

# ACXIOM CORP

## FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 07/28/11

Address	601 E. 3RD STREET LITTLE ROCK, AR 72201
Telephone	5012521000
CIK	0000733269
Symbol	ACXM
SIC Code	7374 - Computer Processing and Data Preparation and Processing Services
Industry	Computer Services
Sector	Technology
Fiscal Year	03/31



UNITED STATES  
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 or other jurisdiction of incorporation or organization)

**71-0581897**  
(I.R.S. Employer Identification No.)

**601 E. Third Street**  
**Little Rock, Arkansas 72201**  
(Address of Principal Executive Offices)(Zip Code)

**2011 NONQUALIFIED EQUITY COMPENSATION PLAN**  
**OF ACXIOM CORPORATION**  
(Full title of the plan)

**Jerry C. Jones**  
**Chief Legal Officer and**  
**Senior Vice President**  
**Axiom Corporation**  
**601 E. Third Street**  
**Little Rock, Arkansas 72201**  
**501-342-1000**  
(Name, address, and telephone number of Registrant's agent for service)

Copies of all correspondence to:  
**J. Allen Overby**  
**Bass, Berry & Sims PLC**  
**150 Third Avenue South, Suite 2800**  
**Nashville, Tennessee 37201**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company

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### CALCULATION OF REGISTRATION FEE

<b>Title of securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, \$.10 Par Value (1)	502,217 (2)	\$11.92 (2)	\$5,986,426.64 (2)	\$695.02

- (1) Represents shares issuable pursuant to the 2011 Nonqualified Equity Compensation Plan of Acxiom Corporation.
- (2) Pursuant to Rule 457(h), the offering price per share, the aggregate offering price and the amount registration fee have been computed on the basis of \$11.92 per share, the average of the high and low prices of the Registrant's Common Stock as reported on The NASDAQ Stock Market on July 26, 2011.
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## PART I

**Item 1. Plan Information.\***

**Item 2. Registrant Information and Employee Plan Annual Information.\***

\* The documents containing the information specified in Part I of Form S-8 will be sent or given to employees as specified by Rule 428(b)(1) of the Securities Act of 1933 (the "Securities Act"). Such documents need not be filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference in this registration statement pursuant to Item 3 of Part II of this registration statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 3. Incorporation of Certain Documents by Reference**

The following documents of Acxiom Corporation ("Acxiom" or "Registrant") filed with the Commission are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K for its fiscal year ended March 31, 2011, originally filed with the Commission on May 27, 2011;
- (b) The Registrant's Current Reports on Form 8-K, filed with the Commission on June 7, 2011 and July 27, 2011; and
- (c) The description of capital stock contained in the registration statement on Form 8-A of CCX Network, Inc., which is now known as Acxiom Corporation, dated February 4, 1985, and any amendments or updates to that form.

In addition, all documents subsequently filed with the Commission by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold under this registration statement (other than Current Reports on Form 8-K containing Regulation FD Disclosure furnished under Item 7.01 or Results of Operations and Financial Condition disclosure furnished under Item 2.02 and exhibits relating to such disclosures, unless otherwise specifically stated in such Current Report on Form 8-K), shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such earlier statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

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**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 to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision may not eliminate or limit the liability of a director for any breach of the director's duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, for any unlawful payment of dividends or unlawful stock purchase or redemption, or for any transaction from which the director derived an improper personal benefit.

The Axiom Certificate of Incorporation provides that, to the fullest extent permitted by the Delaware corporate law, a director shall not be liable to Axiom and its stockholders for monetary damages for a breach of fiduciary duty as a director.

Indemnification. Section 145 of the Delaware corporate law permits a corporation to indemnify any of its directors or officers who was or is a party or is threatened to be made a party to any third party proceeding by reason of the fact that such person is or was a director or officer of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, 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, 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 by or in the right of a corporation, the corporation is permitted to 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 shall have been adjudged liable to the corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that such person is fairly and reasonably entitled to indemnification for such expenses despite such adjudication of liability.

