

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 10-Q

(Mark One)

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

For the quarterly period ended December 31, 1996 OR

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

For the transition period from ----- to -----

Commission file number 0-13163

Acxiom Corporation  
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

(State or Other Jurisdiction of  
Incorporation or Organization)

71-0581897

(I.R.S. Employer  
Identification No.)

P.O. Box 2000, 301 Industrial Boulevard,  
Conway, Arkansas  
(Address of Principal Executive Offices)

72033-2000  
(Zip Code)

(501) 336-1000

(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

The number of shares of Common Stock, \$ 0.10 par value per share, outstanding as of January 28, 1997 was 51,486,328.

Form 10-Q

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Company for which report is filed:

ACXIOM CORPORATION

The consolidated financial statements included herein have been prepared by Registrant, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. In the opinion of the Registrant's management, however, all adjustments necessary for a fair statement of the results for the periods included herein have been made and the disclosures contained herein are adequate to make the information presented not misleading. All such adjustments are of a normal recurring nature.

ACXIOM CORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
(Unaudited)

|  | December 31,<br>1996 | March 31,<br>1996 |
|--|----------------------|-------------------|
|  | -----                | -----             |
| Assets   |                      |                   |
| Current assets:  |                      |                   |
| Cash and cash equivalents                                | \$ 2,029,000         | 3,469,000         |
| Trade accounts receivable, net                           | 71,907,000           | 44,474,000        |
| Refundable income taxes                                  | ---                  | 1,537,000         |
| Other current assets                                     | 8,060,000            | 4,534,000         |
|  | -----                | -----             |
| Total current assets                                     | 81,996,000           | 54,014,000        |
|  | -----                | -----             |
| Property and equipment                                   | 190,325,000          | 153,224,000       |
| Less - Accumulated depreciation<br>and amortization      | 77,552,000           | 64,123,000        |
|  | -----                | -----             |
| Property and equipment, net                              | 112,773,000          | 89,101,000        |
|  | -----                | -----             |
| Software, net of accumulated amortization                | 18,559,000           | 10,524,000        |
| Excess of cost over fair value of net<br>assets acquired | 38,933,000           | 13,982,000        |
|  | -----                | -----             |
| Other assets   | 31,889,000           | 26,428,000        |
|  | -----                | -----             |
|  | \$ 284,150,000       | 194,049,000       |
|  | =====                | =====             |
| Liabilities and Stockholders' Equity                     |                      |                   |
| Current liabilities:                                     |                      |                   |
| Short-term notes payable                                 | 1,500,000            | 646,000           |
| Current installments of long-term debt                   | 3,935,000            | 3,866,000         |
| Trade accounts payable                                   | 16,647,000           | 13,596,000        |
| Accrued interest   | 724,000              | 435,000           |
| Accrued payroll and related expenses                     | 6,909,000            | 5,111,000         |
| Other accrued expenses                                   | 6,947,000            | 7,189,000         |
| Advances from customers                                  | 858,000              | 316,000           |
| Income taxes   | 8,563,000            | ---               |
|  | -----                | -----             |
| Total current liabilities                                | 46,083,000           | 31,159,000        |
|  | -----                | -----             |
| Long-term debt, excluding current<br>installments        | 78,642,000           | 26,885,000        |
|  | -----                | -----             |
| Deferred income taxes                                    | 10,933,000           | 10,933,000        |
|  | -----                | -----             |
| Deferred revenue   | 2,828,000            | 2,331,000         |
|  | -----                | -----             |
| Stockholders' equity:                                    |                      |                   |
| Preferred stock  | ---                  | ---               |
| Common stock   | 5,261,000            | 4,870,000         |
| Additional paid-in capital                               | 58,072,000           | 52,079,000        |
| Retained earnings  | 83,597,000           | 68,978,000        |
| Foreign currency translation adjustment                  | 987,000              | (863,000)         |
| Treasury stock, at cost                                  | (2,253,000)          | (2,323,000)       |
|  | -----                | -----             |
| Total stockholders' equity                               | 145,664,000          | 122,741,000       |
|  | -----                | -----             |
| Commitments and contingencies                            | \$ 284,150,000       | 194,049,000       |
|  | =====                | =====             |

See accompanying condensed notes to consolidated financial statements.

|   | For the Three Months Ended |            |
|---|----------------------------|------------|
|   | December 31,               |            |
|   | 1996                       | 1995       |
| Revenue   | \$ 104,534,000             | 71,315,000 |
| Operating costs and expenses:                   |                            |            |
| Salaries and benefits                           | 35,175,000                 | 25,844,000 |
| Computer, communications and other<br>equipment | 16,585,000                 | 11,998,000 |
| Data costs                                      | 17,920,000                 | 14,930,000 |
| Other operating costs and expenses              | 19,047,000                 | 9,011,000  |
| Total operating costs and expenses              | 88,727,000                 | 61,783,000 |
| Income from operations                          | 15,807,000                 | 9,532,000  |
| Other income (expense):                         |                            |            |
| Interest expense                                | (773,000)                  | (239,000)  |
| Other, net                                      | (622,000)                  | (75,000)   |
|   | (1,395,000)                | (314,000)  |
| Earnings before income taxes                    | 14,412,000                 | 9,218,000  |
| Income taxes                                    | 5,549,000                  | 3,406,000  |
| Net earnings                                    | \$ 8,863,000               | 5,812,000  |
| Earnings per share                              | \$ 0.15                    | 0.11       |
| Weighted average shares outstanding             | 59,441,000                 | 52,114,000 |

See accompanying condensed notes to consolidated financial statements.

