

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**Schedule TO**  
**Amendment No. 2**

*Tender Offer Statement under Section  
14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934*

**ACXIOM CORPORATION**  
(Name of Issuer)

**ACXIOM CORPORATION**  
(Name of Filing Person (Identifying Status as Offeror, Issuer or Other Person))

**Common Stock, \$0.10 Par Value**  
(Title of Class of Securities)

**005125109**  
(CUSIP Number of Class of Securities)

**Jerry C. Jones**  
**Acxiom Corporation**  
**1 Information Way,**  
**P.O. Box 8180**  
**Little Rock, Arkansas 72203-8180**  
**Telephone (501) 342-1000**  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications on Behalf of Filing Persons)

*Copies to:*

**H. Watt Gregory, III, Esq.**  
**Kutak Rock LLP**  
**Suite 2000**  
**124 West Capitol Avenue**  
**Little Rock, Arkansas 72201**  
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**New York, New York 10017**  
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**CALCULATION OF FILING FEE**

<b>Transaction Valuation*</b>	<b>Amount of Filing Fee**</b>
\$300,000,000	\$ 32,100

\* Calculated solely for the purpose of determining the amount of the filing fee. This amount is based upon the purchase of 11,111,111 outstanding shares of Common Stock at the maximum tender offer price of \$27.00 per share.

\*\* Previously paid.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable.  
Form or Registration No.: Not applicable.

Filing Party: Not applicable.  
Date Filed: Not applicable.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1  
 issuer tender offer subject to Rule 13e-4  
 going-private transaction subject to Rule 13e-3  
 amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:



## SCHEDULE TO

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on August 7, 2006 ("Schedule TO") by Acxiom Corporation, a Delaware corporation (the "Company"), relating to the offer by the Company to purchase for cash up to 11,111,111 shares of its Common Stock, par value \$0.10 per share (the "Shares"), including the associated stock purchase rights, at a price not greater than \$27.00 nor less than \$25.00 per share, in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated August 7, 2006, and the accompanying Letter of Transmittal, which together, as they may be amended and supplemented from time to time, constitute the "Offer." This Amendment No. 2 is intended to satisfy the reporting requirements of Rule 13e-4(c)(3) of the Securities Exchange Act of 1934, as amended. A copy of the Letter from Acxiom Corporation Retirement Savings Plan Administrator and Notice to all Participants in the Acxiom Corporation Retirement Savings Plan dated August 7, 2006 (the "Letter from Acxiom Corporation Retirement Savings Plan Administrator") which is the subject matter of this Amendment No. 2 was previously filed as Exhibit (a)(1)(vii) to Schedule TO on August 7, 2006.

The information in the Offer to Purchase, as amended, the accompanying Letter of Transmittal and Letter from Acxiom Corporation Retirement Savings Plan Administrator is incorporated in this Amendment No. 2 to the Schedule TO by reference in response to all of the applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

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**Item 12. Exhibits.**

- (a)(1)(vii)(A) Amendment dated August 9, 2006 to Letter from Acxiom Corporation Retirement Savings Plan Administrator and Notice to all Participants in the Acxiom Corporation Retirement Savings Plan dated August 7, 2006.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

