SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2009

OR

o 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	**71-0581897**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
P.O. Box 8180, 601 E. Third Street, Little Rock, Arkansas	**72201**
(Address of Principal Executive Offices)	(Zip Code)

(501) 342-1000
(Registrant's Telephone Number, Including Area Code)

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 x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such filings).

Yes o No o

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 definition of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer o
Non-accelerated filer o	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act.)

Yes o No x

The number of shares of Common Stock, $ 0.10 par value per share outstanding as of August 5, 2009 was 78,897,898.

ACXIOM CORPORATION AND SUBSIDIARIES
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REPORT ON FORM 10-Q
June 30, 2009

ACXIOM CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(Dollars in thousands)

	June 30, 2009	March 31, 2009
ASSETS		
Current assets:		
Cash and cash equivalents	$ 167,670	$ 177,166
Trade accounts receivable, net	189,980	184,814
Deferred income taxes	45,698	45,641
Refundable income taxes	-	4,579
Other current assets	52,678	46,873
Total current assets	456,026	459,073
Property and equipment, net of accumulated depreciation and amortization	212,639	214,589
Software, net of accumulated amortization	49,301	52,798
Goodwill	465,003	454,944
Purchased software licenses, net of accumulated amortization	59,283	65,341
Deferred costs, net	67,799	70,343
Data acquisition costs, net	30,835	31,317
Other assets, net	16,466	18,938
	$ 1,357,352	$ 1,367,343
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current installments of long-term debt	$ 34,985	$ 40,967
Trade accounts payable	27,284	27,701
Accrued expenses:		
Payroll	22,671	44,823
Other	82,715	86,072
Deferred revenue	55,099	54,991
Income taxes	607	-
Total current liabilities	223,361	254,554
Long-term debt	533,470	537,272
Deferred income taxes	60,983	58,526
Other liabilities	8,765	9,321
Commitments and contingencies		
Stockholders' equity:		
Common stock	11,611	11,576
Additional paid-in capital	804,874	800,094
Retained earnings	446,144	441,950
Accumulated other comprehensive income (loss)	7,856	(6,238)
Treasury stock, at cost	(739,712)	(739,712)
Total stockholders' equity	530,773	507,670
	$ 1,357,352	$ 1,367,343

See accompanying notes to condensed consolidated financial statements.

ACXIOM CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(Dollars in thousands, except per share amounts)

	For the Three Months ended June 30	
	2009	2008
Revenue:		
Services	$ 199,326	$ 236,695
Products	56,655	94,378
Total revenue	255,981	331,073
Operating costs and expenses:		
Cost of revenue		
Services	159,576	178,861
Products	45,919	77,717
Total cost of revenue	205,495	256,578
Selling, general and administrative	37,643	49,482
Gains, losses and other items, net	347	(545)
Total operating costs and expenses	243,485	305,515
Income from operations	12,496	25,558
Other income (expense):		
Interest expense	(5,505)	(9,459)
Other, net	(118)	1,359
Total other income (expense)	(5,623)	(8,100)
Earnings before income taxes	6,873	17,458
Income taxes	2,679	6,808
Net earnings	$ 4,194	$ 10,650
Earnings per share:		
Basic	$ 0.05	$ 0.14
Diluted	$ 0.05	$ 0.14

See accompanying notes to condensed consolidated financial statements.

ACXIOM CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY AND COMPREHENSIVE INCOME
THREE MONTHS ENDED JUNE 30, 2009
(Unaudited)
(Dollars in thousands)

	Common Stock		Additional			Accumulated	Treasury stock		Total
	Number of shares	Amount	paid-in capital	Comprehensive income	Retained earnings	other comprehensive income	Number of shares	Amount	stockholders' equity
Balances at March 31, 2009	115,756,876	$ 11,576	$ 800,094		$ 441,950	$ (6,238)	(37,224,867)	$ (739,712)	$ 507,670
Employee stock awards, benefit plans and other issuances	283,555	28	2,399	$ -	-	-	-	-	2,427
Restricted stock units vested	69,376	7	(7)	-	-	-	-	-	-
Non-cash share-based compensation	-	-	2,388	-	-	-	-	-	2,388
Comprehensive income									
Foreign currency translation	-	-	-	13,572	-	13,572	-	-	13,572
Unrealized gain on interest rate swap, net of tax	-	-	-	636	-	636	-	-	636
Unrealized loss on marketable securities, net of tax	-	-	-	(114)	-	(114)	-	-	(114)
Net earnings	-	-	-	4,194	4,194	-	-	-	4,194
Total comprehensive income				$18,288					
Balances at June 30, 2009	116,109,807	$11,611	$804,874		$446,144	$7,856	(37,224,867)	$(739,712)	$530,773

See accompanying notes to condensed consolidated financial statements

ACXIOM CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(Dollars in thousands)

	For the Three Months ended June 30	
	2009	2008
Cash flows from operating activities:		
Net earnings	$ 4,194	$ 10,650
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	40,595	53,893
Gain on disposal of assets, net	(2)	(2,111)
Deferred income taxes	2,496	2,715
Non-cash share-based compensation expense	2,388	2,604
Changes in operating assets and liabilities:		
Accounts receivable, net	(4,335)	(16,258)
Deferred costs	(906)	(616)
Other assets	4,651	9,376
Accounts payable and other liabilities	(32,015)	(31,296)
Deferred revenue	(900)	(484)
Net cash provided by operating activities	16,166	28,473
Cash flows from investing activities:		
Payments received from investments	-	2,494
Capitalized software development costs	(2,384)	(5,011)
Capital expenditures	(7,431)	(5,706)
Cash collected from the sale and license of software	-	2,000
Data acquisition costs	(5,777)	(8,622)
Net cash paid in acquisitions	-	(35)
Net cash used in investing activities	(15,592)	(14,880)
Cash flows from financing activities:		
Payments of debt	(13,724)	(23,304)
Dividends paid	-	(4,649)
Sale of common stock	2,427	3,273
Income tax benefit of stock options, warrants and restricted stock	-	60
Acquisition of treasury stock	(307)	-
Net cash used in financing activities	(11,604)	(24,620)
Effect of exchange rate changes on cash	1,534	165
Net decrease in cash and cash equivalents	(9,496)	(10,862)
Cash and cash equivalents at beginning of period	177,166	62,661
Cash and cash equivalents at end of period	$ 167,670	$ 51,799

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)
(Unaudited)
(Dollars in thousands)

	For the Three Months ended June 30	
	2009	**2008**
Supplemental cash flow information:		
Cash paid (received) during the period for:		
Interest	$ 5,258	$ 9,354
Income taxes	(5,052)	42
Payments on capital leases and installment payment arrangements	7,794	12,879
Payments on software and data license liabilities	3,878	8,368
Other debt payments, excluding line of credit	2,052	2,057
Non-cash investing and financing activities:		
Acquisition of property and equipment under capital leases and installment payment arrangements	3,823	1,824

See accompanying notes to condensed consolidated financial statements.

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of presentation

These condensed consolidated financial statements have been prepared by Acxiom Corporation ("Registrant", "Acxiom" or "the Company"), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC" or "the Commission"). In the opinion of the Registrant's management all adjustments necessary for a fair presentation of the results for the periods included have been made and the disclosures are adequate to make the information presented not misleading. All such adjustments are of a normal recurring nature. Certain note information has been omitted because it has not changed significantly from that reflected in notes 1 through 19 of the Notes to Consolidated Financial Statements filed as part of Item 8 of the Registrant's annual report on Form 10-K for the fiscal year ended March 31, 2009 ("2009 Annual Report"), as filed with the Commission on May 29, 2009. This report and the accompanying condensed consolidated financial statements should be read in connection with the 2009 Annual Report. The financial information contained in this report is not necessarily indicative of the results to be expected for any other period or for the full fiscal year ending March 31, 2010.

