ACXIOM CORP

FORM SC TO-I/A
(Amended tender offer statement by Issuer)

Filed 9/13/2006

Address	1 INFORMATION WAY P O BOX 8180
	LITTLE ROCK, Arkansas 72203-0180
Telephone	501-342-1000
CIK	0000733269
Industry	Computer Services
Sector	Technology
Fiscal Year	03/31

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Schedule TO
Amendment No. 5

Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934

ACXIOM CORPORATION
(Name of Issuer)

ACXIOM CORPORATION
(Name of Filing Person (Identifying Status as Offeror, Issuer or Other Person))

Common Stock, $0.10 Par Value
(Title of Class of Securities)

005125109
(CUSIP Number of Class of Securities)

Jerry C. Jones
Acxiom Corporation
1 Information Way,
P.O. Box 8180
Little Rock, Arkansas 72203-8180
Telephone (501) 342-1000
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copies to:

H. Watt Gregory, III, Esq.
Kutak Rock LLP
Suite 2000
124 West Capitol Avenue
Little Rock, Arkansas 72201
Telephone: (501) 975-3000

Peter R. Douglas, Esq.
Davis Polk & Wardwell
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
$300,000,000	$ 32,100

* Calculated solely for the purpose of determining the amount of the filing fee. This amount is based upon the purchase of 11,111,111 outstanding shares of Common Stock at the maximum tender offer price of $27.00 per share.

** Previously paid.

☐ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable.
Form or Registration No.: Not applicable.

Filing Party: Not applicable.
Date Filed: Not applicable.

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

☐ third-party tender offer subject to Rule 14d-1
☒ issuer tender offer subject to Rule 13e-4
☐ going-private transaction subject to Rule 13e-3
☐ amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☐

SCHEDULE TO

This Amendment No. 5 to Schedule TO amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on August 7, 2006 ("Schedule TO") by Acxiom Corporation, a Delaware corporation (the "Company"), as amended by Amendment No. 1 filed on August 7, 2006, by Amendment No. 2 filed on August 9, 2006, by Amendment No. 3 filed on August 22, 2006 and by Amendment No. 4 filed on August 31, 2006, relating to the offer by the Company to purchase for cash up to 11,111,111 shares of its Common Stock, par value $0.10 per share (the "Shares"), including the associated stock purchase rights, at a price not greater than $27.00 nor less than $25.00 per share, in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated August 7, 2006, as amended (the "Offer to Purchase") and the accompanying Letter of Transmittal, which together, as they may be amended and supplemented from time to time, constitute the "Offer."

All information in the Offer to Purchase, which was previously filed with the Schedule TO as Exhibit (a)(1)(i), Exhibit (a)(1)(i)(A) and Exhibit (a)(1)(i)(B) to the Schedule TO, as amended, is hereby expressly incorporated in this Amendment No. 5 by reference in response to all of the applicable items in Schedule TO, except that such information is hereby amended and supplemented to the extent provided herein.

Items 1 Through 11

On September 13, 2006, the Company issued a press release announcing the preliminary results of the Offer, which expired at 5:00 p.m. New York City time, on Tuesday, September 12, 2006. A copy of the press release is filed as Exhibit (a)(5)(vii) to the Schedule TO and is incorporated herein by reference. Also, on September 13, 2006, the Company issued an additional press release providing the preliminary proration factor with respect to shares accepted for purchase at $25.75 per share and below, pursuant to the Offer. A copy of the additional press release is filed as Exhibit (a)(5)(viii) to the Schedule TO and is incorporated herein by reference.

Item 12. Exhibits.

(a)(5)(vii) Press Release of the Company dated September 13, 2006.

(a)(5)(viii) Additional Press Release of the Company dated September 13, 2006.

