

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 1
to
FORM S-8
REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933

ACXIOM CORPORATION
(Exact name of registrant as specified in charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

71-0581897
(I.R.S. Employer
Identification No.)

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

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

Acxiom Corporation
U.K. Share Option Scheme
(Full title of the plan)

Charles D. Morgan
Chairman of the Board and President (Company Leader)
P.O. Box 2000, 301 Industrial Boulevard
Conway, Arkansas 72033-2000
501-336-1000
(Name, address and telephone number, including
area code, of agent for service)

Acxiom Corporation is amending this registration statement to de-register 4,000,000 of the 5,600,000 shares of Company common stock originally registered on November 5, 1990 for issuance under the Company's U.K. Share Option Scheme. Acxiom will transfer the de-registered shares (including the fee paid to register such shares) to a registration statement covering shares to be issued under Acxiom's Key Associate Stock Option Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Conway, State of Arkansas, on the 21st day of May, 1999.

ACXIOM CORPORATION

/s/ Catherine L. Hughes

Catherine L. Hughes
Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 21st day of May, 1999.

/s/ Robert S. Bloom*

Robert S. Bloom

Chief Financial Officer
(Principal accounting officer)

/s/ Dr. Ann H. Die*

Dr. Ann H. Die

Director

/s/ William T. Dillard II*

William T. Dillard II

Director

/s/ Harry C. Gambill*

Harry C. Gambill

Director

/s/ Rodger S. Kline*

Rodger S. Kline

Chief Operating Officer,
Treasurer and Director
(Principal financial officer)

/s/ Charles D. Morgan*

Charles D. Morgan

Chairman of the Board and President
(Company Leader) (Principal executive officer)

/s/ Robert A. Pritzker*

Robert A. Pritzker

Director

/s/ James T. Womble*

James T. Womble

Division Leader and Director

*By: /s/ Catherine L. Hughes

Catherine L. Hughes
Attorney-in-Fact