Management of the Company has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States. Actual results could differ from those estimates. Certain of the accounting policies used in the preparation of these condensed consolidated financial statements are complex and require management to make judgments and/or significant estimates regarding amounts reported or disclosed in these financial statements. Additionally, the application of certain of these accounting policies is governed by complex accounting principles and their interpretation. A discussion of the Company's significant accounting principles and their application is included in note 1 and in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, to the Company's 2009 Annual Report.

In May 2009, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 165, "Subsequent Events" ("SFAS No. 165"). SFAS No. 165 establishes principles and standards related to the accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued. SFAS No. 165 requires an entity to recognize, in the financial statements, subsequent events that provide additional information regarding conditions that existed at the balance sheet date. In accordance with this standard, which is effective for the quarter ended June 30, 2009, management has evaluated subsequent events for accounting and disclosure through the date of filing this quarterly report on Form 10-Q, which is August 7, 2009.

2. EARNINGS PER SHARE AND STOCKHOLDERS' EQUITY:

Earnings Per Share

A reconciliation of the numerator and denominator of basic and diluted earnings per share is shown below (in thousands, except per share amounts):

	For the quarter ended June 30	
	2009	2008
Basic earnings per share:		
Numerator – net earnings	$ 4,194	$ 10,650
Denominator – weighted-average shares outstanding	78,667	77,402
Basic earnings per share	$ 0.05	$ 0.14
Diluted earnings per share:		
Numerator – net earnings	$ 4,194	$ 10,650
Denominator:		
Weighted-average shares outstanding	78,667	77,402
Dilutive effect of common stock options, warrants, and restricted stock as computed under the treasury stock method	345	354
	79,012	77,756
Diluted earnings per share	$ 0.05	$ 0.14

As of June 30, 2009, the Company had options and warrants outstanding providing for the purchase of approximately 12.3 million shares of common stock. As of June 30, 2008, the Company had options and warrants outstanding providing for the purchase of approximately 12.7 million shares of common stock. Options, warrants and restricted stock units that were outstanding during the periods presented, but were not included in the computation of diluted earnings per share because the effect was antidilutive are shown below (in thousands, except per share amounts):

	For the quarter ended June 30	
	2009	2008
Number of shares outstanding under options, warrants and restricted stock units	12,120	11,414
Range of exercise prices for options and warrants	$10.22-$268.55	$12.92-$268.55

Stockholders' Equity

The Company did not declare a dividend on its common stock in the quarter ended June 30, 2009 and declared a dividend on its common stock of $0.06 per share in the quarter ended June 30, 2008.

There were no shares repurchased under the Company's common stock repurchase program in either the quarter ended June 30, 2009 or 2008. At June 30, 2009, the maximum dollar value of shares that may yet be purchased under the program is $47.9 million.

3. SHARE-BASED COMPENSATION:

Share-based Compensation Plans

Stock Option Activity

The Company has stock option and equity compensation plans for which a total of 37.7 million shares of the Company's common stock have been reserved for issuance since inception of the plans. These plans provide that the option prices of qualified options will be at or above the fair market value of the common stock at the time of the grant. Board policy has required that nonqualified options be priced at or above the fair market value of the common stock at the time of grant. At June 30, 2009, there were a total of 4.4 million shares available for future grants under the plans.

The Company granted 522,000 stock options in the quarter ended June 30, 2009. The per-share weighted-average fair value of the stock options granted during the three months ended June 30, 2009 was $4.60. This valuation was determined using a customized binomial lattice approach with the following weighted-average assumptions: dividend yield of 0.0%; risk-free interest rate of 3.5%; expected option life of 5.4 years and expected volatility of 53.9%. The Company granted 679,126 stock options in the quarter ended June 30, 2008. The per-share weighted-average fair value of the stock options granted during the three months ended June 30, 2008 was $4.41. This valuation was determined using a customized binomial lattice approach with the following weighted-average assumptions: dividend yield of 1.7%; risk-free interest rate of 3.9%; expected option life of 5.6 years and expected volatility of 36.4%.

Option activity for the three months ended June 30, 2009 was as follows:

	Number of shares	Weighted-average exercise price per share	Weighted-average remaining contractual term (in years)	Aggregate intrinsic value (in thousands)
Outstanding at March 31, 2009	10,414,093	$ 20.83		
Granted	522,000	$ 8.90		
Exercised	(2,088)	$ 6.32		$ 4
Forfeited or cancelled	(100,765)	$ 16.97		
Outstanding at June 30, 2009	10,833,240	$ 20.30	6.77	$ 165
Exercisable at June 30, 2009	8,998,847	$ 21.73	6.31	$ 163

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the difference between Acxiom's closing stock price on the last trading day of its first quarter of fiscal 2010 and the exercise price for each in-the-money option) that would have been received by the option holders had vested option holders exercised their options on June 30, 2009. This amount changes based upon changes in the fair market value of Acxiom's stock.

Following is a summary of stock options outstanding and exercisable as of June 30, 2009:

	Options outstanding			Options exercisable	
Range of exercise price per share	Options outstanding	Weighted- average remaining contractual life	Weighted-average exercise price per share	Options exercisable	Weighted-average exercise price per share
$ 1.38 - $ 9.62	655,414	9.24 years	$ 8.67	93,414	$ 7.18
$ 10.17 - $ 14.68	2,441,506	7.79 years	$ 12.41	1,632,863	$ 12.31
$ 15.00 - $ 19.82	2,493,007	6.59 years	$ 16.48	2,204,257	$ 16.59
$ 20.12 - $ 24.53	2,712,492	6.89 years	$ 22.92	2,612,492	$ 22.84
$ 25.00 - $ 29.30	1,430,300	5.49 years	$ 26.80	1,355,300	$ 26.75
$ 30.93 - $ 39.12	811,941	4.74 years	$ 35.70	811,941	$ 35.70
$ 40.50 - $ 75.55	285,850	5.07 years	$ 44.51	285,850	$ 44.51
$168.61 - $268.55	2,730	0.64 years	$ 213.46	2,730	$ 213.46
	10,833,240	6.77 years	$ 20.30	8,998,847	$ 21.73

3. SHARE-BASED COMPENSATION (continued):

Total expense related to stock options for the quarters ended June 30, 2009 and 2008 was approximately $0.5 million and $0.8 million respectively. Future expense for these options is expected to be approximately $8.5 million over the next four years.

Restricted Stock Unit Activity
Non-vested restricted stock unit activity for the period ending June 30, 2009 was as follows:

	Number of shares	Weighted average fair value per share at grant date (in thousands)	Weighted-average remaining contractual term (in years)
Outstanding at March 31, 2009	1,499,470	$ 13.83	2.49
Granted	1,494,000	$ 9.54	
Vested	(69,376)	$ 24.38	
Forfeited or cancelled	(117,327)	$ 14.20	
Outstanding at June 30, 2009	2,806,767	$ 11.53	2.91

During the quarter ended June 30, 2009, the Company granted restricted stock units covering 1,494,000 shares of common stock with a value at the date of grant of $14.2 million. The value at the date of grant is determined by reference to quoted market prices for the shares. Of the restricted stock units granted in the current period 915,000 vest in equal annual increments over four years. The remaining 579,000 vest subject to 1) the Company's achievement of certain performance criteria and 2) the individual remaining employed by the Company for three years. If both criteria are met the units vest three years from the date of grant. The expense related to restricted stock in the quarter ended June 30, 2009 was $1.8 million. During the quarter ended June 30, 2008, the Company granted restricted stock units covering 720,510 shares of common stock with a value at the date of grant of $9.4 million. Of the restricted stock units granted in that period 240,963 vest in equal annual increments over four years and the remaining 479,547 vest at the end of three years and were subject to performance criteria that was met as of March 31, 2009. The expense related to restricted stock in the quarter ended June 30, 2008 was $1.7 million. Future expense for restricted stock units is expected to be approximately $38.9 million over the next four years.

