

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

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

ACXIOM CORPORATION
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation or Organization)

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

P. O. Box 8180
1 Information Way
Little Rock, Arkansas 72203-8180
501-342-1000
(Address of Principal Executive Offices)

2005 Equity Compensation Plan
of Acxiom Corporation
(Full Title of the Plan)

Charles D. Morgan
Interim Company Leader
Acxiom Corporation
P.O. Box 8180, 1 Information Way
Little Rock, Arkansas 72203-8180
501-342-1000
(Name and Address of Agent for Service)

Copies of all correspondence to:

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

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$.10 Par Value (1)	7,000,000 (2)	\$10.02 (3)	\$70,140,000.00 (3)	\$2,756.50

- (1) Preferred Stock Purchase Rights of Acxiom Corporation are attached to and trade with the Acxiom Common Stock.
- (2) Pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan(s) described herein.
- (3) The registration fee has been computed in accordance with paragraphs (c) and (h) of Rule 457, based upon the average of the high and low sales prices of shares of Acxiom's Common Stock as reported by NASDAQ on January 11, 2008.

EXPLANATORY NOTE

This registration statement on Form S-8 is filed by Acxiom Corporation (the "Registrant") pursuant to General Instruction E to Form S-8 to register an additional 7,000,000 shares of Common Stock that may be issued to participants under the 2005 Equity Compensation Plan of Acxiom Corporation (the "Plan"). The contents of the registration statement on Form S-8, file number 333-40114 previously filed by the Registrant and relating to the registration of shares of Common Stock for issuance under the Plan, are hereby incorporated by reference to this registration statement in accordance with General Instruction E to Form S-8.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

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

- (a) The Registrant's Annual Report on Form 10-K for its fiscal year ended March 31, 2007, originally filed with the Commission on May 30, 2007 and amended on July 30, 2007 (Commission File No. 000-13163);
- (b) The Registrant's Quarterly Report on Form 10-Q for its fiscal quarter ended June 30, 2007, filed with the Commission on August 9, 2007 (Commission File No. 000-13163);
- (c) The Registrant's Quarterly Report on Form 10-Q for its fiscal quarter ended September 30, 2007, filed with the Commission on November 8, 2007 (Commission File No. 000-13163);
- (d) The Registrant's Current Reports on Form 8-K, filed with the Commission on December 21, 2007, November 13, 2007, October 29, 2007, October 12, 2007, October 11, 2007, October 5, 2007, October 1, 2007, May 22, 2007, May 17, 2007 (each, Commission File No. 000-13163); and
- (e) The Registrant's Registration Statement on Form S-8 relating to the Plan, filed with the Commission on August 24, 2004 (Commission File No. 333-40114).

In addition, all documents subsequently filed with the Commission by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold under this registration statement (other than Current Reports on Form 8-K containing Regulation FD Disclosure furnished under Item 7.01 or Results of Operations and Financial Condition disclosure furnished under Item 2.02 and exhibits relating to such disclosures, unless otherwise specifically stated in such Current Report on Form 8-K), shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such earlier statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 8. Exhibits

- 5.1 Opinion of Kutak Rock LLP as to the legality of the shares being registered (filed herewith).
 - 23.1 Consent of Kutak Rock LLP (included in Exhibit 5.1)
 - 23.2 Consent of KPMG LLP (filed herewith)
 - 24 Powers of Attorney (filed herewith)
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Little Rock, State of Arkansas, on January 16, 2008.

ACXIOM CORPORATION

By: /s/ Catherine L. Hughes
Name: Catherine L. Hughes
Title: Corporate Governance Officer and
Secretary

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities indicated on January 16, 2007.

<u>Signature</u>	<u>Title</u>
<u>William T. Dillard II*</u> William T. Dillard II	Director
<u>Michael J. Durham*</u> Michael J. Durham	Non-Executive Chairman of the Board
<u>Mary L. Good*</u>	Director
<u>Ann Die Hasselmo*</u> Ann Die Hasselmo	Director
<u>William J. Henderson*</u> William J. Henderson	Director
<u>Thomas F. McLarty, III*</u> Thomas F. McLarty, III	Director
<u>Charles D. Morgan*</u> Charles D. Morgan	Interim Company Leader (principal executive officer)
<u>Stephen M. Patterson*</u> Stephen M. Patterson	Director
<u>Kevin M. Twomey*</u> Kevin M. Twomey	Director

Jeffrey W. Ubben*
Jeffrey W. Ubben

Director

R. Halsey Wise*
R. Halsey Wise

Director

Christopher W. Wolf*
Christopher W. Wolf

Chief Financial Officer
(principal financial and accounting officer)

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

INDEX TO EXHIBITS

<u>Number</u>	<u>Exhibit</u>	
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24	Powers of Attorney (filed herewith)	

January 16, 2008

Acxiom Corporation
1 Information Way
P. O. Box 8180
Little Rock, Arkansas 72203 - 8180

Re: REGISTRATION ON FORM S-8 OF SHARES OF COMMON STOCK PAR VALUE \$0.10 PER SHARE, OFFERED PURSUANT TO THE
2005 EQUITY COMPENSATION PLAN OF ACXIOM CORPORATION

Ladies and Gentlemen:

We are acting as counsel to Acxiom Corporation, a Delaware corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended, of up to 7,000,000 additional shares (the "Shares") of common stock, par value \$0.10 per share, of the Company issuable under the 2005 Equity Compensation Plan of Acxiom Corporation (the "Plan").

