

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the quarterly period ended December 31, 2003

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from ----- to -----

Commission file number 0-13163

Axiom 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**
(Address of Principal Executive Offices)

72203
(Zip Code)

(501) 342-1000
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant is an accelerated filer (as defined by Rule 12b-2 of the Act).

Yes ☒ No ☐

The number of shares of Common Stock, \$ 0.10 par value per share, outstanding as of January 31, 2004 was 85,547,569.

ACXIOM CORPORATION AND SUBSIDIARIES
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REPORT ON FORM 10-Q
December 31, 2003

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

ACXIOM CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

(Dollars in thousands)

	December 31, 2003	March 31, 2003
Assets		
Current assets:		
Cash and cash equivalents	\$ 17,648	\$ 5,491
Trade accounts receivable, net	193,491	189,704
Deferred income taxes	46,056	46,056
Refundable income taxes	3,386	2,576
Other current assets	36,218	45,288
Total current assets	296,799	289,115
Property and equipment, net of accumulated depreciation and amortization	245,534	208,306
Software, net of accumulated amortization	64,427	63,095
Goodwill	226,098	221,184
Purchased software licenses, net of accumulated amortization	153,423	161,432
Unbilled and notes receivable, excluding current portions	15,392	20,249
Deferred costs, net of accumulated amortization	113,218	108,444
Other assets, net	26,929	21,421
	<u>\$ 1,141,820</u>	<u>\$ 1,093,246</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Current installments of long-term debt	57,006	29,491
Trade accounts payable	27,456	28,760
Accrued expenses:		
Restructuring	-	584
Payroll	13,666	14,234
Other	41,087	38,689
Deferred revenue	66,314	59,907
Total current liabilities	205,529	171,665
Long-term obligations:		
Long-term debt and capital leases, net of current installments	230,766	233,843
Software and data licenses, net of current installments	53,119	55,834
	283,885	289,677
Deferred income taxes	86,024	69,348
Commitments and contingencies		
Stockholders' equity:		
Common stock	9,104	9,015
Additional paid-in capital	344,194	333,715
Retained earnings	295,983	253,558
Accumulated other comprehensive income (loss)	3,553	(2,911)
Treasury stock, at cost	(86,452)	(30,821)
Total stockholders' equity	566,382	562,556
	<u>\$ 1,141,820</u>	<u>\$ 1,093,246</u>

See accompanying notes to condensed consolidated financial statements.

ACXIOM CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS
(Unaudited)
(Dollars in thousands, except per share amounts)

	For the Three Months Ended	
	December 31,	
	2003	2002
Revenue	\$ 255,207	\$ 257,961
Operating costs and expenses:		
Salaries and benefits	82,452	80,474
Computer, communications and other equipment	66,863	69,066
Data costs	32,642	28,748
Other operating costs and expenses	38,915	48,457
Gains, losses and nonrecurring items, net	(3,000)	(521)
Total operating costs and expenses	217,872	226,224
Income from operations	37,335	31,737
Other income (expense):		
Interest expense	(4,702)	(5,088)
Other, net	(456)	1,064
	(5,158)	(4,024)
Earnings before income taxes	32,177	27,713
Income taxes	12,233	8,176
Net earnings	\$ 19,944	\$ 19,537
Earnings per share:		
Basic	\$ 0.23	\$ 0.22
Diluted	\$ 0.22	\$ 0.20

See accompanying notes to condensed consolidated financial statements.

ACXIOM CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS
(Unaudited)
(Dollars in thousands, except per share amounts)

	For the Nine Months Ended	
	December 31,	
	2003	2002
Revenue	\$ 732,985	\$ 718,763
Operating costs and expenses:		
Salaries and benefits	251,721	230,316
Computer, communications and other equipment	197,255	195,921
Data costs	95,113	87,478
Other operating costs and expenses	121,620	129,067
Gains, losses and nonrecurring items, net	(4,008)	(5,081)
Total operating costs and expenses	661,701	637,701
Income from operations	71,284	81,062
Other income (expense):		
Interest expense	(14,356)	(15,485)
Other, net	430	2,607
Earnings before income taxes	(13,926)	(12,878)
Income taxes	57,358	68,184
Net earnings	14,933	22,656
Earnings per share:	\$ 42,425	\$ 45,528
Basic	\$ 0.50	\$ 0.51
Diluted	\$ 0.47	\$ 0.49

See accompanying notes to condensed consolidated financial statements.

ACXIOM CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(Dollars in thousands)

	For the Nine Months Ended	
	December 31,	
	2003	2002
Cash flows from operating activities:		
Net earnings	\$ 42,425	\$ 45,528
Adjustments to reconcile net earnings to net cash provided by operations:		
Depreciation and amortization	107,745	88,354
Gain on disposal or impairment of assets, net	(1,008)	(39)
Deferred income taxes	16,676	23,923
Income tax benefit of stock options exercised	-	157
Changes in operating assets and liabilities:		
Accounts receivable	(2,387)	(4,041)
Other assets	11,994	53,803
Accounts payable and other liabilities	2,455	(15,232)
Restructuring and impairment costs	(584)	(1,772)
Net cash provided by operating activities	<u>177,316</u>	<u>190,681</u>
Cash flows from investing activities:		
Proceeds received from the disposition of operations	7,684	451
Proceeds received from the disposition of assets	737	200
Payments received from investments	1,519	-
Capitalized software development costs	(20,141)	(26,336)
Capital expenditures	(12,261)	(10,809)
Deferral of costs	(15,344)	(11,144)
Investments in joint ventures and other investments	(5,000)	(1,052)
Proceeds from sale and leaseback transaction	-	7,729
Net cash paid in acquisitions	-	(14,105)
Net cash used by investing activities	<u>(42,806)</u>	<u>(55,066)</u>
Cash flows from financing activities:		
Proceeds from debt	100,989	82,516
Payments of debt	(178,480)	(168,483)
Sale of common stock	10,984	14,353
Acquisition of treasury stock	(56,047)	(3,399)
Net cash used by financing activities	<u>(122,554)</u>	<u>(75,013)</u>
Effect of exchange rate changes on cash	<u>201</u>	<u>124</u>
Net increase in cash and cash equivalents	<u>12,157</u>	<u>60,726</u>
Cash and cash equivalents at beginning of period	<u>5,491</u>	<u>5,676</u>
Cash and cash equivalents at end of period	<u>\$ 17,648</u>	<u>\$ 66,402</u>
Supplemental cash flow information:		
Cash paid (received) during the period for:		
Interest	\$ 13,497	\$ 17,428
Income taxes	(986)	(40,420)
Noncash investing and financing activities:		
Notes payable, common stock and warrants issued for acquisitions	-	28,486
Acquisition of land in exchange for debt	2,698	-
Acquisition of data under long-term obligation	18,340	-
Notes received in exchange for sale of operations	-	1,326
Issuance of warrants	-	1,317
Enterprise software licenses acquired under software obligation	11,135	2,828
Acquisition of property and equipment under capital lease	60,195	9,645
Construction of asset under construction loan	6,854	-

See accompanying notes to condensed consolidated financial statements.

ACXIOM CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING PRINCIPLES

These condensed consolidated financial statements have been prepared by Acxiom Corporation ("Registrant", "Acxiom" or "the Company"), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC" or "the Commission"). In the opinion of the Registrant's management all adjustments necessary for a fair presentation of the results for the periods included have been made and the disclosures are adequate to make the information presented not misleading. All such adjustments are of a normal recurring nature. Certain note information has been omitted because it has not changed significantly from that reflected in notes 1 through 20 of the Notes to Consolidated Financial Statements filed as a part of Item 8 of the Registrant's annual report on Form 10-K for the fiscal year ended March 31, 2003 ("2003 Annual Report"), as filed with the Commission on June 9, 2003. This report and the accompanying condensed consolidated financial statements should be read in connection with the 2003 Annual Report. The financial information contained in this report is not necessarily indicative of the results to be expected for any other period or for the full fiscal year ending March 31, 2004.