4. ACQUISITIONS:

In July 2008, the Company acquired the database marketing unit of ChoicePoint Precision Marketing, LLC ("Precision Marketing"). The Company paid $9.0 million, of which $4.5 million was paid into two escrow accounts which are subject to escrow arrangements which will be finally resolved one year from the date of acquisition. Approximately $0.4 million of one of the escrow funds has been released to reimburse the Company for costs incurred. The ultimate purchase price paid to the seller is contingent upon satisfaction of certain post-closing conditions. The acquired business has annual revenue of approximately $16.0 million. The Company has omitted pro forma disclosures related to this acquisition as the pro forma effect of this acquisition is not material to the Company's consolidated results for any period presented. Precision Marketing's results of operations are included in the Company's consolidated results beginning July 1, 2008.

5. OTHER CURRENT AND NONCURRENT ASSETS:

Other current assets consist of the following (dollars in thousands):

	June 30, 2009	March 31, 2009
Current portion of unbilled and notes receivable	$ 1,495	$ 1,730
Prepaid expenses	35,640	31,313
Assets of non-qualified retirement plan	10,050	8,155
Escrowed cash	4,134	4,344
Other miscellaneous assets	1,359	1,331
Other current assets	$ 52,678	$ 46,873

5. OTHER CURRENT AND NONCURRENT ASSETS (continued):

Other noncurrent assets consist of the following (dollars in thousands):

	June 30, 2009	March 31, 2009
Acquired intangible assets, net	$ 10,654	$ 11,579
Noncurrent portion of unbilled and notes receivable	2,153	3,367
Other miscellaneous noncurrent assets	3,659	3,992
Other assets	$ 16,466	$ 18,938

The acquired intangible assets noted above include customer relationship intangibles acquired through purchase acquisitions, net of accumulated amortization.

6. GOODWILL:

Goodwill represents the excess of acquisition costs over the fair values of net assets acquired in business combinations. Goodwill is reviewed at least annually for impairment under a two-part test. Impairment exists to the extent that the reporting unit's recorded goodwill exceeds the residual fair value assigned to such goodwill. Any impairment that results from the completion of the two-part test is recorded as a charge to operations during the period in which the impairment test is completed. Completion of the Company's most recent annual impairment test during the quarter ended June 30, 2009 indicated that no potential impairment of its goodwill balances existed as of April 1, 2009.

The carrying amount of goodwill, by business segment, for the three months ended June 30, 2009 is presented in the following table.

(dollars in thousands)

	Services	Products	Total
Balance at March 31, 2009	$ 336,406	$ 118,538	$ 454,944
Purchase adjustments	1,287	-	1,287
Change in foreign currency translation adjustment	2,631	6,141	8,772
Balance at June 30, 2009	$ 340,324	$ 124,679	$ 465,003

7. LONG-TERM DEBT:

Long-term debt consists of the following (dollars in thousands):

	June 30, 2009	March 31, 2009
Term loan credit agreement	$ 489,000	$ 490,500
Capital leases and installment payment obligations on land, buildings and equipment payable in monthly payments of principal plus interest at rates ranging from approximately 3% to 8%; remaining terms up to fifteen years	42,795	46,646
Warrants	1,490	1,492
Software license liabilities payable over terms up to seven years; effective interest rates ranging from approximately 6% to 7%	10,000	12,423
Data license agreement, effective interest rate 6%	1,478	2,934
Other debt and long-term liabilities	23,692	24,244
Total long-term debt and capital leases	568,455	578,239
Less current installments	34,985	40,967
Long-term debt, excluding current installments	$ 533,470	$ 537,272

7. LONG-TERM DEBT (continued):

Effective September 15, 2006, the Company entered into an amended and restated credit agreement allowing (1) term loans up to an aggregate principal amount of $600 million and (2) revolving credit facility borrowings consisting of revolving loans, letter of credit participations and swing-line loans up to an aggregate amount of $200 million. The term loan is payable in quarterly principal installments of $1.5 million through September 2011, followed by quarterly principal installments of $150 million through June 2012, followed by a final installment of $25.5 million due September 15, 2012. The term loan also allows prepayments before maturity. Revolving loan commitments and all borrowings of revolving loans mature on September 15, 2011. The credit agreement is secured by the accounts receivable of Acxiom and its domestic subsidiaries, as well as by the outstanding stock of certain Acxiom subsidiaries.

Revolving credit facility borrowings under the facility currently bear interest at LIBOR plus 1.5% or at an alternative base rate or at the federal funds rate plus 2.25%, depending on the type of borrowing. Term loan borrowings currently bear interest at LIBOR plus 1.75%. There were no revolving loan borrowings outstanding at June 30, 2009 or March 31, 2009. The interest rate on term loan borrowings outstanding at June 30, 2009 was 3.0%. Outstanding letters of credit at June 30, 2009 were $4.3 million.

Under the terms of certain of the above borrowings, the Company is required to maintain certain debt-to-cash flow and debt service coverage ratios, among other restrictions. At June 30, 2009, the Company was in compliance with these covenants and restrictions. In addition, if certain financial ratios and other conditions are not satisfied, the revolving credit facility limits the Company's ability to pay dividends in excess of $30 million in any fiscal year (plus additional amounts in certain circumstances).

In fiscal 2009, the Company entered into an interest rate swap agreement. The agreement provides for the Company to pay interest through July 25, 2011 at a fixed rate of 3.25% which when combined with a 1.75% credit spread equals a total rate of 5.00% on $95.0 million notional amount while receiving interest for the same period at the LIBOR rate on the same notional amount. The LIBOR rate as of June 30, 2009 was 0.60%. The swap was entered into as a cash flow hedge against LIBOR interest rate movements on the term loan. The Company assesses the effectiveness of the hedge based on the hypothetical derivative method. There was no ineffectiveness for the period ended June 30, 2009. Under the hypothetical derivative method, the cumulative change in fair value of the actual swap is compared to the cumulative change in fair value of the hypothetical swap, which has terms that identically match the critical terms of the hedged transaction. Thus, the hypothetical swap is presumed to perfectly offset the hedged cash flows. The change in the fair value of the hypothetical swap will then be regarded as a proxy for the present value of the cumulative change in the expected future cash flows from the hedged transactions. All of the fair values are derived from an interest-rate futures model. As of June 30, 2009, the hedge relationship qualified as an effective hedge under applicable accounting literature. Consequently, all changes in fair value of the derivative are deferred and recorded in other comprehensive income until the related forecasted transaction is recognized in the consolidated statement of operations. The fair market value of the derivative was zero at inception and an unrealized loss of $3.3 million since inception is recorded in other comprehensive income (loss) with the offset recorded to other noncurrent liabilities. The fair value of the interest rate swap agreement recorded in accumulated other comprehensive income (loss) may be recognized in the statement of operations if certain terms of the floating-rate debt change, if the floating-rate debt is extinguished or if the interest rate swap agreement is terminated prior to maturity. The Company has assessed the creditworthiness of the counterparty of the swap and concludes that no substantial risk of default exists as of June 30, 2009.