ACXIOM CORPORATION

By: /s/ Jerry C. Jones

Name: Jerry C. Jones

Title: Business Development/Legal Leader  
and Assistant Secretary

Dated: August 9, 2006

**EXHIBIT INDEX**

(a)(1)(i)*	Offer to Purchase dated August 7, 2006, as amended.
(a)(1)(i)(A)**	Amendment dated August 7, 2006 to the Offer to Purchase.
(a)(1)(ii)*	Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).
(a)(1)(iii)*	Notice of Guaranteed Delivery.
(a)(1)(iv)*	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated August 7, 2006.
(a)(1)(v)*	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated August 7, 2006.
(a)(1)(vi)*	Letter to Stockholders dated August 7, 2006 from Charles D. Morgan, Chairman of the Board and Company Leader of Acxiom Corporation.
(a)(1)(vii)*	Letter from Acxiom Corporation Retirement Savings Plan Administrator and Notice to all Participants in the Acxiom Corporation Retirement Savings Plan dated August 7, 2006.
(a)(1)(vii)(A)***	Amendment dated August 9, 2006 to Letter from Acxiom Corporation Retirement Savings Plan Administrator and Notice to all Participants in the Acxiom Corporation Retirement Savings Plan dated August 7, 2006.
(a)(1)(viii)*	Letter from Acxiom Corporation Retirement Savings Plan Administrator to Participants in the Retirement Savings Plan who are subject to Section 16 of the Securities and Exchange Act of 1934, as amended, dated August 7, 2006.
(a)(1)(ix)*	Notice to Participants in the 2005 Stock Purchase Plan of Acxiom Corporation from the Agent for the 2005 Stock Purchase Plan of Acxiom Corporation dated August 7, 2006.
(a)(1)(x)*	Notice to Holders of Vested Stock Options dated August 7, 2006.
(a)(2)	None.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)(i)*	Form of summary advertisement dated August 7, 2006.
(a)(5)(ii)*	Acxiom Stock Tender Offer—Questions and Answers.
(a)(5)(iii)**	Transcript of Internal Conference Call with Organization Leadership on August 7, 2006.
(a)(5)(iv)**	Text of Email Correspondence from Charles D. Morgan to Acxiom associates worldwide, on August 7, 2006.
(a)(5)(v)**	Script of Press Conference Comments by Charles D. Morgan on August 7, 2006.
(b)(i)*	Senior Secured Credit Facility Commitment Letter dated August 6, 2006 between J.P. Morgan Securities Inc., JPMorgan Chase Bank, National Association and Acxiom Corporation.
(b)(ii)*	Summary of the Terms and Conditions Proposed Acxiom Corporation \$800,000,000 Multi-Currency Revolving Credit and Term Loan Facilities.
(d)(1)	Rights Agreement dated January 28, 1998 between Acxiom Corporation and First Chicago Trust Company, as Rights Agent, including the forms of Rights Certificate and of Election to Exercise, included in Exhibit A to the Rights Agreement and the form of Certificate of Designation and Terms of Participating Preferred Stock of Acxiom Corporation, included in Exhibit B to the Rights Agreement (previously filed as Exhibit 4.1 to Acxiom Corporation's Current Report on Form 8-K dated February 10, 1998, Commission File No. 0-13163, and incorporated herein by reference).
(d)(2)*	Agreement dated as of August 5, 2006 by and among Acxiom Corporation and VA Partners, LLC, ValueAct Capital Master Fund, L.P., ValueAct Capital Management, L.P., and ValueAct Capital Management, LLC.

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(g) Not Applicable

(h) Not Applicable

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\* Previously filed with Schedule TO on August 7, 2006.

\*\* Previously filed on August 7, 2006.

\*\*\* Filed herewith.

The terms of the Letter from Acxiom Corporation Retirement Savings Plan Administrator are amended as reflected below to provide for certain changes to the identity of the Trustee's tabulator for the Tender Instruction Form for Shares in the Acxiom Corporation Retirement Savings Plan (the "Tender Instruction Form"). Except for the amendments described below, all other terms and conditions of the Letter from Acxiom Corporation Retirement Savings Plan Administrator remain as set forth in the Letter from Acxiom Corporation Retirement Savings Plan Administrator filed with the Securities and Exchange Commission as Exhibit (a)(1)(vii) to Schedule TO on August 7, 2006.