Management of the Company has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States. Actual results could differ from those estimates. Certain of the accounting policies used in the preparation of these condensed consolidated financial statements are complex and require management to make judgments and/or significant estimates regarding amounts reported or disclosed in these financial statements. Additionally, the application of certain of these accounting policies is governed by complex accounting principles and interpretations thereof. A discussion of the Company's significant accounting principles and the application thereof is included in note 1 and in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, to the Company's 2003 Annual Report.

During the quarter ended June 30, 2003, in conjunction with an amendment to one of its purchased operating system software license agreements, the Company evaluated the remaining useful lives of certain of its purchased operating system software licenses. Costs of purchased operating system software licenses are amortized using a units-of-production basis over the estimated economic life of the license, generally not to exceed ten years. As a result of this review, the estimated remaining useful life of one of these licenses was extended from eight years to ten years and the estimated remaining useful life of another license was extended from four years to eight years. At the same time, the Company adjusted its units-of-production estimates for future years. As a result of these changes, amortization expense for these two licenses for the nine months ended December 31, 2003 was reduced from what it would have been without these changes. The effect of the amendment, the changes in useful lives, and the changes in estimated units-of-production for the nine months ended December 31, 2003 was to increase earnings before income taxes by \$4.6 million, increase net earnings by \$2.9 million, increase basic earnings per share by \$0.03, and increase diluted earnings per share by \$0.03.

Effective January 1, 2001, the Company changed its method of accounting for certain transactions, retroactive to April 1, 2000, in accordance with SEC Staff Accounting Bulletin 101 ("SAB 101"), "Revenue Recognition in Financial Statements." For the quarters ended December 31, 2003 and 2002, the Company recognized approximately \$1.2 million and \$2.9 million, respectively, in revenue that was included in the SAB 101 cumulative effect adjustment. For the nine months ended December 31, 2003 and 2002, the Company recognized approximately \$4.6 million and \$11.0 million, respectively, in revenue that was included in the SAB 101 cumulative effect adjustment.

Certain prior year amounts have been reclassified to conform to the current year presentation. These reclassifications had no impact on net earnings as previously reported.

2. RESTRUCTURING, IMPAIRMENT AND OTHER CHARGES

During the fourth quarter of the year ended March 31, 2001, the Company recorded a charge totaling \$34.6 million relating to the bankruptcy filing of Montgomery Ward ("Wards"), a significant customer of the Information Technology ("IT") Management segment, for the write-down of impaired assets and for certain ongoing obligations that have no future benefit to the Company. As of June 30, 2001, the Company was no longer obligated to provide services to Wards.

During the fiscal year ended March 31, 2003 the Company received a payment from the Wards bankruptcy trustee in the amount of \$0.5 million, which was recorded in gains, losses and nonrecurring items, net. During the quarter ended December 31, 2003, the Company received an additional payment from the Wards bankruptcy trustee in the amount of \$3.0 million, which was also recorded in gains, losses and nonrecurring items, net.

3. ACQUISITIONS AND INVESTMENTS

Effective November 26, 2002, the Company acquired certain assets and assumed certain liabilities of Toplander Corporation ("Toplander"), a data compiler for online marketing efforts. The acquisition price consisted of cash paid to the sellers of \$5.6 million and contingent consideration that included up to \$2.4 million of additional cash, shares of the Company's common stock with a fair value of up to \$2.0 million, and warrants to purchase shares of the Company's common stock with a fair value of up to \$2.0 million for a total aggregate purchase price, including contingent consideration, of up to \$12.0 million. During the quarter ended September 30, 2003 the purchase price contingencies were resolved. As a result, the Company is not required to pay the additional cash consideration or issue the shares of common stock, but will be required to issue the warrants. The seller is disputing the Company's calculation of the number of warrants required to meet the \$2 million warrant obligation. The Company and the seller are preparing to go to arbitration to settle this issue, as well as certain other disagreements arising from the purchase transaction. The Company has recorded the \$2 million warrant liability in other accrued expenses on the accompanying condensed consolidated balance sheet as of December 31, 2003. Management expects the ultimate settlement of the disputed matters will not have a material impact on the consolidated financial statements. The results of operations of Toplander are included in the Company's consolidated results from the date of acquisition. The pro forma effect of this acquisition is not material to the Company's consolidated results for any of the periods presented.

See note 13 for acquisition activity completed subsequent to December 31, 2003.

During the quarter ended June 30, 2003, the Company made an investment of \$5.0 million in Battleaxe, LLC, a limited liability company formed for the purpose of owning and managing real property in Illinois. Under the terms of the operating agreement, the Company's ownership investment in this entity will be returned through monthly payments over the next four years, including interest at 5%, with a final payment of \$2.4 million due May 2007. The balance of the ownership investment of \$4.6 million is included in other assets, net in the accompanying condensed consolidated balance sheet as of December 31, 2003. As an inducement for the Company to enter into this investment, the other investors released the Company from a contingent liability under which the Company was potentially liable under certain leases that had been assumed by other parties. The total amount of the future lease payments for which the Company was previously contingently liable was \$6.8 million as of March 31, 2003.

4. DIVESTITURES

On June 27, 2003, the Company sold its Los Angeles outsourcing data center operation for \$6.7 million in cash. In connection with the sale, the Company accrued \$1.3 million in other accrued expenses on the accompanying condensed consolidated balance sheet for its estimated liability on a building lease that was not assumed by the buyer and wrote off \$1.2 million of goodwill. The Company recorded a gain on the disposal of \$1.0 million, net of the lease accrual and goodwill write-off, which is included in gains, losses and nonrecurring items, net for the nine months ended December 31, 2003. This operation accounted for approximately \$20 million in revenue in fiscal 2003, with no material impact on net earnings.

During the year ended March 31, 2002, the Company sold three of its business operations, including a minor portion of its United Kingdom operations located in Spain and Portugal. During the quarter ended June 30, 2002, the Company sold the remaining portion of its assets located in Spain, which primarily

consisted of tax loss carryforwards. Effective July 31, 2002, the Company sold its print shop business located in Chatsworth, California. Gross proceeds from the sales of these operations were \$16.6 million, consisting of cash of \$6.8 million and notes receivable of \$9.8 million. The Company recorded a gain associated with the disposition in Spain of \$0.5 million during the nine months ended December 31, 2002, including the write-off of \$0.1 million of goodwill.

The following summarizes notes receivable from divestiture activities (dollars in thousands):

	December 31, 2003	March 31, 2003
Notes receivable from DMI, net of future credits of \$3.6 million at December 31, 2003 and \$3.7 million at March 31, 2003	\$ 8,793	\$ 10,062
Notes receivable from other divestitures	4,811	5,297
	13,604	15,359
Less current portion	3,315	2,662
	<u>\$ 10,289</u>	<u>\$ 12,697</u>

5. OTHER CURRENT AND NONCURRENT ASSETS

Unbilled and notes receivable are from the sales of software, data licenses, equipment sales and from the sale of divested operations (see note 4), net of the current portions of such receivables. The term of the unbilled and notes receivable is generally three years or less. Other current assets include the current portion of the unbilled and notes receivable of \$13.7 million and \$21.9 million at December 31, 2003 and March 31, 2003, respectively. The remainder of other current assets consists of prepaid expenses, non-trade receivables and other miscellaneous assets.

