

ACXIOM CORP  
Form 10-Q/A  
December 03, 2008  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Form 10-Q/A**

(Amendment No. 1)

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2008

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ----- to -----

Commission file number **0-13163**

**Axiom Corporation**

(Exact Name of Registrant as Specified in Its Charter)

**DELAWARE**

(State or Other Jurisdiction of  
Incorporation or Organization)

**71-0581897**

(I.R.S. Employer  
Identification No.)

**P.O. Box 8180, 601 E. Third Street,**

**Little Rock, Arkansas**

(Address of Principal Executive Offices)

**72203**

(Zip Code)

**(501) 342-1000**

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined by Rule 12b-2 of the Act).

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined by Rule

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Yes  No

The number of shares of Common Stock, \$0.10 par value per share outstanding as of November 5, 2008 was 78,074,600.

**EXPLANATORY NOTE**

This Amendment No. 1 to Acxiom Corporation's (the Company) Quarterly Report on Form 10-Q for the period ended September 30, 2008, originally filed with the U.S. Securities and Exchange Commission on November 7, 2008 (the Original Quarterly Report), is being filed solely to correct an omission on Part II, Item 4. The Original Quarterly Report incorrectly omitted the results of the annual shareholder meeting held on August 5, 2008.

This Amendment No. 1 speaks as of the original filing date of the Original Quarterly Report and does not reflect events occurring after the filing date of the Original Quarterly Report, or modify or update the disclosures therein in any way other than as required to amend Part II, Item 4. No revisions have been made to the Company's financial statements contained in the Original Quarterly Report.

**PART II: OTHER INFORMATION**

**Item 4. Submission of Matters to a Vote of Security Holders**

The Annual Meeting of Shareholders of the Company was held on August 5, 2008. At the meeting, the shareholders voted on the following three proposals:

- 1) A proposal for the election of four directors - Voting results for each individual nominee were as follows: William T. Dillard II - 58,688,512 votes for, 13,686 votes against, and 3,143,600 votes withheld; Thomas F. McLarty, III - 59,952,858 votes for, 3,399 votes against, and 1,889,541 votes withheld; Jeffrey W. Ubben - 60,302,405 votes for, 4,698 votes against, and 1,538,695 votes withheld; and R. Halsey Wise - 60,387,015 votes for, 3,371 votes against, and 1,455,412 votes withheld. These four elected directors will serve with the other current Board members: Michael J. Durham, Ann Die Hasselmo, William J. Henderson and John A. Meyer, whose terms will expire at the 2009 Annual Meeting, and Mary L. Good, Stephen M. Patterson and Kevin M. Twomey, whose terms will expire at the 2010 Annual Meeting.
- 2) A proposal to amend the Company's 2005 Equity Compensation Plan to increase the plan's Internal Revenue Service Code Section 162(m) limits - Voting results for this proposal were as follows: 56,421,382 votes for; 5,291,246 votes against, and 133,170 votes abstained.
- 3) A proposal to ratify the independent auditors of the Company - Voting results for this proposal were as follows: 60,534,647 votes for; 362,961 votes against and 948,190 votes abstained.

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SIGNATURE

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

Dated: December 3, 2008

(Signature)

By: /s/Christopher W. Wolf

Christopher W. Wolf

Chief Financial Officer

(principal financial and accounting officer)