ACXIOM CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF EARNINGS  
(Unaudited)

|   | For the Nine Months Ended      |             |
|---|--------------------------------|-------------|
|   | -----<br>December 31,<br>----- |             |
|   | 1996                           | 1995        |
|   | -----                          | -----       |
| Revenue   | \$ 296,034,000                 | 192,873,000 |
| Operating costs and expenses:                   |                                |             |
| Salaries and benefits                           | 105,745,000                    | 71,281,000  |
| Computer, communications and other<br>equipment | 44,978,000                     | 27,963,000  |
| Data costs                                      | 54,572,000                     | 46,422,000  |
| Other operating costs and expenses              | 53,337,000                     | 24,816,000  |
|   | -----                          | -----       |
| Total operating costs and expenses              | 258,632,000                    | 170,482,000 |
|   | -----                          | -----       |
| Income from operations                          | 37,402,000                     | 22,391,000  |
|   | -----                          | -----       |
| Other income (expense):                         |                                |             |
| Interest expense                                | (2,497,000)                    | (1,177,000) |
| Other, net                                      | (3,408,000)                    | (226,000)   |
|   | -----                          | -----       |
|   | (5,905,000)                    | (1,403,000) |
|   | -----                          | -----       |
| Earnings before income taxes                    | 31,497,000                     | 20,988,000  |
| Income taxes                                    | 12,126,000                     | 7,968,000   |
|   | -----                          | -----       |
| Net earnings                                    | \$ 19,371,000                  | 13,020,000  |
|   | =====                          | =====       |
| Earnings per share                              | \$ 0.33                        | 0.25        |
|   | =====                          | =====       |
| Weighted average shares outstanding             | 59,011,000                     | 51,932,000  |
|   | =====                          | =====       |

See accompanying condensed notes to consolidated financial statements.

ACXIOM CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)

|  | For the Nine Months Ended      |              |
|--|--------------------------------|--------------|
|  | -----<br>December 31,<br>----- |              |
|  | 1996                           | 1995         |
|  | -----                          | -----        |
| Cash flows from operating activities:  |                                |              |
| Net earnings   | \$ 19,371,000                  | 13,020,000   |
| Non-cash operating activities:   |                                |              |
| Depreciation and amortization  | 22,857,000                     | 14,770,000   |
| Loss on impairment of assets   | 2,326,000                      | ---          |
| Other, net   | 1,873,000                      | 292,000      |
| Changes in assets and liabilities:   |                                |              |
| Accounts receivable  | (19,219,000)                   | (8,167,000)  |
| Other assets   | (4,297,000)                    | (1,336,000)  |
| Accounts payable and other liabilities   | 3,512,000                      | 1,486,000    |
| Net cash provided by operating activities                                      | 26,423,000                     | 20,065,000   |
|  | -----                          | -----        |
| Cash flows from investing activities:  |                                |              |
| Sale of assets   | 2,407,000                      | 351,000      |
| Cash acquired in pooling acquisition   | 21,000                         | 1,624,000    |
| Cash paid in purchase acquisition  | ---                            | (5,914,000)  |
| Development of software  | (5,016,000)                    | (2,984,000)  |
| Capital expenditures   | (44,161,000)                   | (28,590,000) |
| Net cash used by investing activities  | (46,749,000)                   | (35,513,000) |
|  | -----                          | -----        |
| Cash flows from financing activities:  |                                |              |
| Proceeds from debt   | 32,567,000                     | 18,108,000   |
| Payments of debt   | (17,125,000)                   | (4,708,000)  |
| Sale of common stock   | 3,476,000                      | 2,124,000    |
| Cash dividends paid by acquired company prior to merger                        | ---                            | (468,000)    |
| Acquisition and retirement of common stock by acquired company prior to merger | ---                            | (1,010,000)  |
| Issuance of common stock by acquired company prior to merger                   | ---                            | 190,000      |
| Net cash provided by financing activities                                      | 18,918,000                     | 14,236,000   |
|  | -----                          | -----        |
| Effect of exchange rate changes on cash  | (32,000)                       | (31,000)     |
|  | -----                          | -----        |
| Net decrease in cash and short-term cash investments                           | (1,440,000)                    | (1,243,000)  |
| Cash and short-term cash investments at beginning of period                    | 3,469,000                      | 3,149,000    |
|  | -----                          | -----        |
| Cash and short-term cash investments at end of period                          | \$ 2,029,000                   | 1,906,000    |
|  | =====                          | =====        |
| Supplemental cash flow information:  |                                |              |
| Cash paid during the period for:   |                                |              |
| Interest   | \$ 2,208,000                   | 1,525,000    |
| Income taxes   | 2,026,000                      | 4,122,000    |
|  | =====                          | =====        |

See accompanying condensed notes to consolidated financial statements.