Other noncurrent assets consist of the following (dollars in thousands):

	December 31, 2003	March 31, 2003
Investments in joint ventures and other investments, net of unrealized gain or loss on available-for-sale marketable securities	\$ 15,816	\$ 13,463
Other, net	11,113	7,958
	<u>\$ 26,929</u>	<u>\$ 21,421</u>

6. GOODWILL

The changes in the carrying amount of goodwill, by business segment, for the nine months ended December 31, 2003, are as follows (dollars in thousands):

	Services	Data and Software Products	IT Management	Total
Balances at March 31, 2003	\$ 139,981	\$ 6,045	\$ 75,158	\$ 221,184
Divestitures	—	—	(1,234)	(1,234)
Contingent consideration (note 3)	—	2,000	—	2,000
Foreign currency translation adjustment	4,148	—	—	4,148
Balances at December 31, 2003	<u>\$ 144,129</u>	<u>\$ 8,045</u>	<u>\$ 73,924</u>	<u>\$ 226,098</u>

7. LONG-TERM OBLIGATIONS

Long-term obligations consist of the following (dollars in thousands):

	December 31, 2003	March 31, 2003
Convertible subordinated notes due 2009; interest at 3.75%	\$ 175,000	\$ 175,000
Revolving credit agreement	—	28,799
Capital leases on land, buildings and equipment payable in monthly payments of principal plus interest at rates ranging from approximately 3% to 8%; remaining terms up to fifteen years	73,054	32,753
Other debt and long-term liabilities	20,728	10,278
Total long-term debt and capital leases	268,782	246,830
Less current installments	38,016	12,987
Long-term debt and capital leases, excluding current installments	<u>\$ 230,766</u>	<u>\$ 233,843</u>
Software license liabilities payable over terms up to seven years; effective interest rates at approximately 6%	\$ 60,206	\$ 72,338
Long-term data license agreement, due over two years; interest at 6%	11,903	—
Total license liabilities	72,109	72,338
Less current installments	18,990	16,504
License liabilities, excluding current installments	<u>\$ 53,119</u>	<u>\$ 55,834</u>

The Company maintains a revolving credit facility that provides for aggregate borrowings and letters of credit of up to \$150 million. Any borrowings under this facility will bear interest at LIBOR plus 1.50%, or at an alternative base rate or at the Federal funds rate plus 2.00%, depending upon the type of borrowing, are secured by substantially all of the Company's assets and are due July 2006. At December 31, 2003, the facility had no outstanding balance, however, the interest rate under this credit facility would have been approximately 3% per annum. Outstanding letters of credit at December 31, 2003 and March 31, 2003, which reduce the Company's borrowing capacity under the revolving credit facility, were \$10.0 million and \$10.8 million, respectively.

Under the terms of some of the above borrowings, the Company is required to maintain certain tangible net worth levels, debt-to-cash flow and debt service coverage ratios, among other restrictions. At December 31, 2003, the Company was in compliance with these covenants and restrictions. Accordingly, the Company has classified all portions of its debt obligations due after December 31, 2004 as long-term in the accompanying condensed consolidated financial statements.

During the first quarter of the current fiscal year, the Company completed a long-term data license agreement with Trans Union, a related party. The related data asset of \$16.6 million, net of amortization, is recorded in deferred costs on the accompanying condensed consolidated balance sheet. This data will be used in certain of the Company's products.

8. STOCKHOLDERS' EQUITY

Below is the calculation and reconciliation of the numerator and denominator of basic and diluted earnings per share (in thousands, except per share amounts):

	For the quarter ended December 31,		For the nine months ended December 31,	
	2003	2002	2003	2002
Basic earnings per share:				
Numerator – net earnings	\$ 19,944	\$ 19,537	\$ 42,425	\$ 45,528
Denominator – weighted-average shares outstanding	84,926	89,195	85,535	88,486
Basic earnings per share	<u>\$ 0.23</u>	<u>\$ 0.22</u>	<u>\$ 0.50</u>	<u>\$ 0.51</u>
Diluted earnings per share:				
Numerator:				
Net earnings	\$ 19,944	\$ 19,537	\$ 42,425	\$ 45,528
Interest expense on convertible debt (net of tax benefit)	1,026	1,050	3,076	3,150
	<u>\$ 20,970</u>	<u>\$ 20,587</u>	<u>\$ 45,501</u>	<u>\$ 48,678</u>
Denominator:				
Weighted-average shares outstanding	84,926	89,195	85,535	88,486
Dilutive effect of common stock options and warrants, as computed under the treasury stock method	2,082	1,740	1,874	2,187
Dilutive effect of convertible debt, as computed under the if-converted method	9,589	9,589	9,589	9,589
	<u>96,597</u>	<u>100,524</u>	<u>96,998</u>	<u>100,262</u>
Diluted earnings per share	<u>\$ 0.22</u>	<u>\$ 0.20</u>	<u>\$ 0.47</u>	<u>\$ 0.49</u>

At December 31, 2003, the Company had options and warrants outstanding providing for the purchase of approximately 21.8 million shares of its common stock. Options and warrants to purchase shares of common stock that were outstanding during the periods reported, but were not included in the computation of diluted earnings per share because the exercise price was greater than the average market price of the common shares are shown below (in thousands, except per share amounts):

	For the quarter ended December 31,		For the nine months ended December 31,	
	2003	2002	2003	2002
Excluded number of shares under options and warrants	9,214	13,835	11,846	11,608
Range of exercise prices	<u>\$16.76 – 62.06</u>	<u>\$15.38 – 62.06</u>	<u>\$14.82 – 62.06</u>	<u>\$15.38 – 62.06</u>

The Company applies the provisions of Accounting Principles Board Opinion No. 25 and related interpretations in accounting for its stock-based compensation plans. Accordingly, no compensation cost has been recognized by the Company in the accompanying condensed consolidated statements of earnings for any of the fixed stock options granted. Had compensation cost for options granted been determined on the basis of the fair value of the awards at the date of grant, consistent with the methodology prescribed by Statement of Financial Accounting Standards ("SFAS") No. 123, as amended by SFAS No. 148, the Company's net earnings would have been reduced to the following pro forma amounts for the periods indicated (dollars in thousands, except per share amounts):

	For the quarter ended December 31,		For the nine months ended December 31,	
	2003	2002	2003	2002
Net earnings, as reported	\$ 19,944	\$ 19,537	\$ 42,425	\$ 45,528
Less: stock-based employee compensation expense under fair value based method, net of income tax benefit	<u>3,349</u>	<u>2,765</u>	<u>9,554</u>	<u>8,074</u>
Pro forma net earnings	<u>\$ 16,595</u>	<u>\$ 16,772</u>	<u>\$ 32,871</u>	<u>\$ 37,454</u>
Earnings per share:				
Basic – as reported	<u>\$ 0.23</u>	<u>\$ 0.22</u>	<u>\$ 0.50</u>	<u>\$ 0.51</u>
Basic – pro forma	<u>\$ 0.20</u>	<u>\$ 0.19</u>	<u>\$ 0.38</u>	<u>\$ 0.42</u>
Diluted – as reported	<u>\$ 0.22</u>	<u>\$ 0.20</u>	<u>\$ 0.47</u>	<u>\$ 0.49</u>
Diluted – pro forma	<u>\$ 0.18</u>	<u>\$ 0.18</u>	<u>\$ 0.37</u>	<u>\$ 0.40</u>

Pro forma net earnings reflect only options granted after fiscal 1995. Therefore, the full impact of calculating compensation cost for stock options under SFAS No. 123 is not reflected in the pro forma net earnings amounts presented above because compensation cost is reflected over the options' vesting period of up to nine years and compensation cost for options granted prior to April 1, 1995 is not considered.

The per-share weighted-average fair value of stock options granted during the nine months ended December 31, 2003 was \$10.05 on the date of grant using the Black-Scholes option pricing model with the following weighted-average assumptions: dividend yield of 0%; risk-free interest rate of 4.43%; expected option life of ten years; and expected volatility of 50%.

9. ALLOWANCE FOR DOUBTFUL ACCOUNTS

Trade accounts receivable are presented net of allowances for doubtful accounts, returns, and credits of \$2.9 million and \$6.7 million, respectively, at December 31, 2003 and at March 31, 2003. The decrease in the allowance account was due to the write-off of accounts receivable which had previously been included in the allowance account. The reduction in the allowance account had no impact on the statement of earnings.

