

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

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

ACXIOM CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

This Schedule 14A filing consists of the following communication relating to the proposed acquisition of the Acxiom Marketing Solutions (“AMS”) business of Acxiom Corporation (the “Company”) by The Interpublic Group of Companies, Inc. (“IPG”) pursuant to the terms of a Membership Interest Purchase Agreement, dated as of July 2, 2017, by and among the Company, IPG, LiveRamp, Inc., a wholly owned subsidiary of the Company and Acxiom Holdings, Inc., a wholly owned subsidiary of the Company:

- (i) PowerPoint Slides for Stockholders of Acxiom Corporation.

The item listed above was first used or made available on September 10, 2018.



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Shareholder Engagement In-Season

September 2018

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What You Will Hear From Me Today

BUSINESS STRATEGY

- The definitive agreement to sell our AMS division to IPG marks another significant milestone in our transformational journey, and we are committed to delivering value and returning capital to shareholders
- This sale will allow us to focus on LiveRamp and strengthen our position as the industry leading SaaS identity platform

COMPENSATION PHILOSOPHY

- Our compensation program has a strong focus on the alignment between pay and performance and rewards executives for creating sustainable long-term value for shareholders
- As our business transforms, our compensation philosophy must evolve so that we can remain competitive with our new high growth SaaS peers and we will use an increasing amount of equity to recruit, incentivize, and retain key talent

WE ARE ASKING FOR YOUR SUPPORT ON ALL MANAGEMENT PROPOSALS – INCLUDING:

- The proposed sale of AMS to IPG, and associated Advisory Vote on Golden Parachutes
- Our request for an increase in shares available for equity compensation – which will position LiveRamp to attract, retain, and incentivize top talent in a dynamic and growing industry

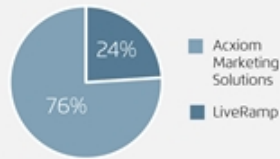
Business Overview

Axiom is a global technology company with a mission to deliver better consumer experiences through the safe and easy use of people-based information. In recent years, we have been strategically driving our business to focus and organize around solutions that provide the critical data foundation marketers need to engage consumers in a digital world.

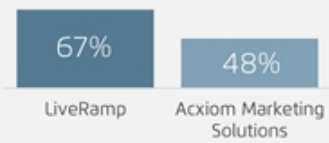
FY2018 BUSINESS HIGHLIGHTS

- Total revenue of \$917M, up 7% YoY¹
- Strong growth in our LiveRamp Division, with revenue up 43% YoY
- Total non-GAAP EPS of \$0.94, up 32% YoY
- Continued to deliver new products and capabilities to our customers:
 - Scaled IdentityLink Data Store
 - Launched LiveRamp TV and LiveRamp B2B
- Returned value to shareholders, repurchasing approximately \$89 million of our common stock during the year

FY18 REVENUE TOTAL: \$917M



FY18 SEGMENT GROSS MARGINS



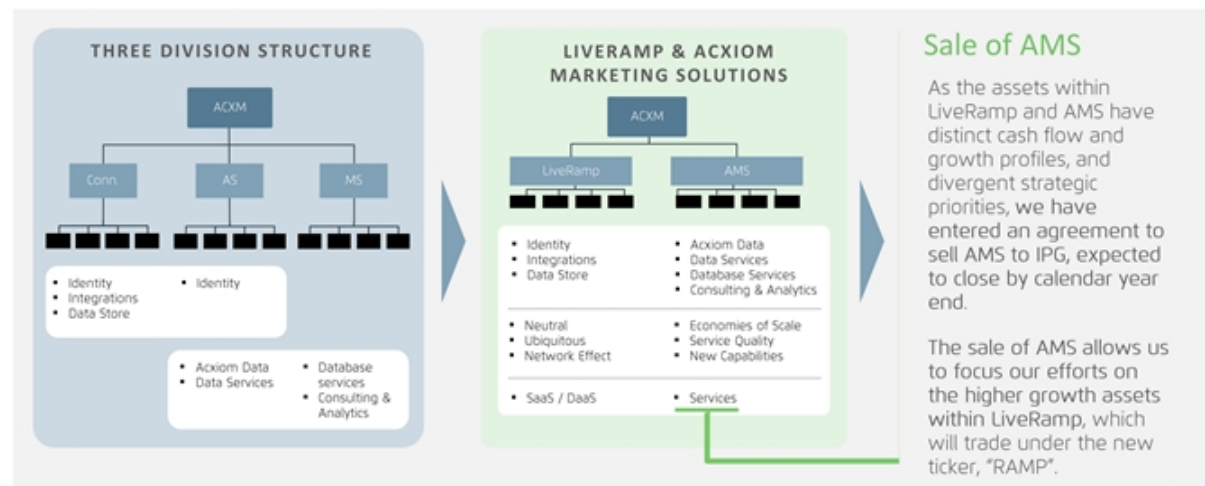
SHAREHOLDER RETURN²



¹ Excluding the negative impact from the Axiom Impact divestiture
² Shareholder return as of September 6, 2018.