ACXIOM CORPORATION AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Certain note information has been omitted because it has not changed significantly from that reflected in Notes 1 through 17 of the Notes to Consolidated Financial Statements filed as a part of Item 14 of Registrant's 1996 Annual Report on Form 10-K as filed with the Securities and Exchange Commission on June 26, 1996.

1. In April 1996, the Company purchased certain assets of Direct Media/DMI, Inc. ("DMI") for \$25,000,000 and the assumption of certain liabilities of DMI. The \$25,000,000 purchase price, payable in three (3) years, is collateralized by a letter of credit, and may, at DMI's option, be paid in two million shares of Acxiom common stock in lieu of cash plus accrued interest. Headquartered in Greenwich, Connecticut, DMI provides list brokerage, management, and consulting services to business-to-business and consumer list owners and mailers. At April 1, 1996 the liabilities assumed by the Company exceeded the fair value of the assets acquired from DMI by \$798,000. The resulting excess of purchase price over fair value of net assets acquired of \$25,798,000 is being amortized over its estimated economic life of 20 years. The acquisition has been accounted for as a purchase and the results of operations of DMI are included in the consolidated results of operations from the date of acquisition. The purchase price for DMI has been allocated as follows:

|  |               |
|--|---------------|
| Trade accounts receivable                                | \$ 7,558,000  |
| Property and equipment                                   | 2,010,000     |
| Software   | 3,500,000     |
| Excess of cost over fair value<br>of net assets acquired | 25,798,000    |
| Other assets   | 840,000       |
| Short-term payable to bank                               | (11,594,000)  |
| Accounts payable and other liabilities                   | (2,825,000)   |
| Long-term debt   | (287,000)     |
|  | -----         |
|  | \$ 25,000,000 |
|  | =====         |

The following consolidated pro forma financial information (which includes adjustments to reflect the accounting bases recognized in recording the purchase and to eliminate the effects of transactions between the Company and DMI) shows the results of the Company's operations for the nine months ended December 31, 1995 as if the purchase of DMI had occurred at the beginning of the period:

|                    |                |
|--------------------|----------------|
| Revenue            | \$ 226,972,000 |
|                    | =====          |
| Net earnings       | \$ 15,627,000  |
|                    | =====          |
| Earnings per share | \$ 0.29        |
|                    | =====          |

ACXIOM CORPORATION AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

2. On April 9, 1996, the Company issued approximately 1.7 million shares of its common stock for all of the outstanding common stock and common stock options of Pro CD, Inc. ("Pro CD"). Headquartered in Danvers, Massachusetts, Pro CD is a publisher of business reference software on CD-ROM. The acquisition is accounted for as a pooling of interests.

The stockholders' equity and operations of Pro CD are not material in relation to those of the Company. As such, the Company has recorded the combination by restating stockholders' equity as of April 1, 1996, without restating prior year statements of earnings to reflect the pooling of interests combination. For the year ended December 31, 1995, Pro CD had revenues and a net loss of approximately \$21,675,000 and \$970,000, respectively. At April 1, 1996, Pro CD's liabilities exceeded its assets by approximately \$1,775,000.

3. Effective March 31, 1994 the Company sold substantially all of the assets of its former Acxiom Mailing Services operating unit to MorCom, Inc. ("MorCom") in exchange for the assumption of certain liabilities, \$4,500,000 in cash, a mortgage note receivable, and \$1,000,000 of preferred stock issued by MorCom. Additionally, the Company sold MorCom a software license to use certain applications of the Company's software. At June 30, 1996 the assets remaining on the Company's books related to this transaction were as follows:

|  |              |
|--|--------------|
| Mortgage note receivable (other assets)    | \$ 3,912,000 |
| Software license receivable (other assets) | 640,000      |
| Preferred stock (other assets)             | 1,000,000    |
| Trade accounts receivable                  | 491,000      |
|  | -----        |
|  | \$ 6,043,000 |
|  | =====        |

In June 1996, MorCom ceased operations. In the first quarter of fiscal 1997 the Company established valuation reserves for the full amount of the software license receivable, preferred stock, and trade accounts receivable. In the second quarter, the Company obtained title to and sold a portion of the property related to the mortgage note, receiving proceeds of \$949,000. The Company is negotiating a sale of the remaining property and has established a valuation reserve of \$1,600,000 toward its ultimate disposition. Management believes that any further loss associated with this event will not be material to the financial statements.