10. SEGMENT INFORMATION

The following tables present information by business segment (dollars in thousands):

	For the quarter ended December 31,		For the nine months ended December 31,	
	2003	2002	2003	2002
Revenue:				
Services	\$ 191,697	\$ 192,510	\$ 551,457	\$ 540,772
Data and Software Products	54,625	46,085	142,535	129,429
IT Management	66,323	65,985	189,235	179,332
Intercompany eliminations	(57,438)	(46,619)	(150,242)	(130,770)
	<u>\$ 255,207</u>	<u>\$ 257,961</u>	<u>\$ 732,985</u>	<u>\$ 718,763</u>
Income (loss) from operations:				
Services	\$ 28,366	\$ 28,389	\$ 57,959	\$ 72,365
Data and Software Products	18,614	9,348	32,763	20,146
IT Management	8,770	4,082	14,524	7,031
Intercompany eliminations	(19,429)	(9,553)	(34,091)	(20,497)
Corporate and other	1,014	(529)	129	2,017
	<u>\$ 37,335</u>	<u>\$ 31,737</u>	<u>\$ 71,284</u>	<u>\$ 81,062</u>

11. COMPREHENSIVE INCOME (LOSS)

The balance of accumulated other comprehensive income (loss), which consists of foreign currency translation adjustments and unrealized gains and losses, net of reclassification adjustments and income tax benefit, on marketable securities classified as available-for-sale, was \$3.6 million income at December 31, 2003 and \$2.9 million loss at March 31, 2003. Total comprehensive income was \$24.1 million and \$21.0 million, respectively, for the quarters ended December 31, 2003 and 2002 and \$48.9 million and \$48.8 million, respectively, for the nine-month periods ended December 31, 2003 and 2002.

12. COMMITMENTS AND CONTINGENCIES

Refer to Part II, Item 1 for a description of legal proceedings.

The Company leases data processing equipment, software, office furniture and equipment, land and office space under noncancellable operating leases. Additionally, the Company has entered into synthetic operating leases for computer equipment, furniture and aircraft ("Leased Assets"). These synthetic operating lease facilities are accounted for as operating leases under generally accepted accounting principles and are treated as capital leases for income tax reporting purposes. Initial lease terms under the

synthetic computer equipment and furniture/facility range from two to six years, with the Company having the option at expiration of the initial lease to return the equipment, purchase the equipment at a fixed price, or extend the term of the lease. The lease term of one aircraft expires in January 2011, with the Company having the option to purchase the aircraft, renew the lease for an additional twelve months, or return the aircraft to the lessor. In December 2003 the Company entered into a lease for an additional aircraft which expires in December 2013, with the Company having the option at expiration to purchase the aircraft at a fixed price or return the aircraft to the lessor.

Since the inception of the facility, the total amount drawn under these synthetic operating lease facilities was \$213.3 million and the Company has a future commitment for lease payments of \$44.9 million over the next ten years. In the event the Company elects to return the Leased Assets, the Company has guaranteed a portion of the residual value to the lessors. Assuming the Company elects to return the Leased Assets to the lessors at its earliest opportunity under the synthetic lease arrangements and assuming the Leased Assets have no significant residual value to the lessors, the maximum potential amount of future payments the Company could be required to make under these residual value guarantees was \$25.6 million at December 31, 2003.

The Company also has an aircraft leased from a business controlled by an officer of the Company. Should the Company elect early termination rights under the lease or not extend the lease beyond the initial term and the lessor sells the aircraft, the Company has guaranteed a residual value of 70% of the then outstanding indebtedness of the lessor, or \$3.9 million at December 31, 2003.

In connection with certain of the Company's facilities, the Company has entered into 50/50 joint ventures with local real estate developers. In each case, the Company is guaranteeing portions of the loans for the buildings. In addition, in connection with the disposal of certain assets, the Company has guaranteed loans for the buyers of the assets. These guarantees were made by the Company primarily to facilitate favorable financing terms for those third parties. Should the third parties default on this indebtedness, the Company would be required to perform under its guarantee. Substantially all of the third-party indebtedness is collateralized by various pieces of real property. At December 31, 2003, the Company's maximum potential future payments under all of these guarantees, of third-party indebtedness were \$5.6 million.

13. RECENT DEVELOPMENTS

On January 6, 2004, the Company announced the completion of the acquisition of the Claritas Europe group of companies from VNU N.V. The acquisition will be accounted for as a purchase and is effective January 1, 2004. Management believes this acquisition will provide the Company with significant European data assets that will be complementary to the Company's service offerings and will give the Company an expanded presence in Europe. The Company paid approximately \$42 million dollars in cash (33.5 million euro) for the acquisition, which includes offices in England, France, The Netherlands, Germany, Spain, Portugal, and Poland. The acquired companies are expected to add approximately \$100 million in annual revenue. The results of operations of the acquired companies will be included in the Company's consolidated results beginning January 1, 2004.

In early August 2003 management determined that Acxiom had experienced unlawful security breaches of its file transfer protocol ("FTP") server. Unauthorized access to certain files occurred as a result of information being exchanged between Acxiom and a number of clients via the FTP server. Acxiom was among several companies whose security was breached. Law enforcement authorities have arrested and charged a former employee of one of Acxiom's clients and are investigating another company. Thus far, one individual has pled guilty and is awaiting sentencing. Acxiom continues to fully cooperate with the investigation, which involves multiple law enforcement agencies.

Only FTP files on a server located outside of the Acxiom firewall were compromised, and not all FTP files nor all clients were affected. No internal systems or databases were accessed, and there was no breach that penetrated the Acxiom security firewall. Based on the facts known to management, the Company does not believe that there is any risk of harm to individuals, and the Company does not expect any material adverse effect from this incident.

Axiom has a longstanding commitment to systems and network security. The Company undergoes internal security audits on a regular basis, and many clients perform audits on the Company's systems as well. The Company has begun an additional comprehensive review of its systems and procedures to guard against similar incidents in the future. Based on this incident, management is implementing improvements to its systems and procedures.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Introduction and Executive Summary

Acxiom Corporation ("Acxiom" or "the Company") integrates data, services and technology to create and deliver customer and information management solutions for many of the largest, most respected companies in the world. The core components of Acxiom's innovative solutions are customer data integration technology, data, database services, information technology ("IT") outsourcing, consulting and analytics, and privacy leadership. Founded in 1969, Acxiom is headquartered in Little Rock, Arkansas, with locations throughout the United States ("U.S.") and Europe, and in Australia and Japan.

The Company manages its operations through three operating segments: Services, Data and Software Products, and IT Management. The Services segment, the Company's largest segment, provides data warehousing, list processing, data, IT management and consulting services to large corporations in a number of vertical industries. The Data and Software Products segment provides data content and software primarily in support of the direct marketing activities of clients in the Services segment. The IT Management segment reflects outsourcing services primarily in the areas of data center, client/server and network management.

Highlights of the most recently completed fiscal quarter are identified below.

- Revenue was \$255.2 million, compared to \$258.0 million for the same quarter in the previous year;
- Diluted earnings per share were \$0.22, compared to \$0.20 per share in the same quarter a year ago;
- Earnings included a \$3 million distribution from the Montgomery Ward bankruptcy and a loss of \$1.4 million related to investments;
- The Company reported operating cash flow of \$177.3 million for the nine months ended December 31, 2003 and free cash flow (as defined under "Capital Resources and Liquidity" below) of \$130.3 million;
- New contracts signed during the quarter are expected to contribute annual revenue of \$49 million and contract renewals are expected to generate \$14 million in annual revenue; committed new deals are in the pipeline that are expected to generate \$44 million in annual revenue;
- The Company completed a long-term strategic alliance with Accenture that is expected to drive new revenue and improve efficiency;
- The acquisition of Claritas Europe was completed effective January 1, 2004.

The highlights above are intended to identify to the reader some of the more significant events and transactions of the Company during the quarter ended December 31, 2003. However, these highlights are not intended to be a full discussion of the Company's results for the quarter or the nine-month period. These highlights should be read in conjunction with the following discussion of Results of Operations and Capital Resources and Liquidity and with the Company's condensed consolidated financial statements and footnotes included in Item 1 of this report.