Portfolio Transformation to Focus on LiveRamp

As part of our long-term transformation efforts to focus on and grow our identity assets, we reorganized into two distinct business units, LiveRamp and AMS, in April 2018, and subsequently entered an agreement to sell AMS in July 2018



Strategic Sale of Acxiom Marketing Solutions

- > Acxiom has signed a definitive agreement to sell Acxiom Marketing Solutions (AMS) to Interpublic Group (IPG) for \$2.3B in cash, subject to customary closing adjustments
- > Sharpens focus on LiveRamp and strengthens position as the industry-leading SaaS identity infrastructure powering exceptional customer experiences
- > Provides capital to execute on our disciplined and balanced capital allocation strategy: pay down debt, return up to \$1B of capital to shareholders, and further fund LiveRamp's growth and innovation
- > Big win for all constituencies – IPG, the industry, clients, associates and shareholders

DISCIPLINED M&A FOR TARGETED GROWTH

Through a series of strategic acquisitions and divestitures, we are transforming into a higher growth, higher margin SaaS business. We plan to opportunistically pursue additional M&A as part of our growth strategy going forward

CUMULATIVE BUYBACKS (\$M)



Outcome is strategic flexibility, strong balance sheet and adequate liquidity—
and at the same time, meaningfully rewards shareholders

A Look Ahead at LiveRamp

Our Vision

LIVERAMP fulfills our vision for a world where connected data makes every experience exceptional

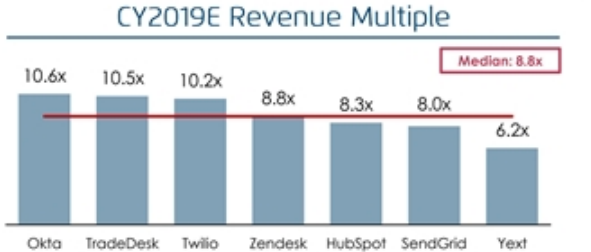
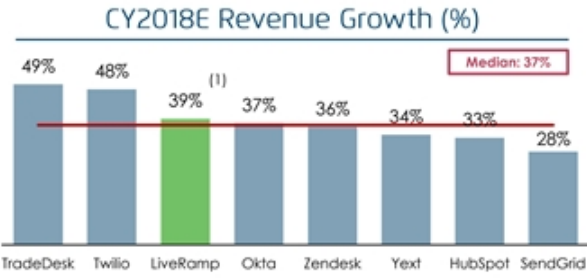
LiveRamp		
Predictable Recurring Revenue Model	\$250M Revenue Run-Rate ²	80% Subscription Revenue
Proven Ability to Land and Expand	>110% Dollar Based Net Retention	
Strong Commitment from Customers	625 Direct Clients (as of June 2018)	39 ³ \$1M Clients (as of June 2018)
Demonstrated Leverage	>70% Gross Margin	>20% Segment EBITDA Margin

LiveRamp is seeing significant revenue growth of 30%+¹ year-over-year, on track to becoming a best-in-class public SaaS business

¹ As of Q1 FY19
² Revenue run-rate defined as last quarter revenue times four
³ \$1M clients are counted as \$250K or more subscription-only revenue in the quarter



Our Peer Group Will Evolve



(1) LiveRamp growth of 39% is consensus estimate for FY2019 growth ex. FB revenue; (2) LiveRamp growth of 32% is consensus estimate for FY2020 growth ex. FB revenue.