ACXIOM CORPORATION AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

4. Long-term debt consists of the following:

|   | December 31,<br>1996 | March 31,<br>1996 |
|---|----------------------|-------------------|
| Unsecured revolving credit agreement  | \$ 41,541,000        | 11,995,000        |
| Convertible note, payable April 30, 1999 together with interest at 3.12%; collateralized by letter of credit; convertible at maturity into one million shares of common stock | 25,000,000           | ---               |
| 9.75% senior notes, due May 1, 2000, payable in annual installments of \$2,143,000 each May 1; interest is payable semiannually   | 8,571,000            | 10,714,000        |
| 8.94% note payable due in monthly installments of principal and interest of \$50,000 with remaining balance due June 30, 1997; collateralized by real estate                  | 4,092,000            | 4,264,000         |
| Other notes and capital lease obligations payable   | 3,373,000            | 3,778,000         |
|   | -----                | -----             |
| Total long term debt  | 82,577,000           | 30,751,000        |
| Less current installments   | 3,935,000            | 3,866,000         |
|   | -----                | -----             |
| Long-term debt, excluding current installments  | \$ 78,642,000        | \$ 26,885,000     |
|   | =====                | =====             |

During the quarter ended September 30, 1996 the unsecured revolving credit facility was increased to provide for loans of up to \$50,000,000 and now expires on July 30, 2001. The 8.94% note payable which is due June 30, 1997 continues to be classified as long-term debt because the Company intends to use available funding under the revolving credit agreement to refinance the note on a long-term basis.



ACXIOM CORPORATION AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

5. Earnings per share computations are based upon the weighted average number of shares outstanding, including the dilutive effect of stock options and warrants and the convertible debt issued for the purchase of DMI, all of which are considered common stock equivalents. For purposes of calculating earnings per share, the interest expense on the convertible note is eliminated. The calculation of earnings per share for the periods presented is as follows:

|                                      | For the Nine Months Ended |                   |
|--------------------------------------|---------------------------|-------------------|
|                                      | December 31, 1996         | December 31, 1995 |
|                                      | -----                     | -----             |
| Net earnings                         | \$ 19,371,000             | 13,020,000        |
| Interest expense (net of tax effect) | 334,000                   | ---               |
|                                      | -----                     | -----             |
| Adjusted net earnings                | \$ 19,705,000             | 13,020,000        |
|                                      | =====                     | =====             |
| <br>                                 |                           |                   |
| Earnings per share                   | \$ 0.33                   | 0.25              |
|                                      | ====                      | ====              |
| <br>                                 |                           |                   |
| Weighted average shares outstanding  | 59,011,000                | 51,932,000        |
|                                      | =====                     | =====             |

6. On October 10, 1996, the Company settled the arbitration matter between the Company and Highlights for Children, Inc. ("Highlights"). On July 25, 1995, Highlights had filed a demand for arbitration with the American Arbitration Association. The demand alleged, among other things, breaches of express warranties in connection with a software license agreement for the Company's GS/2000 software product. The demand sought compensatory damages of approximately \$22,000,000 and punitive damages of \$44,000,000 plus attorneys' fees and costs. The settlement, the terms of which are confidential, was not material to the financial statements of the Company.

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 these matters will not have a material adverse effect on the Company's consolidated financial position or its expected future consolidated results of operations.

7. Trade accounts receivable are presented net of allowances for doubtful accounts, returns, and credits of \$4,250,000 and \$1,880,000 at December 31, 1996 and March 31, 1996, respectively.
8. At a special meeting held on October 10, 1996, the Company's board of directors approved a two-for-one stock split effective November 11, 1996. The split has been effected in the form of a stock dividend. Certificates for the additional shares were mailed on November 12, 1996 to shareholders of record as of October 25, 1996. All share and per-share information in the financial statements has been restated to give effect to the stock split.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Results of Operations

Consolidated revenue was a record \$104,534,000 for the quarter ended December 31, 1996, a 47% increase over the same quarter a year ago. Excluding the impacts of the Pro CD and DMI acquisitions which were completed during the first quarter, revenue was up 25%. Direct marketing industry revenue of \$35.8 million grew 61%, including the incremental revenue from DMI, together with growth in Acxiom UK, retail, and the high-tech business. Information and communications revenue of \$24.7 million grew 116%, which includes the incremental revenue from Pro CD together with the revenues associated with the Polk Company ("Polk") data center outsourcing contract, for which revenues were not ramped up until the fourth quarter of the prior fiscal year. Financial services revenue of \$20.3 million grew 12% including growth in DataQuick revenues of 29% and growth in credit card processing revenues of 6%. Insurance revenues of \$19.1 million grew 20% primarily reflecting growth in Allstate contract revenues. Media/publishing revenues of \$4.7 million grew 23%.

For the nine months ended December 31, 1996, consolidated revenue was \$296,034,000, a 53% increase over the same period in the previous year. Excluding the effects of the Pro CD and DMI acquisitions, revenue was up 31% over the prior year. Direct marketing industry revenue grew 116%, including the additional revenue from DMI, and information and communications revenue grew 117%, including the additional revenue from Pro CD. Insurance, media/publishing, and financial services revenues grew 20%, 12%, and 3% respectively. The explanations cited in the prior paragraph also address these variances.