The Axiom Certificate of Incorporation provides for indemnification of directors and officers of Axiom against liability they may incur in their capacities as and to the extent authorized by Delaware corporate law.

Insurance. Axiom has in effect directors' and officers' liability insurance and fiduciary liability insurance. The fiduciary liability insurance covers actions of directors and officers as well as other employees with fiduciary responsibilities under the Employee Retirement Income Security Act of 1974, as amended.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits**

- 4.1 Amended and Restated Certificate of Incorporation (previously filed as Exhibit 3(i) to Axiom Corporation's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 1996, Commission File No. 0-13163, and incorporated herein by reference)
  - 4.2 Amended and Restated Bylaws (previously filed as Exhibit 3(b) to Axiom Corporation's Annual Report on Form 10-K for the fiscal year ended March 31, 2008, and incorporated herein by reference)
  - 4.3 Specimen Common Stock Certificate (previously filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-4 (No. 333-61639) filed August 17, 1998, and incorporated herein by reference)
  - 5.1 Opinion of Bass, Berry & Sims PLC (filed herewith)
  - 23.1 Consent of Bass, Berry & Sims PLC (included in Exhibit 5.1)
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23.2 Consent of KPMG LLP (filed herewith)

24.1 Power of Attorney (filed herewith)

99.1 2011 Nonqualified Equity Compensation Plan of Acxiom Corporation (previously filed as Exhibit 10.2 to the Current Report of Form 8-K filed with the Commission on July 27, 2011, and incorporated herein by reference)

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
  - (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, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a) (1) (i) and (a) (1) (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Little Rock, State of Arkansas, on July 28, 2011.

### ACXIOM CORPORATION

By: /s/ Catherine L. Hughes  
Name: Catherine L. Hughes  
Title: Corporate Governance Officer and Secretary

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities indicated on July 28, 2011.

<b>Signature</b>	<b>Title</b>
<u>/s/ William T. Dillard II*</u> William T. Dillard II	Director
<u>/s/ Michael J. Durham*</u> Michael J. Durham	Non-Executive Chairman of the Board
<u>/s/ Jerry D. Gramaglia*</u> Jerry D. Gramaglia	Director
<u>/s/ Ann Die Hasselmo*</u> Ann Die Hasselmo	Director
<u>/s/ William J. Henderson*</u> William J. Henderson	Director
<u>/s/ Clark M. Kokich*</u> Clark M. Kokich	Director
<u>/s/ Kevin M. Twomey*</u> Kevin M. Twomey	Director
<u>/s/ R. Halsey Wise*</u> R. Halsey Wise	Director
<u>/s/ Scott E. Howe*</u> Scott E. Howe	Chief Executive Officer and President (principal executive officer)
<u>/s/ Art G. Kellam*</u> Art G. Kellam	Vice President-Finance and Corporate Controller (principal financial and accounting officer)

\*By: /s/ Catherine L. Hughes  
Catherine L. Hughes, Attorney-in-Fact

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## INDEX TO EXHIBITS

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4.2	Amended and Restated Bylaws (previously filed as Exhibit 3(b) to Acxiom Corporation's Annual Report on Form 10-K for the fiscal year ended March 31, 2008, and incorporated herein by reference)
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23.1	Consent of Bass, Berry & Sims PLC (included in Exhibit 5.1)
23.2	Consent of KPMG LLP (filed herewith)
24.1	Power of Attorney (filed herewith)
99.1	2011 Nonqualified Equity Compensation Plan of Acxiom Corporation (previously filed as Exhibit 10.2 to the Current Report on Form 8-K filed with the Commission on July 27, 2011, and incorporated herein by reference)

