

ACXIOM CORP
Form S-8
September 18, 2003

Registra

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective
Amendment No. 3
to
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)

(I.R.S.
Identif

P. O. Box 8180, 1 Information Way
Little Rock, Arkansas 72203-8180
(501) 342-1000
(Address, including zip code, and telephone number of
principal executive offices)

2000 ASSOCIATE STOCK OPTION PLAN
OF ACXIOM CORPORATION
(Full title of the plan)

Charles D. Morgan
Chairman of the Board and President
(Company Leader)
Acxiom Corporation
P. O. Box 8180, 1 Information Way
Little Rock, Arkansas 72203-8180
(501) 342-1000
(Name and address, including zip code, and telephone number,
including area code, of agent for service)

Copies of all correspondence to:

John P. Fletcher
Kutak Rock LLP
425 West Capitol Avenue
Suite 1100
Little Rock, Arkansas 72201
(501) 975-3000

CALCULATION OF REGISTRATION FEE

Proposed Maximum Proposed Maximum

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Title of Securities to be Registered	Amount To Be Registered	Offering Price Per Share	Aggregate Offering Price
Common Stock, \$.10 Par Value (1)	975,000 (2)	\$ 15.585	\$ 15,195,375

(1) Preferred Stock Purchase Rights of Acxiom Corporation ("Acxiom") are attached to the Acxiom Common Stock.

(2) Pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement covers an indeterminate number of additional shares that may become subject to the 2000 Associate Plan of Acxiom Corporation as a result of anti-dilution provisions of the plan.

(3) The registration fee has been computed in accordance with paragraphs (c) and (h) based upon the average of the reported high and low sales prices of shares of Acxiom Common Stock from September 12, 2003.

INCORPORATION OF PREVIOUS REGISTRATION STATEMENT BY REFERENCE

The contents of the previous Registration Statement on Form S-8, Registration No. 333-401120, as amended by Post-Effective Amendment No. 1, Registration No. 333-68620, and Post-Effective Amendment No. 2, Registration No. 333-98613, previously filed with the Securities and Exchange Commission by Acxiom Corporation are incorporated herein by this reference.

Our consolidated financial statements for the year ended March 31, 2003 included in our Form 10-K for the year ended March 31, 2003 and incorporated by reference into this prospectus have been audited by KPMG LLP, independent certified public accountants, to the extent and for the periods indicated in the report thereon. Such financial statements have been incorporated herein by reference in reliance on the audit report of KPMG LLP.

Our consolidated financial statements as of March 31, 2002 and 2001 and for the years ended March 31, 2002 and 2001 included in our annual report on Form 10-K for the year ended March 31, 2003 and incorporated by reference into this registration statement have been audited by Arthur Andersen LLP, independent certified public accountants, to the extent and for the periods indicated in their report thereon. Such financial statements have been incorporated herein by reference in reliance upon the report of Arthur Andersen LLP. Acxiom Corporation was not required to obtain a current written consent from Arthur Andersen in order to include their audit reports on the 2002 and 2001 financial statements in this registration statement. While Arthur Andersen provided assurance with respect to these financial statements in connection with previous filings, Arthur Andersen has ceased to provide assurance before the Securities and Exchange Commission and is no longer in a position to provide an update on the audit reports required by the filing of an amendment to the registration statement. Therefore, in reliance on the safe harbor relief provided by the SEC under Securities Act Rule 437(a), we have filed this amendment to the

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statement without including an updated written consent of Arthur Andersen. Because Arthur Andersen has not delivered a currently dated written consent for the inclusion of their reports in this prospectus, we are not able to recover damages from Arthur Andersen under Section 11 of the Securities Act of 1933 for material misstatements or omissions, if any, in the registration statement, including the 2002 and 2001 financial statements audited by Arthur Andersen.

REGISTRATION OF ADDITIONAL SECURITIES

Acxiom previously registered an aggregate 11,400,000 shares of its Common Stock, \$0.10 per share, issuable under the 2000 Associate Stock Option Plan of Acxiom Corporation (the "Plan"). On August 1, 2003, the stockholders of Acxiom approved an amendment to the Plan, increasing the number of shares of Common Stock issuable thereunder from 11,400,000 to 12,375,000. This Registration Statement is being filed pursuant to General Instruction E to Form S-8 to register such additional shares issuable under the Plan.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- 5.1 Opinion of Kutak Rock LLP as to the legality of the shares being registered (filed herewith)
- 23.1 Consent of Kutak Rock LLP (included in the opinion filed as Exhibit 5.1 herewith)
- 23.2 Consent of KPMG LLP (filed herewith)
- 24.1 Powers of Attorney

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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 caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, at Little Rock, State of Arkansas, on September 18, 2003.

ACXIOM CORPORATION

By: /s/ Catherine L. Hughes

Catherine L. Hughes, Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement is being filed below by the following persons in the capacities indicated, on September 18, 2003:

Signature	Title
/s/ Wesley K. Clark* ----- (Wesley K. Clark)	Director
/s/ Dr. Ann Hayes Die* ----- (Dr. Ann Hayes Die)	Director
/s/ William T. Dillard II* ----- (William T. Dillard II)	Director
/s/ Harry C. Gambill* ----- (Harry C. Gambill)	Director
/s/ William J. Henderson* -----	Director

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(William J. Henderson)

/s/ Rodger S. Kline*

Director and Company Operat

(Rodger S. Kline)

/s/ Thomas F. (Mack) McLarty, III*

Director

(Thomas F. (Mack) McLarty, III)

/s/ Charles D. Morgan*

Chairman of the Board and Co
(principal executive o

(Charles D. Morgan)

/s/ Stephen M. Patterson*

Director

(Stephen M. Patterson)

/s/ Jefferson D. Stalnaker*

Company Financial Operatio
(principal financial and accou

(Jefferson D. Stalnaker)

/s/ James T. Womble*

Director and Division

(James T. Womble)

*By: /s/ Catherine L. Hughes

(Catherine L. Hughes, Attorney-in-Fact)

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INDEX TO EXHIBITS

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