Operating expenses for the quarter increased 44% compared to the same quarter a year ago. Salaries and benefits increased 36%; however, excluding the effects of the acquisitions noted above the increase was 8%. Computer, communications and other equipment increased 38% compared to the prior year. After excluding the increases due to the acquisitions noted above, the increase was 29%, which was due to additional depreciation and other equipment costs related to increases in data center equipment. Data costs were up 20% due to increasing revenue under the Allstate contract. Other operating costs and expenses more than doubled from the prior year, but after adjusting for the impact of the acquisitions noted above, the increase was 33% largely due to increased costs associated with new contracts and higher levels of activity necessary to support increased revenues. Income from operations was 15.1% of revenue compared to 13.4% for the same quarter in the prior year.

Interest expense in the quarter increased due to increased levels of debt when compared to the year-earlier period. Other expense in the quarter consists primarily of the amortization of the excess of costs over fair value of net assets acquired (goodwill). This amortization is increased from the prior year due to amortization of goodwill associated with the DMI acquisition.

For the nine months ended December 31, 1996, operating costs and expenses increased 52% compared to the previous year. Salaries and benefits increased 48%, computer, communications and other equipment costs increased 61%, and other operating costs and expenses were up 115%. After adjusting for the impact of the acquisitions noted above, salaries and benefits were up 20%,

computer, communications and other equipment costs increased 51%, and other operating costs and expenses were up 38%. These expense increases in the nine months were largely due to the Polk and Trans Union Marketing Services contracts. Data expenses for the nine months were up 18% due to increases in revenue under the Allstate contract. Income from operations was 12.6% compared to 11.6% a year ago.

Interest expense for the nine months ended December 31, 1996 more than doubled from the prior year, due to higher levels of debt during the current year. Other expense for the nine months includes writedowns related to the MorCom property and preferred stock investment totaling \$2,600,000 (see discussion below).

The Company's effective tax rate for both the quarter and nine-month period was 38.5% compared to 36.9% and 38.0% for the previous year's quarter and nine months, respectively. The Company expects the actual effective rate for the full fiscal year to remain in the 37-39% range.

Net earnings for the quarter increased 52% over the previous year, while net earnings for the nine months ended December 31, 1996 increased 49%. Earnings per share increased 36% and 32% for the quarter and nine months, respectively, while the weighted average number of shares outstanding increased 14% for each of the reported periods. The increase in the number of shares from the prior year is primarily due to the acquisitions of Pro CD and DMI during the first quarter of this fiscal year, while the net impact on net earnings of Pro CD and DMI was not significant.

#### Capital Resources and Liquidity

Working capital at December 31, 1996 was \$35,913,000 compared to \$22,855,000 at March 31, 1996. During the second quarter of this fiscal year, the Company's unsecured revolving credit agreement was increased to provide for revolving loans of up to \$50,000,000, and now expires on July 31, 2001. The Company's short-term unsecured credit agreement, which expires on June 30, 1997, was increased to \$1,500,000. At December 31, 1996, a total of \$41,541,000 was outstanding under the revolving credit agreement and \$1,500,000 was outstanding under the short-term credit agreement. The Company continues to classify as long-term debt the note payable totaling \$4,092,000, which is due in full on June 30, 1997, as it is the Company's intention to retire this loan with additional proceeds from the revolving credit facility.

The Company's debt-to-capital ratio (capital defined as long-term debt plus stockholders' equity) was 35% at December 31, 1996 compared to 18% at March 31, 1996. The increase in the ratio is largely due to the issuance of a \$25,000,000 convertible note for the purchase of DMI, plus the increase in the revolving credit agreement as noted above.

Cash provided by operating activities was \$26,423,000 for the nine months ended December 31, 1996 compared to \$20,065,000 for the same period a year earlier. Earnings before interest, taxes, depreciation, and amortization ("EBITDA") increased by 54% compared to the year-earlier period, but the resulting increase in operating cash flow was partially offset by an \$11,052,000 increase in accounts receivable during the period. Operating cash flow increased by 32% compared to the year-earlier period. In the current year, \$46,749,000 was used by investing activities and \$18,918,000 was provided by financing activities. Investing activities included \$44,161,000 in capital expenditures compared to \$28,590,000 in the prior year. The majority of the capital expenditures in the current year relate to the purchase of data center equipment for the Polk data center, the Trans Union data center, and the Company's Conway, Arkansas data center.

Management expects capital expenditures in the remaining quarter of the fiscal year to be approximately \$10 million. Financing activities included paying off short-term bank debt incurred when the Company acquired DMI, and proceeds from additional borrowings under the revolving credit agreement.

While the Company does not have any material contractual commitments for capital expenditures, additional investments in facilities and computer equipment continue to be necessary to support the growth of the business. In addition, new outsourcing or facilities management contracts frequently require substantial up-front capital expenditures in order to acquire or replace existing assets. Management believes that the combination of existing working capital, anticipated funds to be generated through future operations and the Company's available credit lines is sufficient to meet the Company's current operating needs. Management is currently exploring the possibility of raising additional debt capital in order to fund future operations and anticipated capital expenditures. If additional funds are required, the Company would use existing credit lines to generate cash, followed by either additional borrowings to be secured by the Company's assets or the issuance of additional equity securities in either public or private offerings. Management believes that the Company has significant unused capacity to raise capital which could be used to support future growth.

