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ACXIOM CORP
Form S-8
August 29, 2001

Registra

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective
Amendment No. 1
to
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)

(I
Idea

P. O. Box 8180, 1 Information Way
Little Rock, Arkansas 72203-8180
(501) 342-1000
(Address, including zip code, and telephone number of
principal executive offices)

2000 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 72203-8180
(501) 342-1000
(Name and address, including zip code, and telephone number,
including area code, of agent for service)

Copies of all correspondence to:

Jeffrey J. Gearhart
Kutak Rock LLP
425 West Capitol Avenue
Suite 1100
Little Rock, Arkansas 72201
(501) 975-3000

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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
Common Stock, \$.10 Par Value(1)	2,900,000(2)	\$12.74	\$36,946,000

(1) Preferred Stock Purchase Rights of Acxiom Corporation ("Acxiom") are attached to the Acxiom Common Stock.

(2) Pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement covers an indeterminate number of additional shares that may become subject to the 2000 Associate Plan of Acxiom Corporation as a result of anti-dilution provisions of the plan.

(3) The registration fee has been computed in accordance with paragraphs (c) and (h) based upon the average of the reported high and low sales prices of shares of Acxiom Common Stock August 23, 2001.

INCORPORATION OF PREVIOUS REGISTRATION STATEMENT BY REFERENCE

The contents of the previous Registration Statement on Form S-8, Registration No. 333- filed with the Securities and Exchange Commission by Acxiom Corporation ("Acxiom") are incorporated by this reference.

REGISTRATION OF ADDITIONAL SECURITIES

Acxiom has previously registered an aggregate 6,500,000 shares of its Common Stock, \$0.10 per share, issuable under the 2000 Associate Stock Option Plan of Acxiom Corporation (the "Plan"). On August 23, 2001, the stockholders of Acxiom approved an amendment to the Plan, increasing the number of shares of Common Stock issuable thereunder from 6,500,000 to 9,400,000. This Registration Statement is being filed pursuant to Instruction E to Form S-8 to register such additional shares issuable under the Plan.

PART II

INFORMATION REQUIRED IN THE 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 the opinion filed as Exhibit 5.1 herewith).
- 23.2 Consent of KPMG LLP (filed herewith).
- 23.3 Consent of Arthur Andersen LLP (filed herewith).
- 24.1 Powers of Attorney*.

* Previously filed.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has a reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has authorized this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized of Little Rock, State of Arkansas, on August 29, 2001.

ACXIOM CORPORATION

By: /s/ Catherine L. Hughes

Catherine L. Hughes
Secretary and Corporate Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement is being filed below by the following persons in the capacities indicated, on August 29, 2001:

Signature	Title
/s/ Dr. Ann Hayes Die ----- (Dr. Ann Hayes Die)	Director
/s/ William T. Dillard II ----- (William T. Dillard II)	Director
/s/ Harry C. Gambill ----- (Harry C. Gambill)	Director
/s/ Rodger S. Kline ----- (Rodger S. Kline)	Director and Company Operat (Principal Financial O
/s/ Thomas F. (Mack) McLarty, III ----- (Thomas F. (Mack) McLarty, III)	Director
/s/ Charles D. Morgan ----- (Charles D. Morgan)	Chairman of the Board and Co (Principal Executive Of
/s/ Stephen M. Patterson ----- (Stephen M. Patterson)	Director
/s/ Caroline Rook ----- (Caroline Rook)	Financial Operations L (Principal Accounting O
/s/ James T. Womble ----- (James T. Womble)	Director and Division

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*By: /s/ Catherine L. Hughes

(Catherine L. Hughes, Attorney-in-Fact)

INDEX TO EXHIBITS

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