

**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)

**301 E. Dave Ward Drive**  
**Conway, Arkansas**  
(Address of Principal Executive Offices)

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

**72032**  
(Zip Code)

**ACXIOM CORPORATION  
RETIREMENT SAVINGS PLAN**  
(Full title of the plan)

**Jerry C. Jones**  
**Chief Ethics and Legal Officer,**  
**Executive Vice President and Assistant Secretary**  
**301 E. Dave Ward Drive**  
**Conway, Arkansas 72032**  
(Name and address of agent for service)

**501-342-1000**  
(Telephone number, including area code, of agent for service)

Copies of all correspondence to:

**Geoffrey D. Neal**  
**Kutak Rock LLP**  
**124 West Capitol Avenue, Suite 2000**  
**Little Rock, Arkansas 72201**  
**(501) 975-3000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered <sup>(1)(2)</sup>	Proposed maximum offering price per share <sup>(3)</sup>	Proposed maximum aggregate offering price <sup>(3)</sup>	Amount of registration fee
Common Stock, \$.10 Par Value	600,000	\$27.60	\$16,560,000	\$2,061.72 <sup>(4)</sup>

- (1) An indeterminate amount of plan interests to be offered or sold under the employee benefit plan was previously registered by the registrant on a Registration Statement on Form S-8 (File No. 333-57470), filed with the Securities and Exchange Commission on March 23, 2001, and is incorporated by reference herein.
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an indeterminate amount of shares of the registrant's Common Stock that may be offered or sold as a result of any adjustments based on stock splits, stock dividends or similar events provided under the employee benefit plan described above.
- (3) Calculated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and (h) under the Securities Act, based upon the average of the high and low sales prices of the shares of the registrant's Common Stock as reported on the NASDAQ Global Select Market on March 2, 2018.
- (4) Calculated in accordance with Section 6 of the Securities Act and Rule 457 under the Securities Act by multiplying 0.0001245 by the proposed maximum aggregate offering price.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Acxiom Corporation (the “Registrant”) pursuant to General Instruction E to Form S-8 to register an additional 600,000 shares of Common Stock that may be issued to participants under the Acxiom Corporation Retirement Savings Plan (the “Plan”). The contents of the Registration Statements on Form S-8, file numbers 333-57470, 333-136919, 333-158005 and 333-221162, 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.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Certain Documents by Reference.

The following documents filed by the Registrant 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, 2017, filed with the Commission on May 26, 2017;
- (b) The Registrant’s quarterly reports on Form 10-Q for its fiscal quarters ended June 30, 2017, September 30, 2017 and December 31, 2017, filed with the Commission on August 4, 2017, November 3, 2017 and February 7, 2018, respectively;
- (c) The Registrant’s current reports on Form 8-K, filed with the Commission on April 21, 2017, May 22, 2017, June 21, 2017, June 22, 2017, July 21, 2017, August 11, 2017, August 21, 2017, September 15, 2017, September 21, 2017, October 23, 2017, November 21, 2017, December 21, 2017, January 22, 2018 and February 21, 2018; and
- (d) The description of the Registrant’s Common Stock contained in the Registration Statement on Form 8-A of CCX Network, Inc. dated February 4, 1985, including any amendment or report filed with the Commission for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”) after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, 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 in a document incorporated or deemed to be incorporated by reference in this Registration Statement will be deemed to be modified or superseded to the extent that a statement contained in this Registration Statement or in any other later filed document that also is or is deemed to be incorporated by reference modifies or supersedes such statement. Any statement modified or superseded will not be deemed, except as so modified or superseded, to be a part of this Registration Statement.

#### Item 8. Exhibits.

<u>Number</u>	<u>Exhibit</u>
5.1*	<a href="#">Opinion of Kutak Rock LLP as to the legality of the shares being registered</a>
23.1*	<a href="#">Consent of Kutak Rock LLP (included in the opinion in Exhibit 5.1)</a>
23.2*	<a href="#">Consent of KPMG LLP</a>
24.1*	<a href="#">Powers of Attorney</a>

\* Filed herewith

The Registrant will submit or has submitted the Plan and any amendment thereto to the Internal Revenue Service (“IRS”) in a timely manner and has made or will make all changes required by the IRS in order to qualify the 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 Little Rock, State of Arkansas, on March 8, 2018.