⁷ Source: FactSet consensus estimates as 9/4/18



Our Business Transformation Requires Changes to Our Compensation Program

- Our Company has fundamentally changed with the proposed sale of AMS; if approved, we will become a high growth SaaS business based in the most highly competitive and talent rich geographies of San Francisco and New York City
- As our business transforms, our compensation philosophy will evolve so that we can remain competitive with our new high growth SaaS peers and the broader technology space
- We will use equity to recruit, incentivize and retain key talent; equity compensation will align our team with shareholders and further our pay-for-performance philosophy
- We have a strong and proven leadership team that is being held accountable for producing superior results; we will structure our incentive programs to ensure we continue to have best in class technical talent and leadership

We continue to meet regularly with our shareholders to understand their views regarding key metrics for our success and align our compensation plans accordingly

Key Features of Our Equity Plan Proposal

The purpose of our equity plan is to align long-term incentive compensation with our business strategies and with shareholders' interests, and to recruit and retain top talent

- > We are requesting shareholders approve an increase in the number of shares available under the 2005 Equity Plan by 5,000,000 shares
- > We expect the share authorization to provide us with enough shares for awards for up to four years
- > Equity compensation will incentivize employees through our business transformation, and attract new personnel to grow and invigorate the LiveRamp brand
- > High growth SaaS companies use equity compensation as an important tool in recruiting, retaining, and motivating highly skilled and critical employee talent
- > Our new total share reserve would represent ~13.0% funding at the time of the sale of AMS, which approximates the 50th percentile of recent IPO companies
- > As ACXM transforms to become a best-in-class SaaS Business, we will need to increasingly rely on equity compensation to remain competitive with SaaS peers

Plan features designed to serve shareholders' interests and incorporate sound governance practices

- ✓ No automatic share replenishment or evergreen provisions (common in IPOs)
- ✓ No discounted options or SARS
- ✓ No repricing of options or SARs without shareholder approval
- ✓ No liberal share counting or "recycling" of shares
- ✓ No liberal change in control definition

This amendment will enable ACXM to continue to provide competitive equity-based awards as our business continues to transform

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Responsible and Broad Based Use of Equity

Our equity program is broad based and used to incentivize a significant proportion of employees beyond the executive level

Dilution and Burn Rate are In Line with San Francisco Bay Area (SFBA) Software Company Peers with Revenues <\$1B...

ACXM vs. Peers	
Dilution	Total dilution ¹ of 20.9% approximates the 25 th percentile of SFBA peers ²
Burn Rate	3-year average adjusted burn rate of 7.1% approximates the 25 th percentile of SFBA peers ²

▼

...but ACXM Uses Equity to Incentivize Employees Beyond the Executive Level³

	ACXM	Peers ⁴
Grants to CEO (2018)	3.4%	15.0%
Grants to NEOs (2018)	7.0%	28.1%

We actively manage dilution by conducting regular stock repurchases to offset the impact of dilution from our equity compensation programs

We have repurchased \$420B shares on a cumulative basis from FY12 through FY19

We intend to repurchase up to \$1B of common stock through Dec. 2020, assuming the AMS sale is completed

Our strategy of utilizing equity compensation to retain and motivate key talent that has joined through acquisitions has driven historic growth; this model will provide flexibility for future strategic acquisitions that will further grow LiveRamp

¹ Dilution includes awards outstanding and reserved under all plans and includes current request
² Based on company analysis
³ From the 2018 ISS research report. Figures shown for ACXM and peers computed based on ISS methodology
⁴ 4-digit GICS peers (average)

Severance Arrangements Reflect Transformational Nature of AMS Sale

While the proposed AMS Sale is not a CIC, it involves divesting approximately half of the Company's assets and three quarters of ACXM's latest fiscal year revenue, representing a major transformation of the business

- The proposed AMS sale is a significant transformation for our company, and our Compensation Committee decided to revise our Executive Officers' compensation agreements to reduce uncertainty as the Board and senior management contemplated a major corporate transformation; the revisions were made in February 2018, at the beginning of the strategic outreach, several months before any final decisions for the Company had been made
- Our executives will receive CIC severance treatment only if they resign for good reason under two limited circumstances which involve significant changes to their roles: materially reduced compensation or mandatory relocation within 24 months of a transaction
- When the Compensation Committee made these changes, there was a very likely scenario that a transaction could occur in which our Executive Officers would see a significant diminution of responsibilities
- The changes to the compensation agreements removed uncertainty and allowed our CEO and NEOs to focus on maximizing shareholder value
- As a result of our NEOs' hard work and continued focus, ACXM has come to a proposed transaction that has been positively received by the market and has created a significant amount of value