SIGNATURE

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

ACXIOM CORPORATION

By: /s/ Jerry C. Jones
Name: Jerry C. Jones
Title: Business Development/Legal Leader
and Assistant Secretary

Dated: September 13, 2006

EXHIBIT INDEX

(a)(1)(i)*	Offer to Purchase dated August 7, 2006, as amended.
(a)(1)(i)(A)**	Amendment dated August 7, 2006 to the Offer to Purchase.
(a)(1)(i)(B)†	Offer to Purchase as amended August 22, 2006.
(a)(1)(ii)*	Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).
(a)(1)(iii)*	Notice of Guaranteed Delivery.
(a)(1)(iv)*	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated August 7, 2006.
(a)(1)(v)*	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated August 7, 2006.
(a)(1)(vi)*	Letter to Stockholders dated August 7, 2006 from Charles D. Morgan, Chairman of the Board and Company Leader of Acxiom Corporation.
(a)(1)(vii)*	Letter from Acxiom Corporation Retirement Savings Plan Administrator and Notice to all Participants in the Acxiom Corporation Retirement Savings Plan dated August 7, 2006.
(a)(1)(vii)(A)***	Amendment dated August 9, 2006 to Letter from Acxiom Corporation Retirement Savings Plan Administrator and Notice to all Participants in the Acxiom Corporation Retirement Savings Plan dated August 7, 2006.
(a)(1)(viii)*	Letter from Acxiom Corporation Retirement Savings Plan Administrator to Participants in the Retirement Savings Plan who are subject to Section 16 of the Securities and Exchange Act of 1934, as amended, dated August 7, 2006.
(a)(1)(ix)*	Notice to Participants in the 2005 Stock Purchase Plan of Acxiom Corporation from the Agent for the 2005 Stock Purchase Plan of Acxiom Corporation dated August 7, 2006.
(a)(1)(x)*	Notice to Holders of Vested Stock Options dated August 7, 2006.
(a)(2)	None.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)(i)*	Form of summary advertisement dated August 7, 2006.
(a)(5)(ii)*	Acxiom Stock Tender Offer—Questions and Answers.
(a)(5)(iii)**	Transcript of Internal Conference Call with Organization Leadership on August 7, 2006.
(a)(5)(iv)**	Text of Email Correspondence from Charles D. Morgan to Acxiom associates worldwide, on August 7, 2006.
(a)(5)(v)**	Script of Press Conference Comments by Charles D. Morgan on August 7, 2006.
(a)(5)(vi)††	Press Release of the Company dated August 31, 2006.
(a)(5)(vii)†††	Press Release of the Company dated September 13, 2006.
(a)(5)(viii)†††	Additional Press Release of the Company dated September 13, 2006.
(b)(i)*	Senior Secured Credit Facility Commitment Letter dated August 6, 2006 between J.P. Morgan Securities Inc., JPMorgan Chase Bank, National Association and Acxiom Corporation.
(b)(ii)*	Summary of the Terms and Conditions Proposed Acxiom Corporation $800,000,000 Multi-Currency Revolving Credit and Term Loan Facilities.
(d)(1)	Rights Agreement dated January 28, 1998 between Acxiom Corporation and First Chicago Trust Company, as Rights Agent, including the forms of Rights Certificate and of Election to Exercise, included in Exhibit A to the Rights Agreement and the form of Certificate of Designation and Terms of Participating Preferred Stock of Acxiom Corporation, included in Exhibit B to the Rights Agreement (previously filed as Exhibit 4.1 to Acxiom Corporation's Current Report on Form 8-K dated February 10, 1998, Commission File No. 0-13163, and incorporated herein by reference).
(d)(2)*	Agreement dated as of August 5, 2006 by and among Acxiom Corporation and VA Partners, LLC, ValueAct Capital Master Fund, L.P., ValueAct Capital Management, L.P., and ValueAct Capital Management, LLC.

(g)	Not Applicable
(h)	Not Applicable

* Previously filed with Schedule TO on August 7, 2006.
** Previously filed with Amendment No. 1 to Schedule TO on August 7, 2006.
*** Previously filed with Amendment No. 2 to Schedule TO on August 9, 2006.
† Previously filed with Amendment No. 3 to Schedule TO on August 22, 2006.
†† Previously filed with Amendment No. 4 to Schedule TO on August 31, 2006.
††† Filed herewith.