On page 4, in the section entitled "Questions and Answers on Acxiom Corporation Retirement Savings Plan Tender Rights and Procedures," subsection A, entitled "Description of the Offer," the first sentence of question 5 is amended to reflect that the Tender Instruction Form should be returned to the Trustee's tabulator, rather than the Trustee, so that the sentence reads "The only way that you can tender your Plan Shares is by completing the **yellow** Tender Instruction Form as described, signing and returning it to the Trustee's tabulator who will process your instructions." Additionally in question 5, the address to which the Tender Instruction Form should be returned is accordingly amended to reflect the tabulator's address, which is Tabulator, 60 Research Road, Hingham, MA 02043. The portion of the amended text of question 5 is as follows:

**5. How do I direct the Plan Trustee?**

The only way that you can tender your Plan Shares is by completing the **yellow** Tender Instruction Form as described, signing and returning it to the Trustee's tabulator who will process your instructions. The address you should use to return the yellow Tender Instruction form is on the postage paid, pre-addressed return envelope. You may also overnight your completed yellow Tender Instruction Form to:

Tabulator  
60 Research Road  
Hingham, MA 02043

The remainder of the text in question 5 remains as stated in the original Letter from Acxiom Corporation Retirement Savings Plan Administrator filed on August 7, 2006.

On page 5, in the section entitled "Questions and Answers on Acxiom Corporation Retirement Savings Plan Tender Rights and Procedures," subsection A, entitled "Description of the Offer," the second sentence and third sentence of question 6 are amended to reflect that the Tender Instruction Form should be returned to the Trustee's tabulator, rather than the Trustee, so that the sentences read "You may mail your yellow Tender Instruction Form to the Trustee's tabulator for the Retirement Savings Plan in the postage paid, pre-addressed return envelope that has been provided for your reply. You may also overnight your completed yellow Tender Instruction Form to the Trustee's tabulator at:" Additionally in question 6, the address to which the Tender Instruction Form should be returned is accordingly amended to reflect the tabulator's address, which is Tabulator, 60 Research Road, Hingham, MA 02043. The complete amended text of question 6 is as follows:

**6. How do I send instructions to the Trustee?**

Please return your instructions PROMPTLY, allowing for the standard delivery time of the U.S. mail. You may mail your yellow Tender Instruction Form to the Trustee's tabulator for the Retirement Savings Plan in the postage paid, pre-addressed return envelope that has been provided for your reply. You may also overnight your completed yellow Tender Instruction Form to the Trustee's tabulator at:

Tabulator  
60 Research Road  
Hingham, MA 02043

**DO NOT DELIVER YOUR INSTRUCTIONS TO YOUR HUMAN RESOURCES DEPARTMENT OR TO YOUR BENEFITS ADMINISTRATOR.**

On page 6, in the section entitled "Questions and Answers on Acxiom Corporation Retirement Savings Plan Tender Rights and Procedures," subsection A, entitled "Description of the Offer," the third bullet of question 11 is amended to reflect that the notice of withdrawal may be sent overnight to the Tabulator at 60 Research Road, Hingham, MA 02043. The amended text of question 11 is as follows:

- The notice of withdrawal must be in writing. You may overnight your notice to:

Tabulator  
60 Research Road  
Hingham, MA 02043

The Tender Instruction Form, which is included in the Letter from Acxiom Corporation Retirement Savings Plan Administrator, is amended and restated in its entirety as follows:

Please fold and detach card at perforation before mailing

**TENDER INSTRUCTION FORM  
FOR SHARES IN ACXIOM CORPORATION  
RETIREMENT SAVINGS PLAN**

(NOTE: Before completing this Tender Instruction Form, you should refer to the attached Letter from the Plan Administrator of Acxiom Corporation Retirement Savings Plan.

TO THE TRUSTEE OF THE RETIREMENT SAVINGS PLAN:

I am a participant in the above-referenced Retirement Savings Plan who has invested all or a portion of my Account in shares of Acxiom Common Stock and I have received a copy of the Offer to Purchase dated August 7, 2006 (the "Offer to Purchase") and related Letter of Transmittal, as amended or supplemented, relating to the Offer by Acxiom Corporation, a Delaware corporation ("Acxiom" or the "Company"), to purchase up to 11,111,111 outstanding shares of Common Stock, \$0.10 par value per share (such shares, together with all other outstanding shares of Common Stock of Acxiom, are herein referred to as the "Shares"), at a price not greater than \$27.00 nor less than \$25.00 per Share, without interest.

