SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): January 31, 2002

ACXIOM CORPORATION (Exact Name of Registrant as Specified in Charter)

Delaware 0-13163 71-0581897 (State of Incorporation) (Commission File Number) (IRS Employer Identification No.)

P.O. BOX 8180, 1 INFORMATION WAY, LITTLE ROCK, ARKANSAS 72203-8180 (Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (501) 342-1000

NOT APPLICABLE (Former Name or Former Address, if Changed Since Last Report)

ITEM 5. Other Events and Regulation FD Disclosure.

Pursuant to Rule 135c of the Securities Act of 1933, as amended, Acxiom Corporation hereby files its News Release dated January 31, 2002, announcing the pricing of its convertible subordinated notes and announcing an increase in the amount of the convertible subordinated notes offering, attached as Exhibit 99.

ITEM 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

99 Text of the Press Release.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Acxiom Corporation

Date: February 1, 2002

Catherine L. Hughes Secretary and Corporate Counsel For more information, contact Robert S. Bloom Financial Relations Leader Acxiom Corporation (501) 342-1321

Acxiom® Announces Agreement to Sell \$160 Million of Convertible Subordinated Notes

LITTLE ROCK, Ark.--January 31, 2002--Acxiom® Corporation (Nasdaq: ACXM) announced today that it has entered into a purchase agreement for the sale of \$160 million of 3.75% Convertible Subordinated Notes due 2009. The size of the transaction was increased from the previously announced principal amount of approximately \$150 million. The initial purchasers have an option to purchase up to an additional \$15 million of notes to cover over-allotments.

The notes will be issued at 100% of the principal amount. The offering is being made to qualified institutional buyers pursuant to Rule 144A of the Securities Act of 1933 and is expected to close on February 6, 2002. The notes, due February 2009, are convertible into shares of Acxiom common stock at the option of the holder at a conversion price of \$18.25. The notes accrue interest that will be payable semiannually. The notes are redeemable at Acxiom's option beginning in 2005 and investors have a put option available in 2007.

The Company intends to use the net proceeds from the offering to repay existing indebtedness, including the redemption of its outstanding \$115 million 5.25% convertible subordinated notes due 2003 and the repayment of its \$25.7 million 6.92% senior notes due 2007. The purpose of the offering is to improve the Company's capital structure by replacing near-term obligations with long-term obligations. The offering also allows the Company to replace higher cost debt with lower cost debt. Simultaneously with the closing of the offering, the Company intends to amend and restate its \$265 million revolving credit facility to a \$175 million credit facility and extend the maturity of the facility from December 2002 to January 2005.

The notes, and the common stock issuable upon conversion of the notes, have not been registered under the Securities Act of 1933, or any state securities laws, and may not be offered or sold in the United States except pursuant to an effective registration statement or an exemption from the registration requirements of the Securities Act of 1933 and applicable state securities laws.

This news release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities law of any such state or jurisdiction.

This press release contains forward-looking statements that are subject to certain risks and uncertainties that could cause actual results to differ materially. Such statements include statements relating to Acxiom's plans to close the offering of convertible notes and the terms of the notes. Among the factors that may cause actual results to differ from those expressed in, or implied by the statements include: risks associated with the satisfaction of conditions to the closing of the offering that are customary for a transaction of this type, including the absence of an announcement by a ratings agency of a downgrade or intention to downgrade with respect to Acxiom, the absence of an suspension or material limitation on the trading of Acxiom's common stock on the Nasdaq. Acxiom undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.