Exhibit (a)(5)(vii)

For more information, contact:

Katharine Raymond
Investor Relations Coordinator
Acxiom Corporation
(501) 342-1321
EACXM

Acxiom Announces Preliminary Results of Self-Tender Offer

LITTLE ROCK, Ark. — September 13, 2006 — Acxiom ® Corporation (Nasdaq: ACXM) today announced preliminary results of its modified "Dutch Auction" self-tender offer, which expired at 5:00 p.m. EDT Tuesday, September 12, 2006.

Based on the preliminary count by the depositary for the tender offer, an aggregate of 24,911,233 shares of Acxiom common stock were properly tendered and not withdrawn at or below a price of $27.00 per share, including 8,537,481 shares that were tendered through notice of guaranteed delivery. Based on these preliminary results the company expects to purchase 11,111,111 shares in the tender offer, subject to proration, at $25.75 per share. Pursuant to the terms of the tender offer, Acxiom offered to purchase shares of its common stock at a price not less than $25 and not greater than $27 per share.

The results announced today are preliminary and subject to verification by the depositary of the proper delivery of the shares validly tendered and not withdrawn. Final results will be announced following the completion of the verification process. Acxiom expects payment for the shares accepted for purchase and the return of all shares tendered and not accepted for purchase to occur within one week.

The repurchase of the shares is expected to be funded with proceeds from a new $800 million credit facility on or about September 15, 2006.

ValueAct Capital has advised Acxiom that neither ValueAct Capital nor any of its affiliates tendered any of its shares of Acxiom into the modified Dutch Auction.

The dealer managers for the self-tender offer are J.P. Morgan Securities Inc. and Stephens Inc. The information agent is Innisfree M&A Incorporated, and the depositary is Computershare Trust Company, N.A. Any questions about the self-tender offer may be directed to the information agent at 1-877-750-9457, or the dealer managers, J.P. Morgan Securities Inc. at 1-877-371-5947 or Stephens Inc. at 1-800-643-9691.

About Acxiom

Acxiom Corporation (Nasdaq: ACXM) integrates data, services and technology to create and deliver customer and information management solutions for many of the largest, most respected companies in the world. The core components of Acxiom's innovative solutions are Customer Data Integration (CDI) technology, data, database services, IT outsourcing, consulting and analytics, and privacy leadership. Founded in 1969, Acxiom is headquartered in Little Rock, Arkansas, with locations throughout the United States and Europe, and in Australia and China.

Exhibit (a)(5)(viii)

For more information, contact:

Katharine Raymond
Investor Relations Coordinator
Acxiom Corporation
(501) 342-1321
EACXM

Acxiom Provides Preliminary Proration Information on Self-Tender Offer

LITTLE ROCK, Ark. — September 13, 2006 — Acxiom ® Corporation (Nasdaq: ACXM) today provided preliminary proration information with respect to its previously announced preliminary results of its modified "Dutch Auction" self-tender offer, which expired at 5:00 p.m. EDT Tuesday, September 12, 2006.

Acxiom had previously announced that based on the preliminary count by the depositary for the tender offer, an aggregate of 24,911,233 shares of Acxiom common stock were properly tendered and not withdrawn at or below a price of $27.00 per share, including 8,537,481 shares that were tendered through notice of guaranteed delivery. Based on these preliminary results the company expects to purchase 11,111,111 shares in the tender offer, subject to proration, at $25.75 per share. Acxiom has been informed by Computershare Trust Company, N.A., the depositary for the tender offer, that the preliminary proration factor for the shares tendered at $25.75 and below is approximately 97 percent. The exact proration factor is subject to delivery of the shares that were tendered through notice of guaranteed delivery.

The results announced today are preliminary and subject to verification by the depositary of the proper delivery of the shares validly tendered and not withdrawn. Final results will be announced following the completion of the verification process. Acxiom expects payment for the shares accepted for purchase to occur on or about September 15, 2006, and the return of all shares tendered and not accepted for purchase to occur within one week.

The dealer managers for the self-tender offer are J.P. Morgan Securities Inc. and Stephens Inc. The information agent is Innisfree M&A Incorporated, and the depositary is Computershare Trust Company, N.A. Any questions about the self-tender offer may be directed to the information agent at 1-877-750-9457, or the dealer managers, J.P. Morgan Securities Inc. at 1-877-371-5947 or Stephens Inc. at 1-800-643-9691.

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