

Registration No. 333-_____

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
(Address of principal executive offices) (Zip Code)

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

Amended and Restated Key Associate
Stock Option Plan of
Acxiom Corporation
(Full title of the plan)

Charles D. Morgan
Chairman of the Board and President
(Company Leader)
Acxiom Corporation
P.O. Box 8180, 1 Information Way
Little Rock, Arkansas 72203
501-342-1000
(Name, address and telephone number, including
area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, (par value \$.10)	10,147,136(1)(2)	(2)	(2)	(2)

(1) The Registration Statement also includes an indeterminable number of additional shares that may become issuable pursuant to the anti-dilution adjustment provisions of the Plan.

(2) 4,000,000 shares are being transferred to this registration statement from Registration Statement No. 33-37610, filed November 5, 1990. The Company previously paid a filing fee of \$2,800.00 in connection with the transferred shares. Such shares were de-registered from No. 33-37610 by a post-effective amendment. Additionally, 6,147,136 shares are being carried forward from Registration Statement No. 33-42351, filed August 23, 1991, the contents of which are incorporated herein by reference. The Company previously paid filing fees in the aggregate amount of \$2,362.50 in connection with these carried forward shares.

The contents of Registration Statement No. 33-42351, filed August 23, 1991, are incorporated herein by reference.

PART II

Item 8. Exhibits.

Number	Description
5	Opinion and Consent of Friday, Eldredge & Clark.
23.1	Consent of Friday, Eldredge & Clark (included in Exhibit 5 to this Registration Statement).
23.2	Consent of KPMG LLP.
23.3	Consent of PricewaterhouseCoopers LLP.
24	Powers of Attorney.

INDEX TO EXHIBITS

Exhibit Number -----	Exhibit -----
5	Opinion and Consent of Friday, Eldredge & Clark.
23.1	Consent of Friday, Eldredge & Clark (included in Exhibit 5 to this Registration Statement).
23.2	Consent of KPMG LLP.
23.3	Consent of PricewaterhouseCoopers LLP.
24	Powers of Attorney.

November 15, 1999

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

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission on or about the date hereof by Acxiom Corporation (the "Company") for registration under the Securities Act of 1933, as amended (the "Act"), of 10,147,136 shares of the Company's common stock, \$.10 par value per share (the "Shares"), to be offered in connection with the Company's Amended and Restated Key Associate Stock Option Plan (the "Plan").

It is our opinion that all action necessary to register the Shares under the Act will have been taken when:

a. The Registration Statement shall have become effective in accordance with the applicable provisions of the Act; and

b. Appropriate action shall have been taken by the Board of Directors of the Company for the purpose of authorizing the registration of the Shares.

It is our further opinion that the Shares will be, upon issuance against receipt of the purchase price therefore (as defined in the Plan), validly authorized, validly issued, fully paid and non-assessable. This opinion does not pass upon the matter of compliance with "Blue Sky" laws or similar laws relating to the sale or distribution of the Shares.

We are members of the Arkansas Bar and express no opinion herein as to the laws of any other State except for our opinion as to the validity of the Shares under the Delaware General Corporation Law.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement, as it may be amended, and consent to such references to our firm as are made therein.

Very truly yours,

/s/ FRIDAY, ELDREDGE & CLARK, LLP

FRIDAY, ELDREDGE & CLARK, LLP

PBB/bb

Independent Auditors' Consent

To the Board of Directors
Acxiom Corporation:

We consent to incorporation by reference in the registration statement on Form S-8 filed herewith of Acxiom Corporation of our report dated May 28, 1999, relating to the consolidated balance sheets of Acxiom Corporation and subsidiaries as of March 31, 1999 and 1998, and the related consolidated statements of operations, stockholders' equity and cash flows for each of the years in the three-year period ended March 31, 1999, which is incorporated by reference in the March 31, 1999 annual report on Form 10-K of Acxiom Corporation. We also consent to incorporation by reference in the above-mentioned registration statement of our report dated May 28, 1999, relating to the consolidated financial statement schedule, which report appears in the March 31, 1999 annual report on Form 10-K of Acxiom Corporation.

KPMG LLP

/s/ KPMG LLP

Little Rock, Arkansas
November 15, 1999

Consent of Independent Accountants

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Acxiom Corporation of our report dated November 1, 1996 which appears in the Annual Report on Form 10-K of Acxiom Corporation for the year ended March 31, 1999, relating to the consolidated statements of operations, of stockholders' equity and of cash flows of May & Speh, Inc. for the year ended September 30, 1996 (not presented separately therein).

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chicago, Illinois
November 15, 1999

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officer of Acxiom Corporation, a Delaware corporation (the "Company"), does hereby constitute and appoint Catherine L. Hughes as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him and in his name, place and stead, in his capacity as the principal accounting officer of the Company, to sign the Company's Registration Statement on Form S-8 relating to the Amended and Restated Key Associate Stock Option Plan of Acxiom Corporation and its Subsidiaries, together with any amendments thereto, and to file the same, together with any exhibits and all other documents related thereto, with the Securities and Exchange Commission, granting to said attorney-in-fact and agent, full power and authority to do and perform each and any act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as the undersigned might or could do in person, duly ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue of the power herein granted.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this date.