Effective March 31, 1994 the Company sold substantially all of the assets of its former AMS operation in exchange for the assumption of certain liabilities, \$4,500,000 in cash, a mortgage note receivable, and \$1,000,000 of preferred stock issued by the buyer, MorCom, Inc. Additionally the Company sold MorCom a software license to use certain of the Company's software. In June 1996, MorCom ceased operations. In the first quarter of the fiscal year, the Company established valuation reserves for the full amount of the software license receivable, preferred stock, and trade accounts receivable. In the second quarter, the Company obtained title to and sold a portion of the property related to the mortgage note, receiving proceeds of \$949,000. The Company is negotiating a sale of the remaining property and has established a valuation reserve of \$1,600,000 for its ultimate disposition. Management believes that any further loss associated with this event will not be material to the financial statements.

ACXIOM CORPORATION  
PART II - OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K.

(a) Exhibits:

27 Financial Data Schedules

(b) Reports on Form 8-K.

None

ACXIOM CORPORATION AND SUBSIDIARIES

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: February 3, 1997

By: /s/ Robert S. Bloom

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(Signature)

Robert S. Bloom

Chief Financial Officer

(Chief Accounting Officer)

EXHIBIT INDEX

Exhibits to Form 10-Q

Exhibit Number

Exhibit

27

Financial Data Schedules

THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED BALANCE SHEETS AND CONSOLIDATED STATEMENTS OF EARNINGS AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

1,000

|             | 9-MOS   |         |
|-------------|---------|---------|
| MAR-31-1997 |         |         |
| DEC-31-1996 |         |         |
|             |         | 2,029   |
|             |         | 0       |
|             | 71,907  |         |
|             | 4,250   |         |
|             |         | 0       |
|             | 81,996  |         |
|             |         | 190,325 |
|             | 77,552  |         |
|             | 284,150 |         |
| 46,083      |         |         |
|             |         | 78,642  |
|             | 0       |         |
|             |         | 0       |
|             |         | 5,261   |
|             |         | 140,403 |
| 284,150     |         |         |
|             |         | 0       |
|             | 296,034 |         |
|             |         | 0       |
|             | 258,632 |         |
|             | 3,408   |         |
|             |         | 0       |
|             | 2,497   |         |
|             | 31,497  |         |
|             |         | 12,126  |
| 19,371      |         |         |
|             |         | 0       |
|             |         | 0       |
|             |         | 0       |
|             | 19,371  |         |
|             | .33     |         |
|             | .33     |         |



A RESTATED ARTICLE 5 FDS FOR THE SECOND QUARTER 10-Q WAS NECESSITATED BY THE TWO - -FOR-ONE STOCK SPLIT EFFECTED AS A STOCK DIVIDEND ON NOVEMBER 11, 1996. IN ADDITION, THE SCHEDULE HAS BEEN AMENDED TO CORRECTLY REPORT SIX (6) MONTHS ACTIVITY INSTEAD OF THE THREE (3) MONTHS PREVIOUSLY REPORTED. THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED BALANCE SHEETS AND CONSOLIDATED STATEMENTS OF EARNINGS AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

1,000

|             | 6-MOS   |         |
|-------------|---------|---------|
| MAR-31-1997 |         |         |
| SEP-30-1996 |         | 822     |
|             | 0       |         |
|             | 67,754  |         |
|             | 4,025   |         |
|             | 0       |         |
|             | 75,241  | 184,325 |
|             | 73,849  |         |
|             | 269,357 |         |
| 40,736      |         | 81,581  |
|             | 0       |         |
|             |         | 0       |
|             |         | 2,624   |
|             |         | 131,664 |
| 269,357     |         | 0       |
|             | 191,500 |         |
|             |         | 0       |
|             | 169,905 |         |
|             | 2,786   |         |
|             | 0       |         |
|             | 1,724   |         |
|             | 17,085  |         |
|             | 6,577   |         |
| 10,508      |         |         |
|             | 0       |         |
|             | 0       |         |
|             |         | 0       |
|             | 10,508  |         |
|             | .18     |         |
|             | .18     |         |

A RESTATED ART. 5 FDS FOR THE FIRST QUARTER 10-Q WAS NECESSITATED BY THE TWO-FOR-ONE STOCK SPLIT EFFECTED AS A STOCK DIVIDEND ON NOVEMBER 11, 1996. THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED BALANCE SHEETS AND CONSOLIDATED STATEMENTS OF EARNINGS AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