8. ALLOWANCE FOR DOUBTFUL ACCOUNTS:

Trade accounts receivable are presented net of allowances for doubtful accounts, returns and credits of $9.4 million at June 30, 2009 and $10.0 million at March 31, 2009.

9. SEGMENT INFORMATION:

The Company reports segment information consistent with the way management internally disaggregates its operations to assess performance and to allocate resources. The Company's business segments consist of Information Services and Information Products. The Information Services segment includes the Company's global lines of business for Customer Data Integration (CDI), Multi-Channel Marketing Services, Infrastructure Management Services and Consulting Services. The Information Products segment is comprised of the Company's global Consumer Insights and Risk Mitigation Products lines of business and the U.S. Background Screening Products line of business. The Company evaluates performance of the segments based on segment operating income, which excludes certain gains, losses and other items.

9. SEGMENT INFORMATION (continued):

The gains, losses and other items are reported in Corporate and other, since the Company does not hold the individual segments responsible for these charges. The following tables present information by business segment (dollars in thousands):

	For the quarter ended June 30	
	2009	2008
Revenue:		
Information services	$ 199,326	$ 236,695
Information products	56,655	94,378
Total revenue	$ 255,981	$ 331,073
Income (loss) from operations:		
Information services	$ 25,516	$ 38,626
Information products	(146)	4,578
Corporate and other	(12,874)	(17,646)
Income from operations	$ 12,496	$ 25,558

10. RESTRUCTURING, IMPAIRMENT AND OTHER CHARGES:

The Company records costs associated with employee terminations and other exit activity in accordance with SFAS No. 146 “Accounting for Costs Associated with Exit or Disposal Activities,” (“SFAS 146”), SEC Staff Accounting Bulletin No. 100, “Restructuring and Impairment Charges,” (“SAB. 100”), and SFAS No. 112 “Employers’ Accounting for Postemployment Benefits, an Amendment of FASB Statements No. 5 and 43,” (“SFAS 112”) as applicable. The following table summarizes the restructuring activity for the quarter ended June 30, 2009 (dollars in thousands):

	Associate-related reserves	Ongoing contract costs	Total
Balance at March 31, 2009	$ 8,233	$ 23,932	$ 32,165
Payments	(2,569)	(1,387)	(3,956)
Adjustments	742	409	1,151
Balance at June 30, 2009	$ 6,406	$ 22,954	$ 29,360

Restructuring Plans

In fiscal 2009, the Company recorded a total of $42.3 million in restructuring charges and adjustments included in gains, losses and other items in the consolidated statement of operations. The expense includes severance and other associate-related payments of $12.4 million, lease accruals of $3.2 million, asset disposal and write-offs of $26.5 million and adjustments to the fiscal 2008 restructuring plan of $0.2 million. Included in the asset disposal was a $24.6 million loss incurred as a result of the Company terminating a software contract.

The associate-related payments of $12.4 million relate to the termination of associates in the United States and Europe. Of the amount accrued, $4.9 million remained accrued as of June 30, 2009. These costs are expected to be paid out in 2010.

The lease accruals of $3.2 million were evaluated under SFAS 146, which governs exit costs. SFAS 146 requires the Company to make an accrual for the liability for lease costs that will continue to be incurred without economic benefit to the Company upon the date that the Company ceases using the leased property. The remaining amount accrued at June 30, 2009 is $2.6 million.

In fiscal 2008, the Company recorded a total of $75.1 million in restructuring charges and adjustments included in gains, losses and other items in the consolidated statement of operations. The expense includes severance and other associate-related payments of $19.3 million, lease accruals of $19.0 million, contract accruals of $6.7 million, asset disposal and write-offs of $29.6 million, and other related costs of $0.5 million.

The associate-related payments of $19.3 million relate to associates in the United States and Europe who either have been terminated or are to be terminated. Of the $19.3 million accrued, $1.3 million remained accrued as of June 30, 2009. These costs are expected to be paid out in fiscal 2010.

The lease accruals of $19.0 million were evaluated under SFAS 146, which governs exit costs. The remaining amount accrued at June 30, 2009 is $14.2 million. These liabilities will be paid out over the remainder of the leased properties' terms, of which the longest continues through November 2021.

The contract accruals of $6.7 million were evaluated under SFAS 146 which requires that a liability to terminate a contract before the end of its term be recognized when the contract is terminated in accordance with its terms. Prior to March 31, 2008, the Company gave notice under certain service contracts to the other parties which caused the Company to incur termination payments under those contracts. The remaining amount accrued of $5.8 million is expected to be paid during fiscal 2010.

During fiscal 2006, the Company recorded a total of $13.0 million in restructuring and other impairment charges included in gains, losses and other items in the consolidated statement of operations. The table above includes the portion of the above charges which are yet to be paid as of March 31, 2009. The remaining accrued costs of $0.6 million are expected to be paid out over the terms of the related leases or contracts, of which the longest one continues through fiscal 2012.

Collection of Hangar Note

During the quarter ended June 30, 2008, the Company collected a note receivable related to an aircraft storage facility. This note was not recognized by the Company previously since collectability of the note was not assured. During the quarter ended June 30, 2008, the debtor paid off the note in the amount of $1.0 million which was recorded in gains, losses and other items.

Gains, Losses and Other Items

Gains, losses and other items for each of the quarters presented are as follows (dollars in thousands):

	For the quarter ended June 30	
	2009	2008
Gain on disposition of operations in France	$ -	$ (118)
Leased airplane disposal	-	(110)
Collection of hangar note	-	(1,004)
Legal contingency	-	1,000
Restructuring plan adjustment	290	(328)
Spain operation closure	57	15
	$ 347	$ (545)

11. COMMITMENTS AND CONTINGENCIES:

Legal Matters

Richard Fresco, et al. v. R.L. Polk and Company and Acxiom Corporation, (U.S. Dist. Court, S.D. Florida, 07-60695) formerly, Linda Brooks and Richard Fresco v. Auto Data Direct, Inc., et al., (U.S. Dist. Court, S.D. Florida, 03-61063) is a putative class action lawsuit, removed to federal court in May 2003, filed against Acxiom and several other information providers. The plaintiffs allege that the defendants obtained and used drivers' license data in violation of the federal Drivers Privacy Protection Act. To date, a class has not been certified. Among other things, the plaintiffs seek injunctive relief, statutory damages, and attorneys' fees. Acxiom has agreed to settle the case and is seeking preliminary approval by the court. The process of obtaining final approval of the settlement is expected to take several months. Acxiom has accrued $5.0 million for the settlement and ancillary costs to obtain final approval and has paid $2.5 million of this amount into an escrow fund established for the settlement, leaving a remaining accrual of $2.5 million. Two companion cases, Sharon Taylor, et al., v. Acxiom, et al., (U.S. District Court, E.D. Texas, 207CV001) and Sharon Taylor, et al. v. Biometric Access Company, et al., (U.S. District Court, E.D. Texas, 2:07-CV-00018), were filed in January 2007. Both Taylor cases were dismissed by the District Court and are now on appeal.