Signature:

/s/ Robert S. Bloom

Robert S. Bloom

Date: January 19, 1999

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of Acxiom Corporation, a Delaware corporation (the "Company"), does hereby constitute and appoint Catherine L. Hughes as her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for her and in her name, place and stead, in her capacity as a director of the Company, to sign the Company's Registration Statement on Form S-8 relating to the Amended and Restated Key Associate Stock Option Plan of Acxiom Corporation and its Subsidiaries, together with any amendments thereto, and to file the same, together with any exhibits and all other documents related thereto, with the Securities and Exchange Commission, granting to said attorney-in-fact and agent, full power and authority to do and perform each and any act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as the undersigned might or could do in person, duly ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue of the power herein granted.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand this date.

Signature:

/s/ Dr. Ann H. Die

Dr. Ann H. Die

Date: November 9, 1998

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of Acxiom Corporation, a Delaware corporation (the "Company"), does hereby constitute and appoint Catherine L. Hughes as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him and in his name, place and stead, in his capacity as a director of the Company, to sign the Company's Registration Statement on Form S-8 relating to the Amended and Restated Key Associate Stock Option Plan of Acxiom Corporation and its Subsidiaries, together with any amendments thereto, and to file the same, together with any exhibits and all other documents related thereto, with the Securities and Exchange Commission, granting to said attorney-in-fact and agent, full power and authority to do and perform each and any act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as the undersigned might or could do in person, duly ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue of the power herein granted.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this date.

Signature:

/s/ William T. Dillard II

William T. Dillard II

Date: November 9, 1998

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of Acxiom Corporation, a Delaware corporation (the "Company"), does hereby constitute and appoint Catherine L. Hughes as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him and in his name, place and stead, in his capacity as a director of the Company, to sign the Company's Registration Statement on Form S-8 relating to the Amended and Restated Key Associate Stock Option Plan of Acxiom Corporation and its Subsidiaries, together with any amendments thereto, and to file the same, together with any exhibits and all other documents related thereto, with the Securities and Exchange Commission, granting to said attorney-in-fact and agent, full power and authority to do and perform each and any act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as the undersigned might or could do in person, duly ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue of the power herein granted.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this date.

Signature:

/s/ Harry C. Gambill

Harry C. Gambill

Date: November 12, 1998

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director and officer of Acxiom Corporation, a Delaware corporation (the "Company"), does hereby constitute and appoint Catherine L. Hughes as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him and in his name, place and stead, in his capacity as a director and principal financial officer of the Company, to sign the Company's Registration Statement on Form S-8 relating to the Amended and Restated Key Associate Stock Option Plan of Acxiom Corporation and its Subsidiaries, together with any amendments thereto, and to file the same, together with any exhibits and all other documents related thereto, with the Securities and Exchange Commission, granting to said attorney-in-fact and agent, full power and authority to do and perform each and any act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as the undersigned might or could do in person, duly ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue of the power herein granted.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this date.

Signature:

/s/ Rodger S. Kline

Rodger S. Kline

Date: January 26, 1999

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director and officer of Acxiom Corporation, a Delaware corporation (the "Company"), does hereby constitute and appoint Catherine L. Hughes as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him and in his name, place and stead, in his capacity as a director and principal executive officer of the Company, to sign the Company's Registration Statement on Form S-8 relating to the Amended and Restated Key Associate Stock Option Plan of Acxiom Corporation and its Subsidiaries, together with any amendments thereto, and to file the same, together with any exhibits and all other documents related thereto, with the Securities and Exchange Commission, granting to said attorney-in-fact and agent, full power and authority to do and perform each and any act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as the undersigned might or could do in person, duly ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue of the power herein granted.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this date.

Signature:

/s/ Charles D. Morgan

Charles D. Morgan

Date: January 19, 1999

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of Acxiom Corporation, a Delaware corporation (the "Company"), does hereby constitute and appoint Catherine L. Hughes as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him and in his name, place and stead, in his capacity as a director of the Company, to sign the Company's Registration Statement on Form S-8 relating to the Amended and Restated Key Associate Stock Option Plan of Acxiom Corporation and its Subsidiaries, together with any amendments thereto, and to file the same, together with any exhibits and all other documents related thereto, with the Securities and Exchange Commission, granting to said attorney-in-fact and agent, full power and authority to do and perform each and any act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as the undersigned might or could do in person, duly ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue of the power herein granted.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this date.

Signature:

/s/ Robert A. Pritzker

Robert A. Pritzker

Date: November 11, 1998

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director and officer of Acxiom Corporation, a Delaware corporation (the "Company"), does hereby constitute and appoint Catherine L. Hughes as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him and in his name, place and stead, in his capacity as a director and officer of the Company, to sign the Company's Registration Statement on Form S-8 relating to the Amended and Restated Key Associate Stock Option Plan of Acxiom Corporation and its Subsidiaries, together with any amendments thereto, and to file the same, together with any exhibits and all other documents related thereto, with the Securities and Exchange Commission, granting to said attorney-in-fact and agent, full power and authority to do and perform each and any act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as the undersigned might or could do in person, duly ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue of the power herein granted.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this date.

Signature:

/s/ James T. Womble

James T. Womble

Date: January 25, 1999