### ACXIOM CORPORATION

By: /s/ Jerry C. Jones  
Jerry C. Jones  
Chief Ethics and Legal Officer, Executive Vice President  
and Assistant Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities indicated, as of March 8, 2018:

<u>Signature</u>	<u>Title</u>
<u>/s/ John L. Battelle*</u> John L. Battelle	Director
<u>/s/ Tim R. Cadogan*</u> Tim R. Cadogan	Director
<u>/s/ William T. Dillard II*</u> William T. Dillard II	Director
<u>/s/ Richard P. Fox*</u> Richard P. Fox	Director
<u>/s/ Jerry Gramaglia*</u> Jerry Gramaglia	Director (Non-Executive Chairman of the Board)
<u>/s/ William J. Henderson*</u> William J. Henderson	Director
<u>/s/ Scott E. Howe*</u> Scott E. Howe	Director and Chief Executive Officer (principal executive officer)
<u>/s/ Clark M. Kokich*</u> Clark M. Kokich	Director
<u>/s/ Debora B. Tomlin*</u> Debora B. Tomlin	Director
<u>/s/ Warren C. Jenson*</u> Warren C. Jenson	Chief Financial Officer & Executive Vice President (principal financial and accounting officer)

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

## OPINION OF KUTAK ROCK LLP

March 8, 2018

Acxiom Corporation  
301 E. Dave Ward Drive  
Conway, Arkansas 72032

Re: REGISTRATION ON FORM S-8 OF SHARES OF COMMON STOCK, \$.10 PAR VALUE PER SHARE, OF ACXIOM CORPORATION

Ladies and Gentlemen:

We have acted as counsel to Acxiom Corporation, a Delaware corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), to register an aggregate of 600,000 shares of Common Stock, \$.10 par value per share, of the Company (the "Shares") issuable under the Acxiom Corporation Retirement Savings Plan (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 (a) the due authorization, execution and delivery of the Plan, (b) that all signatures on all certificates and other documents examined by us are genuine, and that, where any such signature purports to have been made in a corporate, governmental or other capacity, the person who affixed such signature to such certificate or other document had authority to do so, and (c) 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.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion is furnished to you in connection with the filing of the Registration Statement.

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 report with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting incorporated by reference herein.

/s/ KPMG LLP

Dallas, Texas  
March 7, 2018

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, a director or officer, or both, of Acxiom Corporation (“Acxiom”), acting pursuant to authorization of the Board of Directors of Acxiom, hereby appoints Catherine L. Hughes and Jerry C. Jones, or any one of them, attorneys-in-fact and agents for me and in my name and on my behalf, individually and as a director or officer, or both, of Acxiom, 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 600,000 shares of Common Stock, \$.10 par value per share, of Acxiom to be issued and delivered in accordance with the Acxiom Corporation Retirement Savings Plan (the “Plan”); and (ii) an indeterminate number of interests to be offered or sold pursuant to the Plan, 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 13th day of February, 2018.

Signed: /s/ John L. Battelle  
Name: JOHN L. BATTELLE, Director

Signed: /s/ Timothy R. Cadogan  
Name: TIMOTHY R. CADOGAN, Director

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

Signed: /s/ Richard P. Fox  
Name: RICHARD P. FOX, Director

Signed: /s/ Jerry D. Gramaglia  
Name: JERRY D. GRAMAGLIA, Director  
(Non-Executive Chairman of the Board)

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

Signed: /s/ Scott E. Howe  
Name: SCOTT E. HOWE, Director and Chief Executive Officer (principal executive officer)

Signed: /s/ Clark M. Kokich  
Name: CLARK M. KOKICH, Director

Signed: /s/ Debora B. Tomlin  
Name: DEBORA B. TOMLIN, Director

Signed: /s/ Warren C. Jenson  
Name: WARREN C. JENSON, Chief Financial Officer & Executive Vice President (principal financial and accounting officer)