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**BASS**

BERRY • SIMS<sub>PC</sub>

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Exhibit 5.1

150 Third Avenue South, Suite 2800  
Nashville, TN 37201  
(615) 742-6200  
July 28, 2011

Acxiom Corporation  
601 E. Third Street  
Little Rock, Arkansas 72201

RE: REGISTRATION STATEMENT ON FORM S-8 OF SHARES OF COMMON STOCK PAR VALUE \$0.10 PER SHARE,  
OFFERED PURSUANT TO THE 2011 NONQUALIFIED EQUITY COMPENSATION PLAN OF ACXIOM  
CORPORATION

Ladies and Gentlemen:

We have acted as your counsel in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") relating to the 2011 Nonqualified Equity Compensation Plan of Acxiom Corporation (the "Plan") filed by you with the Securities and Exchange Commission, covering an aggregate of 502,217 shares (the "Shares") of common stock, \$0.10 par value, issuable pursuant to the Plan.

In so acting, we have examined and relied upon such records, documents, and other instruments as in our judgment are necessary or appropriate in order to express the opinions hereinafter set forth and have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to the original documents of all documents submitted to us as certified or photostatic copies.

Based upon the foregoing, we are of the opinion that the Shares, when issued pursuant to and in accordance with the Plan, will be validly issued, fully paid, and non-assessable.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Bass, Berry & Sims PLC

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Consent of Independent Registered Public Accounting Firm

The Board of Directors  
Acxiom Corporation:

We consent to the use of our reports dated May 27, 2011, with respect to the consolidated balance sheets of Acxiom Corporation as of March 31, 2011 and 2010, and the related consolidated statements of operations, stockholders' equity and comprehensive income (loss), and cash flows for each of the years in the three-year period ended March 31, 2011, and the effectiveness of internal control over financial reporting as of March 31, 2011, which reports appear in the March 31, 2011 annual report on Form 10-K of Acxiom Corporation.

Our report on the consolidated financial statements refers to the fact that the Company has changed their method of accounting for noncontrolling interests as of April 1, 2009 due to the adoption of FASB Statement No. 160, *Noncontrolling Interests in Consolidated Financial Statements* (included in FASB ASC Topic 810, Consolidation) and the Company changed its method of accounting for business combinations as of April 1, 2009 due to the adoption of FASB Statement No. 141R, *Business Combinations* (included in FASB ASC Topic 805, Business Combinations).

/s/ KPMG LLP

Dallas, Texas  
July 27, 2011

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**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, a director or officer, or both, of Acxiom Corporation ("Acxiom" pursuant to authorization of the Board of Directors of Acxiom, hereby appoints Catherine L. Hughes and Jerry C. Jones, or any one of them, attorneys-in-fact and agents for me and in my name and on my behalf, individually director or officer, or both, of Acxiom, to sign a Registration Statement on Form S-8, together with all necessary exhibits, and any amendments (including post-effective amendments) and supplements thereto, to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, with respect to the issuance and sale of shares of Common Stock, \$.10 par value per share, of Acxiom to be issued and delivered in accordance with the 2011 Nonqualified Equity Compensation Plan of Acxiom Corporation, and generally to do and perform all things necessary to be done in connection with the foregoing as fully in all respects as I personally.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 26th day of July, 2011.

Signed: /s/ William T. Dillard II  
Name: William T. Dillard II, Director

Signed: /s/ Michael J. Durham  
Name: Michael J. Durham, Director

Signed: /s/ Jerry D. Gramaglia  
Name: Jerry D. Gramaglia, Director

Signed: /s/ Ann Die Hasselmo  
Name: Ann Die Hasselmo, Director

Signed: /s/ William J. Henderson  
Name: William J. Henderson, Director

Signed: /s/ Clark M. Kokich  
Name: Clark M. Kokich, Director

Signed: /s/ Kevin M. Twomey  
Name: Kevin M. Twomey, Director

Signed: /s/ R. Halsey Wise  
Name: R. Halsey Wise, Director

Signed: /s/ Scott E. Howe  
Name: Scott E. Howe, Chief Executive Officer and President (principal executive officer)

Signed: /s/ Art G. Kellam  
Name: Art G. Kellam, Vice President-Finance and Corporate Controller (principal financial and accounting officer)

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