We ask for your support at the Annual Meeting

- We design our executive compensation program to provide a strong link between pay and performance
- Our decision to sell the AMS division will allow us to focus on LiveRamp and strengthen our position as the industry-leading SaaS identity infrastructure
- Equity compensation will incentivize employees through our business transformation
- We ask for your support at our 2018 Annual Meeting of Stockholders on the following management proposals:
 - ✓ FOR Election of Directors Proposed by ACXM's Board of Directors
 - ✓ FOR Advisory Vote on Named Executive Officer Compensation
 - ✓ FOR AMS Sale
 - ✓ FOR Holdco Merger Agreement, Holdco Merger and LLC Conversion
 - ✓ FOR Adjournment(s) of the 2018 Annual Meeting
 - ✓ FOR Advisory Vote to Approve Golden Parachutes
 - ✓ FOR Increase the Number of Shares Available for Issuance Under the 2005 Plan
 - ✓ FOR Ratification of KPMG LLP as ACXM's Independent Registered Public Accountant

Appendix

Compensation Philosophy & Governance

COMPENSATION GOVERNANCE PROFILE SUPPORTS BUSINESS STRATEGY, CULTURE AND VALUES

- ✓ Strong link between pay and performance, with consistent, understandable performance measures
- ✓ Emphasis on long-term incentives with three-year performance periods
- ✓ NEOs are subject to stock ownership guidelines
- ✓ Double-trigger change-in-control agreements
- ✓ No excise tax gross-ups
- ✓ Conduct annual compensation review and compensation-related risk assessment
- ✓ Significant portion of compensation "at-risk"
- ✓ Clawback policy for incentive compensation
- ✓ Policies against short sales, hedging and pledging of stock
- ✓ No repricing of stock options
- ✓ Limited perquisites and retirement benefits
- ✓ The Compensation Committee engages an independent compensation consultant
- ✓ Grant performance-based equity awards
- ✓ No dividends or dividend equivalents on unvested equity awards

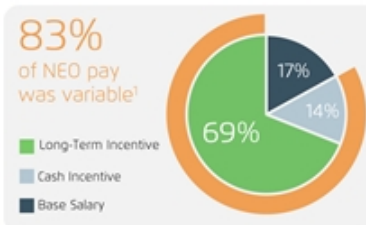
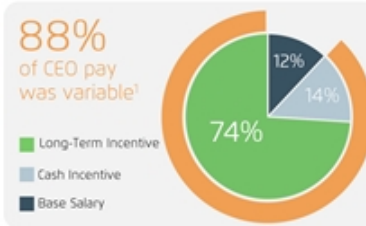
When evaluating and setting the amount of each compensation element, the Compensation Committee considers the following factors:

- Performance against financial and operational objectives
- Individual executive officer responsibilities, qualifications, length of service, and scope of role compared to executives in our peer group
- Performance of each individual executive officer, based on measurable outcomes, ability to lead business unit or function, and work as part of a team
- Compensation parity among our executive officers
- Compensation practices of our peer group and the positioning of each executive officer's compensation in a ranking of peer companies

Pay Aligned with Strategy and Performance

The majority of compensation opportunities consist of variable incentives based on rigorous performance targets, which reward executives for creating sustainable long-term value for shareholders

	Award Type	Metric	Target	Performance Period
Annual Incentive	Cash	50% Adj. EBIT	Set at <u>13% higher</u> than FY17 results	1-year
		50% Adj. Revenue	Set at <u>7.3% higher</u> than FY17 results	
Long-Term Incentive	PSUs 60% ¹	Relative TSR	Target payment can only be earned for performance <u>above 60th percentile</u>	3-Year Relative TSR vs. S&P Mid-Cap 400
	RSUs 40% ¹	Stock Price	Based on Stock Price	4-years ratable vesting



¹Represents weighting for the CEO; for the NEOs, weighting is 50% PSUs, 50 RSUs
²For FY 2017

Our Board of Directors & Governance Practices

HIGHLY QUALIFIED BOARD OF DIRECTORS WITH AN INDEPENDENT CHAIRMAN



Jerry D. Gramaglia
 Non-Executive Chairman
 Committees: Executive, Governance/Nominating
 • Former Partner, Arrowpath Venture Partners
 • Former President and COO, E*TRADE Group

Since: 2009



William T. Dillard II
 Committees: Audit/Finance
 • Chairman and CEO, Dillard's
 • Director, Barnes & Noble

Since: 1988



William J. Henderson
 Committees: Compensation (Chair), Governance/Nominating
 • Founder and Principal, Hold The Eye Images
 • Former CEO, Bestline Research and COO of Netflix