Results of Operations

A summary of selected financial information for the quarters and nine months ended December 31, 2003 and 2002 is presented below (dollars in millions, except per share amounts):

	For the quarter ended December 31,			For the nine months ended December 31,		
	2003	2002	% Change	2003	2002	% Change
Revenue	\$ 255.2	\$ 258.0	- 1%	\$ 733.0	\$ 718.8	+ 2%
Operating costs and expenses	217.9	226.2	- 4	661.7	637.7	+ 4
Income from operations	37.3	31.7	+18	71.3	81.1	-12
Diluted earnings per share	0.22	0.20	+10	0.47	0.49	- 4

Revenues

The table below shows the Company's revenue by business segment for the quarters and for the nine months ended December 31, 2003 and 2002 (dollars in millions).

	For the quarter ended December 31,			For the nine months ended December 31,		
	2003	2002	% Change	2003	2002	% Change
Services	\$ 191.7	\$ 192.5	0%	\$ 551.5	\$ 540.8	+ 2%
Data and Software Products	54.6	46.1	+19	142.5	129.4	+10
IT Management	66.3	66.0	+ 1	189.2	179.3	+ 6
Intercompany eliminations	(57.4)	(46.6)	+23	(150.2)	(130.7)	+15
	<u>\$ 255.2</u>	<u>\$ 258.0</u>	<u>- 1%</u>	<u>\$ 733.0</u>	<u>\$ 718.8</u>	<u>+ 2%</u>

For the quarter ended December 31, 2003, the Company's revenue was \$255.2 million, compared to revenue of \$258.0 million in the same quarter in the prior year, reflecting a decrease of \$2.8 million, or 1%. New contracts signed during the current quarter are expected to contribute annual revenue of \$49 million and contract renewals are expected to generate \$14 million in annual revenue. The Company's revenue continues to be impacted by a less than robust economic environment. However, the Company's committed new business pipeline continues to be strong, representing annual revenue of \$44 million. The new business pipeline represents new business for which the Company has been selected, but has not yet finalized the related contract.

For the nine months ended December 31, 2003, the Company's revenue was \$733.0 million, compared to revenue of \$718.8 million in the same period for the prior year, reflecting an increase of \$14.2 million, or 2%.

Approximately 80% of the Company's consolidated revenue in both fiscal 2003 and 2004 is from clients who have long-term contracts (defined as contracts with initial terms of two years or more) with the Company. These revenues include all revenue from clients for which there is a long-term contract that covers some portion of that client's revenue. However, this does not mean that all revenue from such contracts is necessarily "fixed" or guaranteed, as portions of revenue from clients who have long-term contracts, as well as substantially all of the revenue from clients that are not under long-term contract, is variable or project-related.

Services segment revenue for the quarter decreased slightly from the prior year. Services segment revenue reflects increases from the automotive industry (up 22%) and the health care industry (up 27%), offset by decreases in the retail industry and the travel and entertainment industry. Revenue from the financial services

industry was about the same as the prior year. For the nine months ended December 31, 2003, Services segment revenue increased \$10.7 million compared to the prior year, due primarily to increases in the financial services industry of \$13.5 million (5%) and the increase from the AISS acquisition of \$7.6 million, offset by decreases in other areas. The financial services industry increase for the nine-month period was partially due to increases in equipment sales of \$4.6 million.

Data and Software Products segment revenue during the quarter increased \$8.5 million over the same quarter in the prior year and increased \$13.1 million for the nine-month period. The increases for both the current quarter and the year-to-date period reflect growth in software products and InfoBase analytic, suppression, telesource, and reference products offset by weakness in enhancement, e-products, and list products.

IT Management segment revenue increased slightly over the same quarter a year ago, and increased \$9.9 million for the year-to-date period. The IT Management increase included \$2.3 million for the quarter and \$6.4 million for the nine months in revenue which was also reported as revenue by the Services segment related to new contracts. This increase is also reflected in the intercompany eliminations. The remaining year-to-date increase is primarily attributable to an increase in revenue under the data center management agreement with Trans Union that was amended effective October 1, 2002 to encompass Trans Union's client/server, network, and communications infrastructure. These revenue gains were partially offset by the decrease of \$4.8 million for the quarter and \$9.4 million for the nine months from the disposal of the Company's Los Angeles outsourcing data center operation.

Certain revenue, including all data and software product revenue and certain IT management revenue, is reported as revenue both in the segment which owns the client relationship (primarily the Services segment) as well as the segment which owns the product development, maintenance, sales support, etc. These revenues, which are eliminated in consolidation, increased \$10.8 million in the current quarter and \$19.5 million for the nine-month period due to data and software products and IT management services being sold in the Services segment.

Operating Expenses

The following table presents operating expenses for the quarters and the nine months ended December 31, 2003 and 2002 (dollars in millions):

	For the quarter ended December 31,			For the nine months ended December 31,		
	2003	2002	% Change	2003	2002	% Change
Salaries and benefits	\$ 82.5	\$ 80.5	+ 2%	\$ 251.7	\$ 230.3	+ 9%
Computer, communications and other equipment	66.9	69.1	- 3	197.3	195.9	+ 1
Data costs	32.6	28.7	+ 14	95.1	87.5	+ 9
Other operating costs and expenses	38.9	48.4	- 20	121.6	129.1	- 6
Gains, losses and non- recurring items, net	(3.0)	(0.5)	+476	(4.0)	(5.1)	- 21
	<u>\$ 217.9</u>	<u>\$ 226.2</u>	<u>- 4%</u>	<u>\$ 661.7</u>	<u>\$ 637.7</u>	<u>+ 4%</u>

Salaries and benefits for the Company increased \$2.0 million compared to the same quarter in the prior year. The increase reflects the impact of decreased capitalization of salaries related to software development and customer setup activities of \$1.3 million, as well as pay reinstatements in the prior year and pay increases effective in August, offset by a \$1.6 million decrease in salary and benefits due to the sale of the Los Angeles outsourcing data center in the current year. The Company also accrued an additional \$0.5 million of incentive compensation during the quarter. Quarterly and annual payments of the incentive compensation are determined based on achievement of financial targets, including meeting earnings per share goals. For the nine months ended December 31, 2003, salaries and benefits increased \$21.4 million compared to the same period in the prior year. The increase for the nine months is due to decreased capitalization of salaries related to software

development and customer setup activities of \$7.4 million and increases in bonus accruals of \$5.7 million, as well as the pay reinstatements and increases referred to above, offset by a \$3.4 million decrease due to the sale of the Los Angeles outsourcing data center.

Computer, communications and other equipment costs decreased \$2.2 million in the current quarter as compared to the same quarter a year ago. The sale of the Los Angeles outsourcing data center accounted for \$1.8 million of the decrease. For the nine months ended December 31, 2003, the category increased \$1.3 million. The sale of the Los Angeles data center accounted for a decrease of \$4.2 million. This decrease was offset by increases in depreciation, amortization, and rent. The Company incurred significant software and capital expenditures in prior years to build the AbiliTec infrastructure, which is expected to become fully amortized over the next several years.

As discussed in note 1 to the accompanying condensed consolidated financial statements, during the first quarter the Company extended the remaining estimated useful lives of two purchased operating system software licenses and changed its units-of-production estimates for future years. The result of these changes was to reduce amortization expense for the nine months ended December 31, 2003 by \$4.6 million from what it would have been without these changes.

Data costs for the quarter increased \$3.9 million over the comparable quarter in the prior year. For the nine months ended December 31, 2003, these costs increased \$7.6 million. Data costs are primarily comprised of the cost of data to support the Allstate Insurance Company ("Allstate") contract, as well as fixed and royalty-based data that are used in the Company's InfoBase products. The increases for both the current quarter and the nine-month period are primarily due to higher costs related to the Allstate contract.

