

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

FORM 10-K/A  
(AMENDMENT NO. 2)

(Mark One)

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

For the fiscal year ended March 31, 1998

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

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.)

P.O. BOX 2000, 301 INDUSTRIAL BOULEVARD, CONWAY, ARKANSAS 72033-2000  
(Address of principal executive offices) (Zip Code)

(501) 336-1000  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$.10 Par Value  
(Title of Class)

Preferred Stock Purchase Rights  
(Title of Class)

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 if disclosure of delinquent filers pursuant to Item  
405 of Regulation S-K is not contained herein, and will not be contained,  
to the best of registrant's knowledge, in definitive proxy or information  
statements incorporated by reference in Part III of this Form 10-K or any  
amendment to this Form 10-K.

The aggregate market value of the voting stock held by non-affiliates of  
the registrant, based upon the closing sale price of the registrant's  
Common Stock, \$.10 par value per share, as of June 17, 1998 as reported on  
the Nasdaq National Market, was approximately \$875,422,220. (For purposes  
of determination of the above stated amount only, all directors, officers  
and 10% or more shareholders of the registrant are presumed to be  
affiliates.)

The number of shares of Common Stock, \$.10 par value per share, outstanding  
as of June 17, 1998 was 52,479,289.

This Amendment No. 2 amends and supplements the Annual Report for the  
fiscal year ended March 31, 1998 on Form 10-K, filed with the Securities  
and Exchange Commission (the "Commission") on June 23, 1998 of Acxiom  
Corporation, a Delaware corporation (the "Company"), as amended by  
Amendment No. 1 thereto, filed with the Commission on July 29, 1998 (the  
"Form 10-K").

The Form 10-K is hereby amended and supplemented by replacing the

Independent Auditors' Report attached thereto with the following, which has been marked to show changes:

#### INDEPENDENT AUDITORS' REPORT

The Board of Directors  
Acxiom Corporation

Under date of May 8, 1998, we reported on the consolidated balance sheets of Acxiom Corporation and subsidiaries as of March 31, 1998 and 1997, and the related consolidated statements of earnings, stockholders' equity and cash flows for each of the years in the three-year period ended March 31, 1998, which are included in the 1998 annual report to shareholders. These consolidated financial statements and our report thereon are incorporated by reference in the annual report on Form 10-K for the year ended March 31, 1998. In connection with our audits of the aforementioned consolidated financial statements, we also audited the related financial statement schedule of valuation and qualifying accounts. This financial statement schedule is the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement schedule based on our audits.

In our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

/s/ KPMG Peat Marwick LLP

Little Rock, Arkansas  
May 8, 1998

#### SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ACXIOM CORPORATION

Date: August 4, 1998

By: /s/ Catherine L. Hughes

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Catherine L. Hughes  
Secretary

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and as of the dates indicated.

Signature	Title	Date
<u>/s/ Robert S. Bloom*</u> Robert S. Bloom	Chief Financial Officer (Principal accounting officer)	August 4, 1998
<u>/s/ Dr. Ann H. Die*</u> Dr. Ann H. Die	Director	August 4, 1998
<u>/s/ William T. Dillard II*</u> William T. Dillard II	Director	August 4, 1998
<u>/s/ Harry C. Gambill*</u> Harry C. Gambill	Director	August 4, 1998

<u>/s/ Rodger S. Kline*</u> Rodger S. Kline	Chief Operating Officer, Treasurer and Director (Principal financial officer)	August 4, 1998
<u>/s/ Charles D. Morgan*</u> Charles D. Morgan	Chairman of the Board and President (Company Leader) (Principal executive officer)	August 4, 1998
<u>/s/ Robert A. Pritzker*</u> Robert A. Pritzker	Director	August 4, 1998
<u>/s/ Walter V. Smiley*</u> Walter V. Smiley	Director	August 4, 1998
<u>/s/ James T. Womble*</u> James T. Womble	Division Leader and Director	August 4, 1998

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