Since: 2001



John L. Battelle
 Committees: Audit/Finance
 • Executive chair of Sovrn Holdings
 • Founder, Executive Chair and CEO of NewCo Platform

Since: 2012



Richard P. Fox
 Committees: Audit/Finance (Chair), Executive
 • Independent Consultant
 • Former President and COO, CyberSafe Corporation

Since: 2012



Scott E. Howe
 Committees: Executive (Chair)
 • CEO and President, Acxiom
 • Corporate VP, Microsoft Advertising Business Group

Since: 2011



Timothy R. Cadogan
 Committees: Compensation
 • CEO, OpenX Technologies
 • Former SVP of Global Advertising Marketplaces, Yahoo!

Since: 2012



Clark M. Kokich
 Committees: Governance/Nominating (Chair)
 • Independent Consultant
 • Former Executive chairman, Marchex

Since: 2009



Debora B. Tomlin
 Committees: Audit/Finance, Compensation
 • Chief Marketing and Customer officer, CSAA Insurance Group
 • Former VP of Marketing, Capital One Financial Corp

Since: 2016

Governance Best Practices

- ✓ Independent chairman of the board
- ✓ Highly independent board with skills and experience aligned with corporate strategy
- ✓ Majority vote standard to elect directors
- ✓ Annual board and committee evaluations
- ✓ Quarterly meetings of the board held to review Company strategy, financial performance, enterprise risks and significant developments
- ✓ No poison pill
- ✓ Commitment to diversity, including through Supplier Diversity Program

Our Board of Directors, in conjunction with Management and outside legal and financial counsel, have determined that the proposed AMS Sale is in the best interests of stockholders.



Forward Looking Statements

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements generally relate to future events, including the timing of the proposed transaction and other information related to the proposed transaction. In some cases, you can identify forward-looking statements because they contain words such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "target," "projects," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these words or other similar terms or expressions that concern the proposed transaction and our expectations, strategy, plans or intentions regarding it. Forward-looking statements in this communication include, but are not limited to, (i) our expectations regarding the timing, completion and expected benefits of the proposed transaction, (ii) our plans, objectives and intentions with respect to our future operations, our customers and our market, and (iii) the expected impact of the proposed transaction on our business. Our expectations and beliefs regarding these matters may not materialize, and actual results in future periods are subject to risks and uncertainties that could cause actual results to differ materially from those projected. These risks include the risk that the transaction may not be completed in a timely manner or at all; the effect of the announcement or pendency of the transaction on our business relationships, results of operations and business generally; risks that the proposed transaction disrupts current plans and operations; and general market, political, economic and business conditions. The forward-looking statements contained in this communication are also subject to other risks and uncertainties, including those more fully described in our filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the period ended March 31, 2018. The forward-looking statements in this communication are based on information available to Acxiom as of the date hereof.

We undertake no obligation to update the information contained in this document or any other forward-looking statement.



Additional Information and Where to Find It

Acxiom will file relevant materials with the Securities and Exchange Commission (the "SEC") in connection with the proposed transaction, including a proxy statement on Schedule 14A. Under the proposed terms, promptly after filing its proxy statement with the SEC, Acxiom will mail or otherwise make available the proxy statement and a proxy card to each stockholder entitled to vote at the annual meeting relating to the proposed transaction. **ACXIOM STOCKHOLDERS AND OTHER INVESTORS ARE ADVISED TO CAREFULLY READ THESE MATERIALS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC IN RESPECT OF THE PROPOSED TRANSACTION WHEN THEY BECOME AVAILABLE, AS THOSE DOCUMENTS WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES TO THE PROPOSED TRANSACTION.** Acxiom stockholders and other investors may obtain free copies of the proxy statement and other relevant materials in connection with the proposed transaction (when they become available), along with other documents filed by Acxiom with the SEC, at the SEC's website (<http://www.sec.gov>).

The directors and executive officers of Acxiom may be deemed to be participants in the solicitation of proxies from the stockholders of Acxiom in connection with the proposed transaction. Information regarding the interests of these directors and executive officers in the transaction described herein will be included in the proxy statement described above. Additional information regarding Acxiom's directors and executive officers is also included in Acxiom's proxy statement for its 2018 Annual Meeting of Stockholders, which was filed with the SEC on August 24, 2018. This document is available free of charge as described in the preceding paragraph.