Other operating costs and expenses decreased \$9.5 million in the current quarter as compared to a year ago, while for the nine-month period other operating costs and expenses decreased \$7.4 million. In both the current quarter and year-to-date period, expenses related to postage and supplies on customer mailings were lower by \$4.6 million and \$8.4 million, respectively, but this was partially offset in the year-to-date period by higher cost of sales on equipment sold to clients.

For the nine months ended December 31, 2003, gains, losses and nonrecurring items consisted of the gain on disposal of the Company's Los Angeles outsourcing data center operation of \$1.0 million recorded in the first quarter and a recovery from the Montgomery Ward bankruptcy trustee of \$3.0 million during the third quarter. Gains, losses and nonrecurring items for the nine months ended December 31, 2002 included a gain of \$0.5 million from the sale of the Company's Spanish operations recorded during the first quarter, a gain during the second quarter of \$4.1 million due to the reversal of an accrual for "over-attainment" incentives, and a gain of \$0.5 million related to a recovery from Montgomery Ward in the third quarter.

As a result of the factors noted above, income from operations increased from \$31.7 million in the quarter ended December 31, 2002 to \$37.3 million in the quarter ended December 31, 2003, an increase of 18%. For the nine months ended December 31, 2003 and 2002, income from operations was \$71.3 million and \$81.1 million, respectively. Income from operations for the Services segment was \$58.0 million in the current year-to-date period compared to \$72.4 million in the comparable period in the prior year. Consolidated operating margin was 14.6% for the quarter ended December 31, 2003 compared to 12.3% for the prior year.

Other Income (Expense), Income Taxes and Other Items

Interest expense of \$4.7 million for the quarter and \$14.4 million for the nine-month period is lower than the previous year due to lower average interest rates and lower debt levels. The Company's weighted-average interest rate on long-term debt was 4.9% at December 31, 2003 and 4.8% at March 31, 2003. The weighted-average interest rate calculation at December 31, 2003 excludes the revolving credit facility, since there was no balance outstanding at December 31, 2003. The interest rate on the revolving credit facility would have been approximately 3% at December 31, 2003.

Other, net for the current fiscal quarter primarily consists of interest income on notes receivable of \$0.5 million, offset by a loss from equity pickup on joint ventures of \$1.0 million. The equity pickup includes approximately \$1.4 million of losses related to joint ventures that are not expected to recur. Other, net in the prior year included \$0.9 million of interest income, with the remainder consisting primarily of equity pickup of earnings on joint ventures. Other, net for the nine-month period includes interest income on notes receivable of \$1.6

million, again partially offset by equity pickup and other items. In the comparable period for the prior year, other, net included \$3.3 million of interest income on notes receivable, with the remainder consisting primarily of equity pickup of losses on joint ventures.

The Company recorded an income tax benefit of \$6.7 million in the quarter ended June 30, 2003 as a result of the completion of an audit by the Internal Revenue Service. The Company had previously accrued deferred taxes related to certain deductions and tax positions taken on its return for the 1999 fiscal year in connection with its May & Speh acquisition. In the third quarter of the current fiscal year, the Company recorded \$0.2 million additional income tax expense upon the completion and filing of its March 31, 2003 tax returns. Excluding the deferred tax benefit in the first quarter and the adjustment in the third quarter, the Company's tax rate for both the quarter and the nine months ended December 31, 2003 was 37.5%. The Company's estimated tax rate for the full fiscal year is also 37.5%, excluding the adjustments mentioned above and any potential adjustments related to previous years deferred tax liabilities that might occur during the fourth quarter. For the quarter and nine months ended December 31, 2002 the tax rate was 29.5% and 33.2%, respectively, which reflects an adjustment of \$1.8 million, net of federal tax impact, related to the utilization of state income tax loss carryforwards.

The Company is regularly audited by federal and state tax authorities, which, from time to time, results in proposed assessments and/or adjustments to certain of the Company's tax positions. The Company has established a deferred tax liability to cover its potential exposure resulting from certain tax deductions and exclusions taken by the Company in recent years for which no specific or clear guidance is included in the Internal Revenue Code and the possibility that the Company's position with respect to these deductions and/or exclusions could be challenged and disallowed by tax authorities.

Capital Resources and Liquidity

Working Capital and Cash Flow

Working capital at December 31, 2003 totaled \$91.3 million compared to \$117.5 million at March 31, 2003. This decline is primarily the result of an increase in the current portion of long-term obligations. Cash provided by operating activities was \$177.3 million in the nine months ended December 31, 2003, as compared to \$190.7 million for the same period in the prior year. Net changes in operating assets and liabilities increased operating cash flow by \$11.5 million in the current year-to-date period and \$32.8 million in the prior year. The prior year included approximately \$40 million of refunds of federal income taxes received in June 2002. Depreciation and amortization of \$107.7 million in the nine months ended December 31, 2003 increased 22% over the same period in the prior year.

Accounts receivable days sales outstanding ("DSO") was 70 days at December 31, 2003 compared to 71 days at March 31, 2003 and is calculated as follows (dollars in thousands):

	December 31, 2003	March 31, 2003
Numerator – trade accounts receivable, net	\$ 193,491	\$ 189,704
Denominator:		
Quarter revenue	255,207	239,459
Number of days in quarter	92	90
Average daily revenue	\$ 2,774	\$ 2,661
Days sales outstanding	70	71

Investing activities used \$42.8 million in the nine months ended December 31, 2003, compared to \$55.1 million in the same period in the prior year. Investing activities in the current period included capitalized software development costs of \$20.1 million, compared to \$26.3 million in the prior year. Capital expenditures were \$12.3 million in the current period, compared to \$10.8 million in the prior year. Cost deferrals were \$15.3 million in the current period, compared to \$11.1 million in the prior year. Investing activities in the current

year also included \$5.0 million related to the Company's investment in Battleaxe, LLC, a limited liability company formed for the purpose of owning and managing real property in Illinois. Under the terms of the operating agreement, the Company's ownership investment in this entity will be returned through monthly payments over the next four years, including interest at 5%, with a final payment of \$2.4 million due in May 2007. As an inducement for the Company to enter into this investment, the other investors released the Company from a contingent liability under which the Company was potentially liable under certain leases that had been assumed by other parties. The total amount of the future lease payments that the Company was contingently liable for was \$6.8 million as of March 31, 2003. Investing activities also included the receipt of \$7.7 million of proceeds from the disposition of operations, which included \$6.7 million related to the sale of the Company's Los Angeles outsourcing data center operation and \$1.0 million in collections on a note from the sale of the DMI operation in a prior year. Investing activities for the current period also included \$1.5 million in payments received from investments, including \$1.2 million from the Company's health care joint venture, which has been liquidated.

With respect to certain of its investments in joint ventures and other companies, Axiom has provided cash advances to fund losses and cash flow deficits. Although the Company has no commitment to continue to do so, it expects to continue funding such losses and deficits until such time as these investments become profitable. Axiom may, at its discretion, discontinue providing financing to these investments during future periods. In the event that Axiom ceases to provide funding and these investments have not achieved profitable operations, the Company may be required to record an impairment charge up to the amount of the carrying value of these investments (\$15.8 million at December 31, 2003). During the quarter ended December 31, 2003, the Company recorded losses on two real estate joint ventures in the amount of \$1.4 million. These joint ventures had declined in value by an amount greater than that recorded by the Company as a result of its equity pickup. In the event that additional declines in the value of its investments occur and continue, the Company may be required to record temporary and/or "other than temporary" impairment charges of its investments.