Epsilon Data Management LLC, et al. v. Acxiom Corporation, (192nd Judicial District Court of Dallas County, TX, 07-08569) is a case that was brought by a competitor of Acxiom after the acquisition of three long-time data providers and alleges that Acxiom breached certain terms and conditions of the data licenses with those acquired companies in the course of building and distributing Acxiom data products. The plaintiffs seek injunctive relief and unspecified damages. Acxiom contends that it has acted in conformance with the data licenses and is vigorously defending the claims.

The Company is involved in a number of actions with the Data Protection Authority of Spain, involving alleged improper usage of individuals' data. The Company is negotiating with the Data Protection Authority in an attempt to settle the claims, and the Company maintains that the Company's usage of data has been in compliance with the applicable law. However, upon advice of counsel and after review of the pending claims, the Company accrued $3.9 million as part of the cost of closure of the Spain office. During the quarter ended March 31, 2008, the Company reversed $2.4 million of the accrual as some of the claims had been settled for less than the Company originally accrued. As of June 30, 2009 the Company has a remaining accrual for this matter of $0.5 million.

The Company is involved in various other claims and legal actions in the ordinary course of business. In the opinion of management, the ultimate disposition of all of these matters will not have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

Commitments

The Company leases or licenses data processing equipment, software, office furniture and equipment, land and office space under noncancellable operating leases or licenses. Additionally, the Company has entered into synthetic operating leases for computer equipment and furniture ("Leased Assets"). These synthetic operating lease facilities are accounted for as operating leases under generally accepted accounting principles and are treated as capital leases for income tax reporting purposes. Initial lease terms under the synthetic computer equipment and furniture facility range from two to six years, with the Company having the option at expiration of the initial lease to return the equipment, purchase the equipment at a fixed price, or extend the term of the lease.

The Company has a future commitment for synthetic lease payments of $2.5 million over the next two years. In the event the Company elects to return the Leased Assets, the Company has guaranteed a portion of the residual value to the lessors. Assuming the Company elects to return the Leased Assets to the lessors at its earliest opportunity under the synthetic lease arrangements and assuming the Leased Assets have no significant residual value to the lessors, the maximum potential amount of future payments the Company could be required to make under these residual value guarantees was $2.0 million at June 30, 2009.

11. COMMITMENTS AND CONTINGENCIES (continued):

In connection with a certain building, the Company has entered into a 50/50 joint venture with a local real estate developer. The Company is guaranteeing a portion of the loan for the building. In addition, in connection with the disposal of certain assets, the Company has guaranteed loans for the buyers of the assets. These guarantees were made by the Company primarily to facilitate favorable financing terms for those third parties. Should the third parties default on this indebtedness, the Company would be required to perform under its guarantee. Substantially all of the third-party indebtedness is collateralized by various pieces of real property. At June 30, 2009 the Company's maximum potential future payments under this guarantee of third-party indebtedness was $2.6 million.

12. INCOME TAX

In determining the quarterly provision for income taxes, the Company makes its best estimate of the effective tax rate expected to be applicable for the full fiscal year. The anticipated effective tax rate for fiscal 2010 is 39%.

At June 30, 2009, the Company had $5.4 million in gross unrecognized tax benefits, which is included in other liabilities on the balance sheet. This entire amount, if recognized, would impact the effective tax rate. The total amount of accrued interest and penalties for such unrecognized tax benefits, and included in the amount above, is $0.8 million. It is reasonably possible that the amount of unrecognized tax benefit with respect to the Company's uncertain tax positions will increase or decrease during the next 12 months. However, management does not expect the change to have a significant effect on consolidated results of operations or financial position.

13. FINANCIAL INSTRUMENTS:

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value.

Cash and cash equivalents, trade receivables, unbilled and notes receivable, short-term borrowings and trade payables—The carrying amount approximates fair value because of the short maturity of these instruments.

Long-term debt—The interest rate on the term loan and revolving credit agreement is adjusted for changes in market rates and therefore the carrying value of these loans approximates fair value. The estimated fair value of other long-term debt was determined based upon the present value of the expected cash flows considering expected maturities and using interest rates currently available to the Company for long-term borrowings with similar terms. At March 31, 2009, the estimated fair value of long-term debt approximates its carrying value.

Derivative instruments included in other liabilities—The carrying value is adjusted to fair value through other comprehensive income at each balance sheet date. The fair value is determined from an interest-rate futures model.

Statement of Financial Accounting Standards No. 157, Fair Value Measurements ("SFAS No. 157") defines fair value, establishes a framework for measuring fair value and establishes a hierarchy that categorizes and prioritizes the sources to be used to estimate fair value. SFAS No. 157 also expands financial statement disclosures about fair value measurements. Under SFAS 157, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurements. The Company assigned assets and liabilities to the hierarchy established by SFAS No. 157, which is Level 1—quoted prices in active markets for identical assets or liabilities, Level 2—significant other observable inputs and Level 3—significant unobservable inputs.

13. FINANCIAL INSTRUMENTS (continued):

The following table presents the balances of assets and liabilities measured at fair value as of June 30, 2009 (dollars in thousands):

	Level 1	Level 2	Level 3	Total
Assets:				
Other current assets	$ 10,050	$ -	$ -	$ 10,050
Total assets	$ 10,050	$ -	$ -	$ 10,050
Liabilities:				
Other current liabilities	$ 10,050	$ -	$ -	$ 10,050
Long-term debt	-	1,490	-	1,490
Other liabilities	-	3,321	-	3,321
Total liabilities	$ 10,050	$ 4,811	$ -	$ 14,861

Introduction and Overview

At Acxiom ("Acxiom" or "the Company") (Nasdaq: ACXM), we provide global interactive marketing services for the world's leading companies to help them solve some of their most complex marketing problems. Our products, services and thought leadership enable them to acquire new customers, retain their most valuable customers, communicate with customers in the methods and times they prefer, and make profitable marketing and business decisions. Acxiom's unmatched customer insight is achieved by blending the world's largest repository of consumer data, award-winning technology and analytics, multi-channel expertise, privacy leadership, and superior knowledge of a wide spectrum of industries. Founded in 1969, Acxiom is headquartered in Little Rock, Arkansas, with locations throughout the United States ("US") and Europe, and in Australia and China.

Highlights of the quarter ended June 30, 2009 are identified below.

- Revenue of $256.0 million, a decrease of 22.7 percent from $331.1 million in the first fiscal quarter a year ago.
- Income from operations of $12.5 million, a $13.1 million decrease compared to $25.6 million in the first fiscal quarter last year.
- Pre-tax earnings of $6.9 million, compared to $17.5 million in the first quarter of fiscal 2009.
- Diluted earnings per share of $0.05, compared to diluted earnings per share of $0.14 in the first fiscal quarter last year.
- Operating cash flow of $16.2 million.

These highlights are not intended to be a full discussion of the Company's results for the quarter. These highlights should be read in conjunction with the following discussion of Results of Operations and Capital Resources and Liquidity and with the Company's condensed consolidated financial statements and footnotes accompanying this report.