1,000

|             | 3-MOS   |             |
|-------------|---------|-------------|
| MAR-31-1997 |         | JUN-30-1996 |
|             |         | 536         |
|             | 0       |             |
|             | 58,094  |             |
|             | 4,489   |             |
|             | 0       |             |
|             | 65,443  |             |
|             |         | 171,606     |
|             | 68,783  |             |
|             | 251,880 |             |
| 40,274      |         |             |
|             |         | 72,544      |
| 0           |         |             |
|             |         | 0           |
|             |         | 2,613       |
|             |         | 124,044     |
| 251,880     |         |             |
|             |         | 0           |
|             | 93,953  |             |
|             |         | 0           |
|             | 84,742  |             |
|             | 1,492   |             |
|             | 0       |             |
|             | 818     |             |
|             | 6,901   |             |
|             | 2,656   |             |
| 4,245       |         |             |
|             | 0       |             |
|             | 0       |             |
|             |         | 0           |
|             | 4,245   |             |
|             | .07     |             |
|             | .07     |             |

A RESTATED ART. 5 FDS FOR THE 1996 10-K WAS NECESSITATED BY THE TWO-FOR-ONE STOCK SPLIT EFFECTED AS A STOCK DIVIDEND ON NOVEMBER 11, 1996. THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED FINANCIAL STATEMENTS AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

0000733269  
Acxiom Corporation  
1,000

|             | 12-MOS      |         |
|-------------|-------------|---------|
| MAR-31-1996 |             |         |
|             | MAR-31-1996 |         |
|             |             | 3,469   |
|             |             | 0       |
|             | 44,474      |         |
|             | 1,880       |         |
|             |             | 0       |
|             | 54,014      |         |
|             |             | 153,224 |
|             | 64,123      |         |
|             | 194,049     |         |
| 31,159      |             |         |
|             |             | 26,885  |
|             | 0           |         |
|             |             | 0       |
|             |             | 2,435   |
|             |             | 120,306 |
| 194,049     |             |         |
|             |             | 0       |
|             | 269,902     |         |
|             |             | 0       |
|             | 238,244     |         |
|             | 399         |         |
|             |             | 0       |
|             | 1,863       |         |
|             | 29,396      |         |
|             |             | 11,173  |
| 18,223      |             |         |
|             |             | 0       |
|             |             | 0       |
|             |             | 0       |
|             | 18,223      |         |
|             | .35         |         |
|             | .35         |         |

A RESTATED ART. 5 FDS FOR THE THIRD QUARTER 10-Q WAS NECESSITATED BY THE TWO-FOR-ONE STOCK SPLIT EFFECTED AS A STOCK DIVIDEND ON NOVEMBER 11, 1996. THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED BALANCE SHEETS AND CONSOLIDATED STATEMENTS OF EARNINGS AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

1,000

|         | 9-MOS       |             |
|---------|-------------|-------------|
|         | MAR-31-1996 | DEC-31-1995 |
|         |             | 1,906       |
|         |             | 0           |
|         | 48,563      | 0           |
|         |             | 0           |
|         | 53,820      | 156,912     |
|         | 70,107      |             |
|         | 188,134     |             |
|         | 29,759      | 32,736      |
|         | 0           | 0           |
|         |             | 2,427       |
|         |             | 113,744     |
| 188,134 |             | 0           |
|         | 192,873     | 0           |
|         | 170,482     |             |
|         | 226         |             |
|         | 0           |             |
|         | 1,177       |             |
|         | 20,988      |             |
|         |             | 7,968       |
|         | 13,020      | 0           |
|         |             | 0           |
|         |             | 0           |
|         | 13,020      |             |
|         | .25         |             |
|         | .25         |             |

A RESTATED ART. 5 FDS FOR THE SECOND QUARTER 10-Q WAS NECESSITATED BY THE TWO-FOR-ONE STOCK SPLIT EFFECTED AS A STOCK DIVIDEND ON NOVEMBER 11, 1996. THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED BALANCE SHEETS AND CONSOLIDATED STATEMENTS OF EARNINGS AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

1,000

|         | 6-MOS       |             |
|---------|-------------|-------------|
|         | MAR-31-1996 | SEP-30-1995 |
|         |             | 1,592       |
|         |             | 0           |
|         | 40,657      | 0           |
|         |             | 0           |
|         | 45,225      | 151,664     |
|         | 67,016      |             |
|         | 174,859     |             |
| 27,404  |             | 29,280      |
|         | 0           | 0           |
|         |             | 2,412       |
|         |             | 107,055     |
| 174,859 |             | 0           |
|         | 121,558     | 0           |
|         | 108,699     |             |
|         | 151         |             |
|         | 0           |             |
|         | 938         |             |
|         | 11,770      |             |
|         | 4,562       |             |
| 7,208   |             | 0           |
|         | 0           |             |
|         |             | 0           |
|         | 7,208       |             |
|         | .14         |             |
|         | .14         |             |

A RESTATED ART. 5 FDS FOR THE FIRST QUARTER 10-Q WAS NECESSITATED BY THE TWO-FOR-ONE STOCK SPLIT EFFECTED AS A STOCK DIVIDEND ON NOVEMBER 11, 1996. THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED BALANCE SHEETS AND CONSOLIDATED STATEMENTS OF EARNINGS AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

