

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. 3rd Street
Little Rock, Arkansas 72201-1709
(Address of Principal Executive Offices)

501-342-1000

2008 Nonqualified Equity Compensation Plan
of Acxiom Corporation
(Full Title of the Plan)

Jerry C. Jones
Chief Legal Officer
Acxiom Corporation
601 E. 3rd Street
Little Rock, Arkansas 72201-1709
(Name and Address of Agent for Service)

501-342-1000

Copies of all correspondence to:

H. Watt Gregory, III
Kutak Rock LLP
124 West Capitol Avenue, Suite 2000
Little Rock, Arkansas 72201-3706

CALCULATION OF REGISTRATION FEE

Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee	
Common Stock, \$.10 Par Value (1)	80,000 (2)	\$13.68 (3)	\$1,094,400.00 (3)	\$43.01

- (1) Preferred Stock Purchase Rights of Acxiom Corporation are attached to and trade with the Acxiom Common Stock.
- (2) Pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan(s) described herein.
- (3) The registration fee has been computed in accordance with paragraphs (c) and (h) of Rule 457, based upon the average of the high and low sales prices of shares of Acxiom's Common Stock as reported by NASDAQ on May 23, 2008.

EXPLANATORY NOTE

This registration statement on Form S-8 is filed by Acxiom Corporation (the "Registrant") pursuant to General Instruction E to Form S-8 to register an additional 80,000 shares of Common Stock that may be issued to participants under the 2008 Nonqualified Equity Compensation Plan of Acxiom Corporation (the "Plan"). The contents of the registration statement on Form S-8, file number 333-148946 previously filed on January 30, 2008 by the Registrant and relating to the registration of shares of Common Stock for issuance under the Plan, are hereby incorporated by reference to this registration statement in accordance with General Instruction E to Form S-8.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents of the Registrant filed with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K for its fiscal year ended March 31, 2008, originally filed with the Commission on May 30, 2008 (Commission File No. 000-13163); and
- (b) The Registrant's Registration Statement on Form S-8 relating to the Plan, filed with the Commission on January 30, 2008 (Commission File No. 333-148946).

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 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 Exhibit 5.1)
 - 23.2 Consent of KPMG LLP (filed herewith)
 - 24.1 Powers of Attorney (filed herewith)
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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 May 30, 2008.

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 May 30, 2008.

<u>Signature</u>	<u>Title</u>
<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/ Mary L. Good*</u> Mary L. Good	Director
<u>/s/ Ann Die Hasselmo*</u> Ann Die Hasselmo	Director
<u>/s/ William J. Henderson*</u> William J. Henderson	Director
<u>/s/ Thomas F. McLarty, III*</u> Thomas F. McLarty, III	Director
<u>/s/ John A. Meyer</u> John A. Meyer	Director and Chief Executive Officer (principal executive officer)
<u>/s/ Stephen M. Patterson*</u> Stephen M. Patterson	Director

/s/ Kevin M. Twomey*
Kevin M. Twomey

Director

/s/ Jeffrey W. Ubben*
Jeffrey W. Ubben

Director

/s/ R. Halsey Wise*
R. Halsey Wise

Director

/s/ Christopher W. Wolf*
Christopher W. Wolf

Chief Financial Officer
(principal financial and accounting officer)

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

INDEX TO EXHIBITS

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24.1	Powers of Attorney (filed herewith)

May 30, 2008

Acxiom Corporation
601 E. 3rd Street
Little Rock, Arkansas 72201-1709

Re: REGISTRATION ON FORM S-8 OF SHARES OF COMMON STOCK PAR VALUE \$0.10 PER SHARE, OFFERED PURSUANT TO THE 2008 NONQUALIFIED EQUITY COMPENSATION PLAN OF ACXIOM CORPORATION

Ladies and Gentlemen:

We are acting as counsel to Acxiom Corporation, a Delaware corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended, of up to 80,000 additional shares (the "Shares") of common stock, par value \$0.10 per share, of the Company issuable under the 2008 Nonqualified Equity Compensation Plan of Acxiom Corporation (the "Plan").

We have examined such documents, records, and matters of law as we have deemed necessary for purposes of this opinion. Based on such examination and on the assumptions set forth below, we are of the opinion that the Shares to be offered and sold, when issued and delivered in accordance with the terms and provisions of the Plan, against receipt of the consideration provided for therein, will be validly issued, fully paid, and nonassessable.

In rendering this opinion, we have (i) assumed and have not independently verified that all signatures on all certificates and other documents examined by us are genuine, and the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies and (ii) as to certain factual matters, relied upon certificates of public officials and of the Company and its officers and have not independently checked or verified the accuracy of the factual statements contained therein. In addition, our examination of matters of law has been limited to the General Corporation Law of the State of Delaware and all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting such laws and the federal laws of the United States of America and reported judicial decisions interpreting such laws, in each case as in effect on the date hereof.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933.

Very truly yours,

/s/ Kutak Rock LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Acxiom Corporation:

We consent to the use of our reports dated May 30, 2008 with respect to the consolidated balance sheets of Acxiom Corporation and subsidiaries as of March 31, 2008 and 2007, and the related consolidated statements of operations, stockholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended March 31, 2008, and the effectiveness of internal control over financial reporting as of March 31, 2008, incorporated herein by reference.

Our report dated May 30, 2008 contains an explanatory paragraph that refers to a restatement of the consolidated financial statements as of March 31, 2007 and 2006.

As discussed in Note 1 to the consolidated financial statements, during 2007, the Company adopted Statement of Financial Accounting Standards No. 123R, *Share-Based Payment*.

Our report dated May 30, 2008, on the effectiveness of internal control over financial reporting as of March 31, 2008, expresses our opinion that Acxiom Corporation and subsidiaries did not maintain effective internal control over financial reporting as of March 31, 2008, because of the effect of two material weaknesses on the achievement of the objectives of the control criteria and contains an explanatory paragraph that states that the Company did not have effective policies and procedures to apply the appropriate revenue recognition criteria under U.S. generally accepted accounting principles relating to certain types of customer contracts and did not maintain effective controls over the preparation and review of the consolidated statement of cash flows related to deferred costs.

/s/ KPMG LLP

Dallas, Texas
May 30, 2008

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, a director or officer of Acxiom Corporation ("the Company"), acting pursuant to authorization of the Board of Directors of the Company, 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 and as a director or officer, or both, of the Company, 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 up to 80,000 shares of common stock, \$.10 par value, of Acxiom to be issued and delivered in accordance with the 2008 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 could do personally.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 14th day of May, 2008.

/s/ William T. Dillard II

William T. Dillard II

/s/ Michael J. Durham

Michael J. Durham

(Non-Executive Chairman of the Board)

/s/ Mary L. Good

Mary L. Good

/s/ Ann Die Hasselmo

Ann Die Hasselmo

/s/ William J. Henderson

William J. Henderson

/s/ Thomas F. McLarty, III

Thomas F. McLarty, III

/s/ Stephen M. Patterson

Stephen M. Patterson

/s/ Kevin M. Twomey

Kevin M. Twomey

/s/ Jeffrey W. Ubben

Jeffrey W. Ubben

/s/ R. Halsey Wise

R. Halsey Wise

/s/ Christopher W. Wolf

Christopher W. Wolf,
Chief Financial Officer

(principal financial & accounting officer)