I have read and understand the Offer to Purchase and related Letter of Transmittal and the Letter from the Plan Administrator and I agree to be bound by the terms of the Offer. I hereby direct the Trustee to tender these Shares on my behalf and to reinvest the proceeds, as soon as practicable after the Expiration Date of the



Offer, in the Retirement Savings Plan pursuant to my future contribution election in effect at the date of such reinvestment. I understand that, for reconciliation purposes, there may be a brief period during which the proceeds will first be invested in the T. Rowe Price Stable Value Common Trust Fund. I understand and declare that if the tender of my Shares is accepted, the payment for these Shares will be full and adequate compensation for these Shares in my judgment.

DATE

SIGNATURE OF PARTICIPANT

TELEPHONE NUMBER HERE

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NOTE: THIS TENDER INSTRUCTION FORM MUST BE COMPLETED AND SIGNED IF SHARES HELD IN THE RETIREMENT SAVINGS PLAN ARE TO BE TENDERED. IF THE FORM IS NOT SIGNED, THE DIRECTIONS INDICATED WILL NOT BE ACCEPTED. PLEASE RETURN THIS TENDER INSTRUCTION FORM TO THE TRUSTEE FOR THE RETIREMENT SAVINGS PLAN, USING THE POSTAGE PAID, PRE-ADDRESSED REPLY ENVELOPE PROVIDED WITH YOUR TENDER MATERIALS. YOUR INSTRUCTION FORM MUST BE RECEIVED BY 3:00 P.M., NEW YORK CITY TIME, SEPTEMBER 5 2006. YOU MAY ALSO OVERNIGHT YOUR TENDER INSTRUCTION FORM TO:

TABULATOR  
60 RESEARCH ROAD  
HINGHAM, MA 02043

YOUR DECISION WHETHER OR NOT TO HAVE YOUR PLAN SHARES TENDERED WILL BE KEPT CONFIDENTIAL.

Please fold and detach card at perforation before mailing

I wish to direct you to tender the Shares allocated to my Retirement Savings Plan Account as indicated below:

TENDER INSTRUCTIONS

- 1. Odd lot. By checking this box, I represent that I own beneficially or of record an aggregate (including Shares held beneficially or of record in the Retirement Savings Plan or otherwise) of fewer than 100 Shares, and I am instructing the Trustee to tender all Shares allocated to my Retirement Savings Plan Account in the Retirement Savings Plan. My indication as to whether I wish to tender my Shares at the price determined by the Offer or at the price or prices I specify is indicated below.
- 2. Please refrain from tendering and continue to HOLD all Shares attributable to my individual account under the Plan.
- 3. Please TENDER Shares attributable to my individual account under the Plan in the percentage indicated below for each of the prices provided. A blank space before a given price will be taken to mean that no Shares attributable to my account are to be tendered at that price. FILL IN THE TABLE BELOW ONLY IF YOU HAVE CHECKED BOX 3.

Percentage of Shares to be Tendered (The total of all percentages must be less than or equal to 100%. If the total is less than 100%, you will be deemed to have directed T. Rowe Price NOT to tender the remaining percentage.)

_____ %	at \$25.00	_____ %	at \$26.25
_____ %	at \$25.25	_____ %	at \$26.50
_____ %	at \$25.50	_____ %	at \$26.75
_____ %	at \$25.75	_____ %	at \$27.00
_____ %	at \$26.00	_____ %	at TBD**

\*\* By entering a percentage on the % line at TBD, the undersigned is willing to accept the Purchase Price resulting from the Dutch Auction, for the percentage of shares elected. This could result in receiving a price per Share as low as \$25.00 or as high as \$27.00 per Share.

I understand that this action could result in none of my Shares being purchased if the actual Purchase Price for the Shares is less than the price that I have checked. If the Purchase Price for the Shares is equal to or greater than the price checked, then the Shares purchased by Acxiom will be purchased at the Purchase Price so determined.