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

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

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

Very truly yours,

/s/ Kutak Rock LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors

Acxiom Corporation:

We consent to the use of our reports dated May 25, 2007, with respect to the consolidated balance sheets of Acxiom Corporation as of March 31, 2007 and 2006, and the related consolidated statements of operations, stockholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended March 31, 2007, management's assessment of the effectiveness of internal control over financial reporting as of March 31, 2007, and the effectiveness of internal control over financial reporting as of March 31, 2007, incorporated herein by reference.

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

/s/ KPMG LLP

Dallas, Texas
January 15, 2008

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, a director or officer, or both, of Acxiom Corporation ("the Company"), acting pursuant to authorization of the Board of Directors of the Company, hereby appoints Catherine L. Hughes, Jerry C. Jones and Christopher W. Wolf, or any one of them, attorneys-in-fact and agents for me and in my name and on my behalf, individually and as a director or officer, or both, of the Company, to sign a Registration Statement on Form S-8, together with all necessary exhibits, and any amendments (including post effective amendments) and supplements thereto, to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, with respect to the issuance and sale of up to 7,000,000 shares of common stock, \$.10 par value, of Acxiom to be issued and delivered in accordance with the 2005 Equity Compensation Plan of Acxiom Corporation, and generally to do and perform all things necessary to be done in connection with the foregoing as fully in all respects as I could do personally.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 26th day of October, 2007.

Signed: /s/ William T. Dillard II
Name: WILLIAM T. DILLARD II

Signed: /s/ Michael J. Durham
Name: MICHAEL J. DURHAM

Signed: /s/ Mary L. Good
Name: MARY L. GOOD

Signed: /s/ Ann Die hasselmo
Name: ANN DIE HASSELMO

Signed: /s/ William J. Henderson
Name: WILLIAM J. HENDERSON

Signed: /s/ Thomas F. (Mack) McLarty, III
Name: THOMAS F. (MACK) McLARTY, III

Signed: /s/ Charles D. Morgan
Name: CHARLES D. MORGAN

Signed: /s/ Stephen M. Patterson
Name: STEPHEN M. PATTERSON

Signed: /s/ Jeffrey W. Ubben
Name: JEFFREY W. UBBEN

Signed: /s/ R. Halsey Wise
Name: R. HALSEY WISE

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, a director or officer, or both, of Acxiom Corporation ("the Company"), acting pursuant to authorization of the Board of Directors of the Company, hereby appoints Catherine L. Hughes, Jerry C. Jones and Christopher W. Wolf, or any one of them, attorneys-in-fact and agents for me and in my name and on my behalf, individually and as a director or officer, or both, of the Company, to sign a Registration Statement on Form S-8, together with all necessary exhibits, and any amendments (including post effective amendments) and supplements thereto, to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, with respect to the issuance and sale of up to 7,000,000 shares of common stock, \$.10 par value, of Acxiom to be issued and delivered in accordance with the 2005 Equity Compensation Plan of Acxiom Corporation, and generally to do and perform all things necessary to be done in connection with the foregoing as fully in all respects as I could do personally.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 9th day of January, 2008.

Signed: /s/ Kevin M. Twomey
Name: KEVIN M. TWOMEY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, as Chief Financial Officer of Acxiom Corporation ("the Company"), acting pursuant to authorization of the Board of Directors of the Company, hereby appoint Catherine L. Hughes and Jerry C. Jones, or any one of them, attorneys-in-fact and agents for me and in my name and on my behalf, individually and as an officer of the Company, to sign a Registration Statement on Form S-8, together with all necessary exhibits, and any amendments (including post effective amendments) and supplements thereto, to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, with respect to the issuance and sale of up to 7,000,000 shares of common stock, \$.10 par value, of Acxiom to be issued and delivered in accordance with the 2005 Equity Compensation Plan of Acxiom Corporation, and generally to do and perform all things necessary to be done in connection with the foregoing as fully in all respects as I could do personally.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 10th day of January, 2008.

Signed: /s/ Christopher W. Wolf
Name: Christopher W. Wolf
Title: Chief Financial Officer