The Company has generated free cash flows, as shown below (in thousands):

	For the nine months ended December 31,	
	2003	2002
Cash provided by operating activities	\$177,316	\$190,681
Proceeds from the disposition of assets	737	200
Capitalized software development costs	(20,141)	(26,336)
Capital expenditures	(12,261)	(10,809)
Deferral of costs	(15,344)	(11,144)
Proceeds from sale and leaseback	---	7,729
Free cash flow	<u>\$ 130,307</u>	<u>\$ 150,321</u>

Free cash flow is a non-generally accepted accounting principle ("GAAP") financial measure. A non-GAAP financial measure is defined as a numerical measure of the Company's financial performance, financial position or cash flow that excludes (or includes) amounts that are included in (or excluded from) the most directly comparable measure calculated and presented in accordance with GAAP in the Company's consolidated financial statements. Free cash flow is defined as cash provided by operating activities less cash used by investing activities excluding the impact of investments in joint ventures and other business alliances and cash paid and/or received in acquisitions and dispositions. Free cash flow, as defined by the Company, may not be comparable to similarly titled measures reported by other companies. Management of the Company has included free cash flow in this filing because although free cash flow does not represent the amount of money available for the Company's discretionary spending since certain obligations of the Company must be funded out of free cash flow, management believes that it provides investors with a useful alternative measure of liquidity by allowing an assessment of the amount of cash available for general corporate and strategic purposes, including debt payments, after funding operating activities and capital expenditures, capitalized software expenses and deferred costs. The above table reconciles free cash flow to cash provided by operating activities, the nearest comparable GAAP measure.

Financing activities in the current nine-month period used \$122.6 million, primarily as a result of the purchase of 3.9 million shares of common stock for an aggregate purchase price of \$56.0 million. The remainder of the financing activities relate to net repayments of debt and the sale of common stock through stock options and the employee stock purchase plan.

The Company has also incurred long-term obligations through non-cash investing and financing activities during the nine months ended December 31, 2003 of \$2.7 million for the acquisition of land, \$18.3 million for the acquisition of data, \$11.1 million for the acquisition of enterprise software, \$60.2 million for the acquisition of equipment under capital leases, and \$6.9 million to construct facilities under construction loans. Of the equipment acquired under capital leases, \$17.2 million relates to capital leases for existing equipment on expired synthetic leases, and \$28.7 million relates to new equipment required for customer contracts. In both cases, the cost of the equipment is generally recovered through customer billings. Using leases and long-term license arrangements allows the Company to better match cash outflows with the resulting customer cash inflows.

The Company intends to use its future free cash flow to repay debt, to buy back shares of its common stock (when accretive to earnings per share), for possible future acquisitions and for payments of dividends. On February 4, 2004, the board of directors declared the Company's first quarterly cash dividend of four cents per share payable on March 8, 2004 to shareholders of record as of the close of business on February 16, 2004. While Acxiom intends to pay regular quarterly dividends for the foreseeable future, all subsequent dividends will be reviewed quarterly and declared by the board at its discretion. The Company estimates that the March 8, 2004 dividend payment will total approximately \$3.4 million.

Credit and Debt Facilities

The Company had available credit lines of \$150 million of which none was outstanding at December 31, 2003 compared to \$28.8 million outstanding at March 31, 2003. The Company's debt-to-capital ratio, as calculated below, was 33% at December 31, 2003 compared to 34% at March 31, 2003 (dollars in thousands).

	December 31, 2003	March 31, 2003
Numerator - long-term obligations	\$ 283,885	\$ 289,677
Denominator:		
Long-term obligations	283,885	289,677
Stockholders' equity	566,382	562,556
	\$ 850,267	\$ 852,233
Debt-to-capital ratio	33%	34 %

Included in long-term obligations for both periods presented above are the Company's 3.75% convertible notes ("3.75% Notes") in the amount of \$175 million, as discussed below. The conversion price for the 3.75% Notes is \$18.25 per share. If the Company's common stock price remains above the conversion price, the 3.75% Notes may be converted to equity by the holders.

Off-Balance Sheet Items

The Company has entered into synthetic operating lease facilities for computer equipment, furniture and aircraft ("Leased Assets"). These synthetic operating lease facilities are accounted for as operating leases under GAAP and are treated as capital leases for income tax reporting purposes. Lease terms under the computer equipment and furniture facility range from two to six years, with the Company having the option at expiration of the initial term to return, or purchase at a fixed price, or extend or renew the term of the leased equipment. In the event the Company elects to return the Leased Assets, the Company has guaranteed a portion of the residual value to the lessors. Assuming the Company elects to return the Leased Assets to the lessors at its earliest opportunity under the synthetic lease arrangements and assuming the Leased Assets have no significant residual value to the lessors, the maximum potential amount of future payments the Company could be required to make under these residual value guarantees was \$25.6 million at December 31, 2003. Since the

inception of the facility, the total amount drawn under these synthetic operating lease facilities was \$213.3 million, and the Company has a future commitment for lease payments of \$44.9 million over the next ten years.

The Company has begun construction of a new office building and data center in Phoenix, Arizona. Total construction costs of this facility are expected to be approximately \$15 million to \$16 million and construction is expected to be completed by October 2004. The Company also plans to begin construction on an additional data center in Little Rock, Arkansas later this fiscal year, and it is expected to be completed in late fiscal 2005. Total construction cost of this facility is expected to be \$13 million to \$14 million.

In connection with certain of the Company's other buildings and facilities, the Company has entered into 50/50 joint ventures with local real estate developers. In each case, the Company is guaranteeing portions of the loans for the buildings. In addition, in connection with the disposal of certain assets, the Company has guaranteed loans for the buyers of the assets. Substantially all of the third-party indebtedness for which the Company has provided guarantees is collateralized by various pieces of real property. The aggregate amount of the guarantees at December 31, 2003 was \$5.6 million.

The Company was previously contingently obligated under certain leases that have been assumed by other parties. The total future lease payments for which the Company was contingently liable was \$6.8 million at March 31, 2003. During the six months ended December 31, 2003, in conjunction with its investment in Battleaxe, LLC as discussed above, the Company was released from this contingent liability.

At both December 31, 2003 and March 31, 2003, the Company had accrued \$0.3 million related to the potential obligations under all of its various guarantees.

Outstanding letters of credit, which reduce the borrowing capacity under the Company's revolving credit facility, were \$10.0 million at December 31, 2003 and \$10.8 million at March 31, 2003.

Contractual Commitments

The following table presents Acxiom's contractual cash obligations and purchase commitments at December 31, 2003 (dollars in thousands). The column for 2004 represents the three months ending March 31, 2004. All other columns represent fiscal years ending March 31.

	For the years ending March 31,						Total
	2004	2005	2006	2007	2008	There- after	
Capital lease obligations	\$13,564	\$25,126	\$12,462	\$5,083	\$2,378	\$14,441	\$73,054
Software and data license liabilities	3,409	19,257	16,783	12,072	13,656	6,932	72,109
Other long-term debt	458	16,207	1,060	231	231	177,541	195,728
Total long-term obligations	17,431	60,590	30,305	17,386	16,265	198,914	340,891
Synthetic aircraft leases	755	3,021	3,021	3,021	3,021	14,407	27,246
Synthetic equipment and furniture leases	5,029	9,062	2,729	607	253	—	17,680
Total synthetic operating leases	5,784	12,083	5,750	3,628	3,274	14,407	44,926
Equipment operating leases	5,832	17,836	8,475	2,214	—	—	34,357
Building operating leases	1,861	6,510	5,969	5,980	5,464	57,636	83,420
Partnerships building leases	526	2,122	2,123	2,134	2,144	2,202	11,251
Related party aircraft lease	226	902	902	376	—	—	2,406
Total operating lease payments	14,229	39,453	23,219	14,332	10,882	74,245	176,360
Operating software license obligations	2,152	9,236	4,933	3,515	3,515	7,030	30,381
Total operating lease and software license obligations	16,381	48,689	28,152	17,847	14,397	81,275	206,741
Total contractual cash obligations	\$33,812	\$109,279	\$58,457	\$35,233	\$30,662	\$280,189	\$547,632

	For the years ending March 31,						Total
	2004	2005	2006	2007	2008	There-after	
Purchase commitments on synthetic aircraft leases	—	—	—	—	—	18,397	18,397
Purchase commitments on synthetic equipment and furniture leases	9,310	4,473	3,627	464	1,626	—	19,500
Other purchase commitments	25,896	26,515	20,278	18,670	12,665	—	104,024
Total purchase commitments	<u>\$35,206</u>	<u>\$30,988</u>	<u>\$23,905</u>	<u>\$19,134</u>	<u>\$14,291</u>	<u>\$18,397</u>	<u>\$141,921</u>

The synthetic lease term for one aircraft expires in January 2011, with the Company having the option at expiration to either purchase the aircraft at a fixed price, renew the lease for an additional twelve-month period (with a nominal purchase price paid at the expiration of the renewal period), or return the aircraft in the condition and manner required by the lease. In December 2003 the Company entered into a synthetic lease for an additional aircraft which expires in November 2013, with the Company having the option at expiration to purchase the aircraft at a fixed price or return the aircraft to the lessor. The purchase commitment on the synthetic aircraft leases assumes each lease terminates and is not renewed and the Company elects to purchase the aircraft.

