, and any amend
- (f) The description of our preferred stock purchase rights contained in the regist January 28, 1998, as amended by Form 8-A/A dated June 4, 1998.
- (g) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Ac covered by the our Annual Report on Form 10-K referred to in (a) above.

All documents subsequently filed by the Acxiom pursuant to Sections 13(a), 13(c), 14 and the date of this Registration Statement and prior to the filing of a post-effective amendment whi

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offered have been sold or which deregisters all securities then remaining unsold, shall be deemed this Registration Statement and to be part hereof from the date of filing such documents.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Exculpation. Section 102(b)(7) of the Delaware General Corporation Law permits a corporation to include in its certificate of incorporation a provision eliminating or limiting the personal liability of a director for monetary damages for breach of fiduciary duty as a director, provided that such provision does not limit the liability of a director for any breach of the director's duty of loyalty to the corporation or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or dividends or unlawful stock purchase or redemption, or for any transaction from which the director or officer received a benefit.

The Acxiom Certificate of Incorporation and/or Bylaws (collectively, the "Charter") provide that, as permitted by Delaware corporate law, a director shall not be liable to Acxiom and its stockholders for monetary damages for breach of fiduciary duty as a director.

Indemnification. Section 145 of the Delaware corporate law permits a corporation to indemnify its officers and directors who were or is a party or is threatened to be made a party to any third party proceeding in which the person is or was a director or officer of the corporation, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not in the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such person's conduct was unlawful. In a derivative action, i.e., one brought by or in the right of a corporation, the corporation shall indemnify any of its directors or officers against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, and shall be made for any claim as to which such person shall have been adjudged liable to the corporation. The extent that the court in which such action or suit was brought shall determine upon application to the corporation that such person is reasonably entitled to indemnification for such expenses despite such adjudication of liability.

The Acxiom Charter provides for indemnification of directors and officers of Acxiom in their capacities as and to the extent authorized by Delaware corporate law.

Insurance. Acxiom has in effect directors' and officers' liability insurance and fiduciary liability insurance covers actions of directors and officers as well as other employees under ERISA.

Item 7. Exemption from Registration Claimed.

Not applicable.

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Item 8. Exhibits.

Exhibit
Number

- 4.1 Specimen Common Stock Certificate (previously filed as Exhibit 4.1 to Statement on Form S-4 (No. 333-61639) filed August 17, 1998 and incorp
- 4.2 Rights Agreement, dated January 28, 1998 between Acxiom and First Chic Rights Agent (the "Rights Agreement"), including the forms of Rights Exercise, included in Exhibit A to the Rights Agreement, and the form Terms of Participating Preferred Stock of the Registrant, included in (previously filed as Exhibit 4.1 to the Registrant's Current Report 1998, Commission File No. 0-13163, and incorporated herein by referenc
- 4.3 Amendment No. 1, dated as of May 26, 1998, to the Rights Agreement (pr Registrant's Current Report on Form 8-K dated June 4, 1998, Commission herein by reference).
- 5.1 Opinion of Kutak Rock LLP as to the legality of the shares being regis
- 23.1 Consent of KPMG LLP
- 23.2 Consent of Counsel (contained in Exhibit 5.1)
- 24.1 Power of Attorney (see signature page)
- 99.1 (1) Digital Impact, Inc. 1998 Stock Plan
- 99.2 Digital Impact, Inc. 1999 Director Equity Plan
- 99.3 (2) Mineshare, Inc. 1997 Stock Plan
- 99.4 (3) Marketleap.com, Inc. 2000 Long-Term Incentive Plan

-
- (1) Incorporated by reference to Exhibit 4.1 to the Registration Statement on Form filed by Digital Impact, Inc. with the Securities and Exchange Commission on Au
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Item 9. Undertakings.

(a) The undersigned registrant (the "Registrant") hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective Registration Statement
 - (i) to include any prospectus required by Section 10(a)(3) of the Securities "Securities Act"),
 - (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered would not exceed that which was registered with the Commission pursuant to Rule 424(b) if, in the aggregate, the increase or decrease represent no more than 20 percent change in the maximum aggregate offering amount shown in the "Calculation of Registration Fee" table in the effective registration statement.
 - (iii) to include any material information with respect to the plan of distribution of securities included in the Registration Statement or any material change to such information provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the registration statement is on Form S-3 or Form S-8, and the information required to be included in the amendment by those paragraphs is contained in periodic reports filed b

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13 or Section 15(d) of the Exchange Act that are incorporated by refer

- (2) That, for the purpose of determining any liability under the Securities Act, ea shall be deemed to be a new Registration Statement relating to the securities o such securities at that time shall be deemed to be the initial bona fide offeri
- (3) To remove from registration by means of a post-effective amendment any of the s remain unsold at the termination of the offering.
- (b) The Registrant hereby undertakes that, for purposes of determining any liability under t the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchang filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exc reference in the Registration Statement shall be deemed to be a new Registration Stateme offered therein, and the offering of such securities at that time shall be deemed to be thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permi controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise been advised that in the opinion of the Securities and Exchange Commission such indemnif expressed in the Securities Act and is, therefore, unenforceable. In the event that a cl such liabilities (other than the payment by the Registrant of expenses incurred or paid controlling person of the Registrant in the successful defense of any action, suit or pr director, officer or controlling person in connection with the securities being register the opinion of its counsel the matter has been settled by controlling precedent, submit jurisdiction the question whether such indemnification by it is against public policy as and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant c grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caus be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Little Rock 2005.

ACXIOM CORPORATION

By: /s/ Catherine L. Hughes

Catherine L. Hughes
Secretary

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, a director or officer, or both, o acting pursuant to authorization of the Board of Directors of Acxiom, hereby appoints Catherine L either one of them, attorneys-in-fact and agents for me and in my name and on my behalf, individu or both, of Acxiom, to sign a Registration Statement on Form S-8, together with all necessary exh (including post-effective amendments) and supplements thereto, to be filed with the Securities an Securities Act of 1933, as amended, with respect to the issuance and sale of the shares of common to be issued and delivered in accordance with the Digital Impact, Inc. 1998 Stock Plan, the Digit Equity Plan, the Mineshare, Inc. 1997 Stock Plan, the Marketleap.com, Inc. 2000 Long-Term Incenti compensation plans of Digital Impact, Inc. requiring registration (as the same may be amended fro generally to do and perform all things necessary to be done in connection with the foregoing as f personally.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registratio following persons in the capacities indicated on May 13, 2005.

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Signature	Title
/s/ William T. Dillard II ----- William T. Dillard II	Director
/s/ Harry C. Gambill ----- Harry C. Gambill	Director
/s/ Mary L. Good ----- Mary L. Good	Director
/s/ Ann Die Hasselmo ----- Ann Die Hasselmo	Director
/s/ William J. Henderson ----- William J. Henderson	Director
/s/ Rodger S. Kline ----- Rodger S. Kline	Director and Chief Finance and Admin (principal financial officer and principa
/s/ Thomas F. (Mack) McLarty, III ----- Thomas F. (Mack) McLarty, III	Director
/s/ Charles D. Morgan ----- Charles D. Morgan	Chairman of the Board and Compan (principal executive offic
/s/ Stephen M. Patterson ----- Stephen M. Patterson	Director
/s/ James T. Womble ----- James T. Womble	Director and Global Development

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by Digital Impact, Inc. with the Securities and Exchange Commission on July 23,