Results of Operations

A summary of selected financial information for each of the periods reported is presented below (dollars in millions, except per share amounts):

	For the quarter ended June 30		
	2009	2008	% Change
Revenue			
Services	$ 199.3	$ 236.7	(16)%
Products	56.7	94.4	(40)
	$ 256.0	$ 331.1	(23)%
Total operating costs and expenses	243.5	305.5	(20)
Income from operations	$ 12.5	$ 25.6	(51)%
Diluted earnings per share	$ 0.05	$ 0.14	(64)%

Revenues
Services revenue for the quarter ended June 30, 2009 was $199.3 million. This represents a $37.4 million decrease or 15.8% when compared to the same period in the prior year. On a geographic basis, International services decreased approximately $4.8 million while US services decreased approximately $32.6 million. Approximately $4.3 million of the International services decrease was due to unfavorable exchange rate movement. US services revenue was positively impacted by prior-year acquisitions which contributed $4.9 million to services revenue in the quarter. By line of business, revenue declined in all areas with a $24.7 million decrease in CDI and Marketing Services, Digital decrease of $0.3 million, Infrastructure Management decrease of $9.7 million and Consulting decrease of $0.4 million. Of the $24.7 million decline in CDI and Marketing services, the Financial Services vertical accounted for $17.2 million of the decline. Over the last year, revenue reductions have occurred due to contract renegotiations for reduced amounts, lost contracts, volume reductions and contracts terminated because of economic issues. The decline in Infrastructure Management services as well as the CDI and Marketing Services decline in other industries is driven by similar issues.

Products revenue for the quarter ended June 30, 2009 was $56.7 million. This represents a $37.7 million decrease or 40% when compared to the same period in the prior year. During the fourth quarter of fiscal 2009, a large pass-through data contract was amended and as such the revenue is no longer reported on a gross basis. Excluding the pass-through revenue related to this contract, products revenue was down $15.5 million, or 21.5%. The International operations declined $10.2 million of which $2.8 million is due to the impact of exchange rates. International operations were impacted by much lower ad hoc and project activity. The remaining $5.3 million decline is due to contract renegotiations for reduced amounts, lost contracts, volume reductions and contracts terminated because of economic issues in US industry verticals.

Operating Costs and Expenses
The following table presents the Company’s operating costs and expenses for each of the periods presented (dollars in millions):

	For the quarter ended June 30		
	2009	**2008**	**% Change**
Cost of revenue			
Services	$ 159.6	$ 178.9	(11)%
Products	45.9	77.7	(41)
Total cost of revenue	$ 205.5	$ 256.6	(20)%
Selling, general and administrative	37.7	49.4	(24)
Gains, losses and other items, net	0.3	(0.5)	164
Total operating costs and expenses	$ 243.5	$ 305.5	(20)%

	For the quarter ended June 30	
	2009	**2008**
Gross profit margin		
Services	19.9%	24.4%
Products	18.9	17.7
Total gross profit margin	19.7%	22.5%
Operating profit margin	4.9%	7.7%

Cost of services revenue of $159.6 million represents a decrease of $19.3 million compared to the same quarter a year ago. Gross margin for services revenue decreased from 24.4% to 19.9%. Margin decline is due to significant revenue declines in the current fiscal year. Operating expenses have been reduced significantly as revenues have declined. However, due to the reduction in volume-based revenue, margins have suffered. The margin impact on this volume-based business has been mitigated by efficiency improvements in the Infrastructure Management and delivery operations.

Cost of products revenue of $45.9 million represents a decrease of $31.8 million compared to the same quarter a year ago. Products revenue gross margins increased from 17.7% a year ago to 18.9% in this quarter. Excluding pass-through data and related costs in the prior year of $22.2 million, product costs actually decreased approximately 17.3% and margins on non-pass through products decreased to 18.9% from 23.1% a year ago. Although costs have been reduced significantly, the fixed cost structure of the product segment impacts margins to a greater extent as revenue declines.

Selling, general, and administrative ("SG&A") expenses were $37.6 million for the quarter ended June 30, 2009. This represents an $11.8 million decrease over the prior-year same quarter. As a percent of total revenue, these expenses are 14.7% compared to 14.9% a year ago. Current quarter expenses reflect cost savings initiated in fiscal 2009.

Other Income (Expense)
Interest expense for the quarter ended June 30, 2009 is $5.5 million compared to $9.5 million a year ago due primarily to a $21.0 million decline in the average term loan debt balance and a decline of approximately 250 basis points on the term loan average interest rate.

Other expense decreased to $0.1 million in the current quarter. The prior year included a $1.1 million gain from a real estate joint venture.

Income taxes
The anticipated effective tax rate for fiscal 2010 is 39%. The prior-year first-quarter rate was 39%.

Capital Resources and Liquidity

Working Capital and Cash Flow
Working capital at June 30, 2009 totaled $232.7 million compared to $204.5 million at March 31, 2009. Total current assets decreased $3.0 million due to decreases in cash and cash equivalents of $9.5 million and refundable income taxes of $4.6 million, offset by increases in trade accounts receivable of $5.2 million and other current assets of $5.8 million. Current liabilities decreased $31.2 million due to decreases in current installments of long-term debt of $6.0 million, payroll accruals of $22.2 million and other accruals of $3.4 million.

Accounts receivable days sales outstanding ("DSO") was 68 days at June 30, 2009 and was 56 days at March 31, 2009, and is calculated as follows (dollars in thousands):

	June 30, 2009	March 31, 2009
Numerator – trade accounts receivable, net	$ 189,980	$ 184,814
Denominator:		
Quarter revenue	255,981	295,509
Number of days in quarter	91	90
Average daily revenue	$ 2,813	$ 3,283
Days sales outstanding	68	56

Net cash provided by operating activities declined 43.2%, to $16.2 million. The decrease in net earnings of $6.5 million, decrease in depreciation and amortization of $13.3 million and decrease in change in other assets of $4.7 million is offset by an increase in changes in accounts receivable of $11.9 million.

Investing activities used $15.6 million in cash. This included capitalization of data acquisition costs of $5.8 million and capitalization of software development costs of $2.4 million. Capital expenditures were $7.4 million for the quarter. The Company acquired $3.8 million of property under capital leases. Payments under these arrangements will be reflected in future cash flows as payments of debt. Prior-year investing activities included $2.5 million cash received from investments and $2.0 million received from the sale and license of software.

Cash flows from financing activities include payments of debt of $13.7 million, including capital lease payments of $7.8 million, software license payments of $3.9 million, and other debt payments of $2.0 million. Financing activities also include $2.4 million in proceeds from sales of stock and $0.3 million for the settlement of shares of treasury stock that were purchased in fiscal 2009. Prior-year financing activities also included payment of dividends of $4.6 million.

Credit and Debt Facilities

Effective September 15, 2006, the Company entered into an amended and restated credit agreement allowing (1) term loans up to an aggregate principal amount of $600 million and (2) revolving credit facility borrowings consisting of revolving loans, letter of credit participations and swing-line loans up to an aggregate amount of $200 million. On September 15, 2006, the Company borrowed the entire amount of the term loan. The term loan is payable in quarterly principal installments of $1.5 million through September 2011, followed by quarterly principal installments of $150.0 million through June 2012, followed by a final installment of $25.5 million due September 15, 2012. The term loan also allows prepayments before maturity. Revolving loan commitments and all borrowings of revolving loans mature on September 15, 2011. The credit agreement is secured by the accounts receivable of Acxiom and its domestic subsidiaries, as well as by the outstanding stock of certain Acxiom subsidiaries. At June 30, 2009 there were no revolving credit borrowings outstanding. Borrowings under the revolving credit agreement bear interest at LIBOR plus 1.5%, an alternative base rate, or at the federal funds rate plus 2.25%.