1,000

|             | 3-MOS       |  |
|-------------|-------------|--|
| MAR-31-1996 | JUN-30-1995 |  |
|             | 1,741       |  |
|             | 0           |  |
|             | 39,298      |  |
|             | 0           |  |
|             | 0           |  |
|             | 43,813      |  |
|             | 139,680     |  |
|             | 63,144      |  |
|             | 160,268     |  |
| 25,151      |             |  |
|             | 21,187      |  |
| 0           |             |  |
|             | 0           |  |
|             | 2,410       |  |
|             | 102,656     |  |
| 160,268     |             |  |
|             | 0           |  |
|             | 59,182      |  |
|             | 0           |  |
|             | 53,665      |  |
|             | 67          |  |
|             | 0           |  |
|             | 392         |  |
|             | 5,058       |  |
|             | 1,922       |  |
| 3,136       |             |  |
|             | 0           |  |
|             | 0           |  |
|             | 0           |  |
|             | 3,136       |  |
|             | .06         |  |
|             | .06         |  |

A RESTATED ART. 5 FDS FOR THE 1995 10-K WAS NECESSITATED BY THE TWO-FOR-ONE STOCK SPLIT EFFECTED AS A STOCK DIVIDEND ON NOVEMBER 11, 1996. THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED FINANCIAL STATEMENTS AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

1,000

|             | 12-MOS  |         |
|-------------|---------|---------|
| MAR-31-1995 |         |         |
| MAR-31-1995 |         | 3,149   |
|             | 0       |         |
|             | 37,764  |         |
|             | 2,143   |         |
|             | 0       |         |
|             | 43,517  |         |
|             |         | 123,321 |
|             | 55,902  |         |
|             | 148,170 |         |
| 24,964      |         |         |
|             |         | 18,219  |
| 0           |         |         |
|             |         | 0       |
|             |         | 2,308   |
|             |         | 94,869  |
| 148,170     |         |         |
|             |         | 0       |
|             | 202,448 |         |
|             |         | 0       |
|             | 179,383 |         |
|             | 602     |         |
|             | 0       |         |
|             | 2,388   |         |
|             | 20,075  |         |
|             |         | 7,670   |
| 12,405      |         |         |
|             | 0       |         |
|             | 0       |         |
|             |         | 0       |
|             | 12,405  |         |
|             | .27     |         |
|             | .27     |         |

A RESTATED ART. 5 FDS FOR THE THIRD QUARTER 10-Q WAS NECESSITATED BY THE TWO-FOR-ONE STOCK SPLIT EFFECTED AS A STOCK DIVIDEND ON NOVEMBER 11, 1996. THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED BALANCE SHEETS AND CONSOLIDATED STATEMENTS OF EARNINGS AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

1,000

|             | 9-MOS   |  |
|-------------|---------|--|
| MAR-31-1995 |         |  |
| DEC-31-1994 |         |  |
|             | 5,088   |  |
|             | 0       |  |
|             | 38,874  |  |
|             | 0       |  |
|             | 0       |  |
|             | 44,992  |  |
|             | 117,038 |  |
|             | 52,699  |  |
|             | 146,236 |  |
| 23,700      |         |  |
|             | 24,126  |  |
| 0           |         |  |
|             | 0       |  |
|             | 1,150   |  |
|             | 90,824  |  |
| 146,236     |         |  |
|             | 0       |  |
|             | 147,476 |  |
|             | 0       |  |
|             | 130,973 |  |
|             | 808     |  |
|             | 0       |  |
|             | 1,876   |  |
|             | 13,819  |  |
|             | 5,389   |  |
| 8,430       |         |  |
|             | 0       |  |
|             | 0       |  |
|             | 0       |  |
|             | 8,430   |  |
|             | .19     |  |
|             | .19     |  |



A RESTATED ART. 5 FDS FOR THE SECOND QUARTER 10-Q WAS NECESSITATED BY THE TWO-FOR-ONE STOCK SPLIT EFFECTED AS A STOCK DIVIDEND ON NOVEMBER 11, 1996. THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED BALANCE SHEETS AND CONSOLIDATED STATEMENTS OF EARNINGS AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

1,000

|             | 6-MOS   |  |
|-------------|---------|--|
| MAR-31-1995 |         |  |
| SEP-30-1994 |         |  |
|             | 1,128   |  |
|             | 0       |  |
|             | 34,005  |  |
|             | 0       |  |
|             | 0       |  |
|             | 36,730  |  |
|             | 109,806 |  |
|             | 48,370  |  |
|             | 125,448 |  |
| 20,677      |         |  |
|             | 23,355  |  |
| 0           |         |  |
|             | 0       |  |
|             | 1,099   |  |
|             | 74,583  |  |
| 125,448     |         |  |
|             | 0       |  |
|             | 94,734  |  |
|             | 0       |  |
|             | 85,668  |  |
|             | 745     |  |
|             | 0       |  |
|             | 1,257   |  |
|             | 7,064   |  |
|             | 2,755   |  |
| 4,309       |         |  |
|             | 0       |  |
|             | 0       |  |
|             | 0       |  |
|             | 4,309   |  |
|             | .10     |  |
|             | .10     |  |