Off-Balance Sheet Items and Commitments

The Company has entered into synthetic operating lease facilities for computer equipment and furniture (“Leased Assets”). These synthetic operating lease facilities are accounted for as operating leases under GAAP and are treated as capital leases for income tax reporting purposes. Lease terms under the computer equipment and furniture facility range from two to six years, with the Company having the option at expiration of the initial term to return, or purchase at a fixed price, or extend or renew the term of the leased equipment. In the event the Company elects to return the Leased Assets, the Company has guaranteed a portion of the residual value to the lessors. Assuming the Company elects to return the Leased Assets to the lessors at its earliest opportunity under the synthetic lease arrangements and assuming the Leased Assets have no significant residual value to the lessors, the maximum potential amount of future payments the Company could be required to make under these residual value guarantees was $2.0 million at June 30, 2009. As of June 30, 2009 the Company has a future commitment for synthetic lease payments of $2.5 million over the next two years.

In connection with a certain building, the Company has entered into a 50/50 joint venture with a local real estate developer. The Company is guaranteeing a portion of the loan for the building. In addition, in connection with the disposal of certain assets, the Company has guaranteed loans for the buyers of the assets. Substantially all of the third party indebtedness for which the Company has provided guarantees is collateralized by various pieces of real property. The aggregate amount of the guarantees at June 30, 2009 was $2.6 million.

Outstanding letters of credit which reduce the borrowing capacity under the Company’s revolving credit were $4.3 million at both June 30, 2009 and March 31, 2009.

Contractual Commitments

The following table presents Acxiom's contractual cash obligations, exclusive of interest, and purchase commitments at June 30, 2009 (dollars in thousands). The table does not include the future payment of gross unrealized tax benefits of $5.4 million or the future payment, if any, against the Company's non-current interest rate swap liability of $3.3 million as the Company is not able to predict the periods in which these payments will be made. The column for 2010 represents the nine months ending March 31, 2010. All other columns represent fiscal years ending March 31.

	For the years ending March 31						
	2010	2011	2012	2013	2014	Thereafter	Total
Capital lease and installment payment obligations	$ 19,027	$ 9,600	$ 2,878	$ 661	$ 632	$ 9,997	$ 42,795
Software and data license liabilities	3,847	3,859	2,418	1,354	-	-	11,478
Warrant liability	-	-	-	-	-	1,490	1,490
Other long-term debt	6,045	19,479	304,578	177,322	406	4,862	512,692
Total long-term obligations	28,919	32,938	309,874	179,337	1,038	16,349	568,455
Synthetic equipment and furniture leases	2,388	125	-	-	-	-	2,513
Equipment operating leases	1,131	637	262	52	3	-	2,085
Building operating leases	16,399	18,643	15,113	12,158	9,484	36,312	108,109
Total operating lease payments	19,918	19,405	15,375	12,210	9,487	36,312	112,707
Total contractual cash obligations	$ 48,837	$ 52,343	$ 325,249	$ 191,547	$ 10,525	$ 52,661	$ 681,162

	For the years ending March 31						
	2010	2011	2012	2013	2014	Thereafter	Total
Purchase commitments on synthetic equipment and furniture leases	2,893	215	-	-	-	-	3,108
Other purchase commitments	51,379	40,679	31,109	18,257	9,928	17,719	169,071
Total purchase commitments	$ 54,272	$ 40,894	$ 31,109	$ 18,257	$ 9,928	$ 17,719	$ 172,179

The purchase commitments on the synthetic equipment and furniture leases assume the leases terminate and are not renewed, and the Company elects to purchase the assets. The other purchase commitments include contractual commitments for the purchase of data and open purchase orders for equipment, paper, office supplies, construction and other items. Other purchase commitments in some cases will be satisfied by entering into future operating leases, capital leases, or other financing arrangements, rather than payment of cash.

The following table shows contingencies or guarantees under which the Company could be required, in certain circumstances, to make cash payments as of June 30, 2009 (dollars in thousands):

Residual value guarantee on the synthetic computer equipment and furniture lease	$ 2,007
Guarantee on certain partnership and other loans	2,555
Outstanding letters of credit	4,339

The total of partnership and other loans of which the Company guarantees the portion noted in the above table is $7.1 million as of June 30, 2009.

While the Company does not have any other material contractual commitments for capital expenditures, certain levels of investments in facilities and computer equipment continue to be necessary to support the growth of the business. In some cases, the Company also sells software and hardware to clients. In addition, new outsourcing or facilities management contracts frequently require substantial up-front capital expenditures to acquire or replace existing assets. Management believes that the Company's existing available debt and cash flow from operations will be sufficient to meet the Company's working capital and capital expenditure requirements for the foreseeable future. The Company also evaluates acquisitions from time to time, which may require up-front payments of cash. Depending on the size of the acquisition it may be necessary to raise additional capital. If additional capital becomes necessary as a result of any material variance of operating results from projections or from potential future acquisitions, the Company would first use available borrowing capacity under its revolving credit agreement, followed by the issuance of debt or equity securities. However, no assurance can be given that the Company would be able to obtain funding through the issuance of debt or equity securities at terms favorable to the Company, or that such funding would be available.

For a description of certain risks that could have an impact on results of operations or financial condition, including liquidity and capital resources, see the "Risk Factors" contained in Part I, Item 1A, of the Company's 2009 Annual Report.

Non-U.S. Operations

The Company has a presence in the United Kingdom, France, the Netherlands, Germany, Portugal, Poland, Australia and China. Most of the Company's exposure to exchange rate fluctuation is due to translation gains and losses as there are no material transactions that cause exchange rate impact. In general, each of the foreign locations is expected to fund its own operations and cash flows, although funds may be loaned or invested from the U.S. to the foreign subsidiaries subject to limitations in the Company's revolving credit facility. These advances are considered to be long-term investments, and any gain or loss resulting from changes in exchange rates as well as gains or losses resulting from translating the foreign financial statements into U.S. dollars are included in accumulated other comprehensive income (loss). Exchange rate movements of foreign currencies may have an impact on the Company's future costs or on future cash flows from foreign investments. The Company has not entered into any foreign currency forward exchange contracts or other derivative instruments to hedge the effects of adverse fluctuations in foreign currency exchange rates.

Critical Accounting Policies

We prepare our consolidated financial statements in conformity with accounting principles generally accepted in the United States of America. These accounting principles require management to make certain judgments and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. The consolidated financial statements in the Company's 2009 Annual Report include a summary of significant accounting policies used in the preparation of Acxiom's consolidated financial statements. In addition, the Management's Discussion and Analysis filed as part of the 2009 Annual Report contains a discussion of the policies which management has identified as the most critical because they require management's use of complex and/or significant judgments. None of the Company's critical accounting policies have materially changed since the date of the last annual report.

New Accounting Pronouncements

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141(R), "Business Combinations", ("SFAS 141R"), which replaces SFAS 141. SFAS 141R requires most assets acquired and liabilities assumed in a business combination, contingent consideration, and certain acquired contingencies to be measured at their fair values as of the date of acquisition. SFAS 141R also requires that acquisition-related costs and restructuring costs be recognized separately from the business combination. SFAS 141R is effective for the Company for fiscal year 2010 and will be effective for business combinations entered into this fiscal year.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 160, "Noncontrolling Interest in Consolidated Financial Statements", ("SFAS 160"). SFAS 160 amends previous accounting literature to establish new accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. SFAS 160 is effective for the Company this fiscal year.

Forward-looking Statements

This document contains forward-looking statements. These statements, which are not statements of historical fact, may contain estimates, assumptions, projections and/or expectations regarding the Company's financial position, results of operations, market position, product development, growth opportunities, economic conditions, and other similar forecasts and statements of expectation. The Company indicates these statements by words or phrases such as "anticipate," "estimate," "plan," "expect," "believe," "intend," "foresee," and similar words or phrases. These forward-looking statements are not guarantees of future performance and are subject to a number of factors and uncertainties that could cause the Company's actual results and experiences to differ materially from the anticipated results and expectations expressed in the forward-looking statements.

Forward-looking statements may include but are not limited to the following:

- that the amounts for restructuring and impairment charges and accruals for litigation will be within estimated ranges;
- that the cash flows used in estimating the recoverability of assets will be within the estimated ranges; and
- that items which management currently believes are not material will continue to not be material in the future.

The factors and uncertainties that could cause actual results to differ materially from those expressed in, or implied by, forward-looking statements include but are not limited to the following:

- the risk factors described in Part I, "Item 1A. Risk Factors" included in the Company's 2009 Annual Report and in this report and those described from time to time in our future reports filed with the Securities and Exchange Commission;
- the possibility that in the event a change of control of the Company is sought that certain clients may attempt to invoke provisions in their contracts resulting in a decline in revenue and profit;
- the possibility that the integration of acquired businesses may not be as successful as planned;
- the possibility that the fair value of certain of our assets may not be equal to the carrying value of those assets now or in future time periods;
- the possibility that sales cycles may lengthen;
- the possibility that we won't be able to properly motivate our sales force or other associates;
- the possibility that we may not be able to attract and retain qualified technical and leadership associates, or that we may lose key associates to other organizations;
- the possibility that we won't be able to continue to receive credit upon satisfactory terms and conditions;
- the possibility that competent, competitive products, technologies or services will be introduced into the marketplace by other companies;
- the possibility that there will be changes in consumer or business information industries and markets that negatively impact the company;
- the possibility that we won't be able to protect proprietary information and technology or to obtain necessary licenses on commercially reasonable terms;
- the possibility that there will be changes in the legislative, accounting, regulatory and consumer environments affecting our business, including but not limited to litigation, legislation, regulations and customs relating to our ability to collect, manage, aggregate and use data;
- the possibility that data suppliers might withdraw data from us, leading to our inability to provide certain products and services;
- the possibility that we may enter into short-term contracts which would affect the predictability of our revenues;
- the possibility that the amount of ad hoc, volume-based and project work will not be as expected;
- the possibility that we may experience a loss of data center capacity or interruption of telecommunication links or power sources;
- the possibility that we may experience failures or breaches of our network and data security systems, leading to potential adverse publicity, negative customer reaction, or liability to third parties;
- the possibility that our clients may cancel or modify their agreements with us;

- the possibility that we will not successfully complete customer contract requirements on time or meet the service levels specified in the contracts, which may result in contract penalties or lost revenue;
- the possibility that we experience processing errors which result in credits to customers, re-performance of services or payment of damages to customers; and
- general and global negative economic conditions.

With respect to the provision of products or services outside our primary base of operations in the United States, all of the above factors apply, along with the difficulty of doing business in numerous sovereign jurisdictions due to differences in scale, competition, culture, laws and regulations.

Other factors are detailed from time to time in periodic reports and registration statements filed with the United States Securities and Exchange Commission. The Company believes that we have the product and technology offerings, facilities, associates and competitive and financial resources for continued business success, but future revenues, costs, margins and profits are all influenced by a number of factors, including those discussed above, all of which are inherently difficult to forecast.

In light of these risks, uncertainties and assumptions, the Company cautions readers not to place undue reliance on any forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements based on the occurrence of future events, the receipt of new information or otherwise.

Item 3. Quantitative and Qualitative Disclosure about Market Risk

Acxiom’s earnings are affected by changes in short-term interest rates primarily as a result of its term loan and revolving credit agreement, which bears interest at a floating rate. Acxiom currently uses an interest-rate swap agreement to mitigate the changes in interest rate risk on $95 million of its term loan. Risk can be estimated by measuring the impact of a near-term adverse movement of one percentage point in short-term market interest rates. If short-term market interest rates increase one percentage point during the next four quarters compared to the previous four quarters, there would be no material adverse impact on Acxiom’s results of operations. Acxiom has no material future earnings or cash flow expenses from changes in interest rates related to its other long-term debt obligations as substantially all of Acxiom’s remaining long-term debt instruments have fixed rates. At both June 30, 2009 and March 31, 2009, the fair value of Acxiom’s fixed rate long-term debt approximated carrying value.

The Company has a presence in the United Kingdom, France, The Netherlands, Germany, Portugal, Poland, Australia and China. In general, each of the foreign locations is expected to fund its own operations and cash flows, although funds may be loaned or invested from the U.S. to the foreign subsidiaries. Therefore, exchange rate movements of foreign currencies may have an impact on Acxiom’s future costs or on future cash flows from foreign investments. Acxiom, at this time, has not entered into any foreign currency forward exchange contracts or other derivative instruments to hedge the effects of adverse fluctuations in foreign currency exchange rates.

Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures.

As of June 30, 2009 under the supervision and with the participation of our management, including our Chief Executive Officer (our principal executive officer) and our Chief Financial Officer (our principal financial officer), we evaluated the effectiveness of our disclosure controls and procedures (as defined under Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)). Based on this evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that, as of June 30, 2009 our disclosure controls and procedures were effective.

(b) Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the three months ended June 30, 2009 that have materially affected, or are reasonably likely to materially affect, such internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The Company is involved in various claims and litigation matters that arise in the ordinary course of the business. None of these, however, are believed to be material in their nature or scope, except those incorporated by reference under this Part II, Item 1.

Refer to the discussion of certain legal proceedings pending against the Company under Part I, Item 1, Notes to Condensed Consolidated Financial Statements, Note 11 Commitments and Contingencies, which discussion is incorporated herein by reference.

Item 6. Exhibits

(a) The following exhibits are filed with this Report:

31(a) Certification of Chief Executive Officer (principal executive officer) pursuant to SEC Rule 13a-14(a)/15d-14(a), as adopted pursuant to Sections 302 and 404 of the Sarbanes-Oxley Act of 2002

31(b) Certification of Chief Financial Officer (principal financial and accounting officer) pursuant to SEC Rule 13a-14(a)/15d-14(a), as adopted pursuant to Sections 302 and 404 of the Sarbanes-Oxley Act of 2002

32(a) Certification of Chief Executive Officer (principal executive officer) pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32(b) Certification of Chief Financial Officer (principal financial and accounting officer) pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURE

Pursuant to the requirements of the Securities and 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

Dated: August 7, 2009

By: /s/Christopher W. Wolf
(Signature)
Christopher W. Wolf
Chief Financial Officer
(principal financial and accounting officer)

ACXIOM CORPORATION AND SUBSIDIARIES

CERTIFICATION

I, John A. Meyer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Acxiom Corporation;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: August 7, 2009

By: /s/ John A. Meyer
(Signature)
John A. Meyer
Chief Executive Officer & President

EXHIBIT 31(b)

ACXIOM CORPORATION AND SUBSIDIARIES

CERTIFICATION

I, Christopher W. Wolf, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Acxiom Corporation;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: August 7, 2009

By: /s/ Christopher W. Wolf
(Signature)
Christopher W. Wolf
Chief Financial Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the accompanying Quarterly Report of Acxiom Corporation (the Company) on Form 10-Q for the period ending June 30, 2009 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, John A. Meyer, Chief Executive Officer & President of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ John A. Meyer
John A. Meyer
Chief Executive Officer & President
August 7, 2009

EXHIBIT 32(b)

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the accompanying Quarterly Report of Acxiom Corporation (the Company) on Form 10-Q for the period ending June 30, 2009 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Christopher W. Wolf, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Christopher W. Wolf
Christopher W. Wolf
Chief Financial Officer
August 7, 2009