The related party aircraft lease relates to an aircraft leased from a business controlled by an officer. The Company has also agreed to pay the difference, if any, between the sales price of the aircraft and 70% of the related loan balance (approximately \$3.9 million at December 31, 2003) should the Company elect to exercise its early termination rights or not extend the lease beyond its initial term and the lessor sells the equipment as a result.

The purchase commitments on the synthetic equipment and furniture leases assume the leases terminate and are not renewed, and the Company elects to purchase the assets. The other purchase commitments include contractual commitments for the purchase of data and open purchase orders for equipment, paper, office supplies, construction and other items. Other purchase commitments in some cases will be satisfied by entering into future operating leases, capital leases, or other financing arrangements, rather than payment of cash.

The following table shows contingencies or guarantees under which the Company could be required, in certain circumstances, to make cash payments as of December 31, 2003 (dollars in thousands):

Residual value guarantee on the synthetic computer equipment and furniture lease	\$ 13,855
Residual value guarantee on synthetic aircraft leases	11,759
Residual value guarantee on related party aircraft lease	3,900
Guarantees on certain partnership and other loans	5,621
Outstanding letters of credit	9,990

The total amount of the partnerships and other loans, of which the Company guarantees the portion noted above, are \$13.8 million.

While the Company does not have any other material contractual commitments for capital expenditures, minimum levels of investments in facilities and computer equipment continue to be necessary to support the growth of the business. It should also be noted that the Company has spent considerable capital over previous years building the AbiliTec infrastructure. It is the Company's current intention generally to lease any new required equipment to better match cash outflows with customer inflows. In some cases, the Company also sells software and hardware to clients. In fiscal 2002, the Company changed its policy of billing for these sales under extended payment terms or notes receivable, which were collectible generally over three years, to primarily up-front payments by the client. In addition, new outsourcing or facilities management contracts frequently require substantial up-front capital expenditures to acquire or replace existing assets. Management believes that the Company's existing available debt and cash flow from operations will be sufficient to meet the Company's working capital and capital expenditure requirements for the foreseeable future. The Company also evaluates acquisitions from time to time, which may require up-front payments of cash. Depending on the size of the acquisition it may be necessary to raise additional capital. If additional capital becomes necessary as a result of any material variance of operating results from projections or from potential future acquisitions, the Company would first use available borrowing capacity under its revolving credit agreement, followed by the issuance of debt or equity securities. However, no assurance can be given that the Company would be able to obtain funding through the issuance of debt or equity securities at terms favorable to the Company, or that such funding would be available.

For a description of certain risks that could have an impact on results of operations or financial condition, including liquidity and capital resources, see the "Risk Factors" contained in Part I, Item 1. Business, of the Company's annual report on Form 10-K for the fiscal year ended March 31, 2003.

Acquisitions and Divestitures

Effective November 26, 2002, the Company acquired certain assets and assumed certain liabilities of Toplander Corporation ("Toplander"), a data compiler for online marketing efforts. The acquisition price consisted of cash paid to the sellers of \$5.6 million and contingent consideration that included up to \$2.4 million of additional cash, shares of the Company's common stock with a fair value of up to \$2.0 million, and warrants to purchase shares of the Company's common stock with a fair value of up to \$2.0 million for a total aggregate purchase price, including contingent consideration, of up to \$12.0 million. During the quarter ended September 30, 2003, the purchase price contingencies were resolved. As a result, the Company is not required to pay the additional cash consideration or issue the shares of common stock, but will be required to issue the warrants. The seller is disputing the number of warrants required to meet the \$2 million warrant obligation. The Company and the seller are preparing to go to arbitration to settle this issue, as well as certain other disagreements arising from the purchase transaction. The Company has recorded the \$2 million warrant liability in other accrued expenses. Management expects the ultimate settlement of the disputed matters will not have a material impact on the consolidated financial statements.

On January 6, 2004, the Company announced the completion of the acquisition of the Claritas Europe group of companies from VNU N.V. The acquisition will be accounted for as a purchase and is effective January 1, 2004. Management believes this acquisition will provide the Company with significant European data assets that will be complementary to the Company's service offerings and will give the Company an expanded presence in Europe. The Company paid approximately \$42 million dollars in cash (33.5 million Euro) for the acquisition, which includes offices in England, France, The Netherlands, Germany, Spain, Portugal, and Poland. The acquired companies are expected to add approximately \$100 million in annual revenue. The results of operations of the acquired companies will be included in the Company's consolidated results beginning January 1, 2004.

Recent Developments

In early August 2003 management determined that Acxiom had experienced unlawful security breaches of its file transfer protocol ("FTP") server. Unauthorized access to certain files occurred as a result of information being exchanged between Acxiom and a number of clients via the FTP server. Acxiom was among several companies whose security was breached. Law enforcement authorities have arrested and charged a former employee of one of Acxiom's clients and are investigating another company. Thus far, one individual has pled

guilty and is awaiting sentencing. Acxiom continues to fully cooperate with the investigation, which involves multiple law enforcement agencies.

Only FTP files on a server located outside of the Acxiom firewall were compromised, and not all FTP files nor all clients were affected. No internal systems or databases were accessed, and there was no breach that penetrated the Acxiom security firewall. Based on the facts known to management, the Company does not believe that there is any risk of harm to individuals, and the Company does not expect any material adverse effect from this incident.

Acxiom has a longstanding commitment to systems and network security. The Company undergoes internal security audits on a regular basis, and many clients perform audits on the Company's systems as well. The Company has begun an additional comprehensive review of its systems and procedures to guard against similar incidents in the future. Based on this incident, management is implementing improvements to its systems and procedures.

Other Information

In accordance with a data center management agreement dated July 27, 1992 between Acxiom and Trans Union, Acxiom (through its subsidiary, Acxiom CDC, Inc.) acquired all of Trans Union's interest in its Chicago data center and agreed to provide Trans Union with various data center management services. In a 1992 letter agreement, Acxiom agreed to use its best efforts to cause one person designated by Trans Union to be elected to Acxiom's board of directors. Trans Union designated its CEO and President, Harry C. Gambill, who was appointed to fill a vacancy on the board in November 1992 and was elected at the 1993 annual meeting of stockholders to serve a three-year term. He was elected to serve additional three-year terms at the 1996, 1999 and 2002 annual stockholders meetings. Under a second letter agreement, executed in 1994 in connection with an amendment to the 1992 agreement, which continued the then-current term through 2002, Acxiom agreed to use its best efforts to cause two people designated by Trans Union to be elected to Acxiom's board of directors. While these undertakings by Acxiom are in effect until the end of the current term of the agreement, which expires in August 2005, Acxiom has been notified that Trans Union does not presently intend to designate another individual to serve as director. Acxiom and Trans Union amended the data center management agreement on October 1, 2002, expanding its scope to encompass Trans Union's client/server, network and communications infrastructure. This amendment runs concurrent with the current term of the data center management agreement. In addition to this agreement, the Company has other contracts with Trans Union related to data, software and other services. Acxiom recorded revenue from Trans Union of \$22.8 million and \$21.5 million for the quarters ended December 31, 2003 and 2002, respectively, and \$57.5 million and \$47.3 million for the nine months ended December 31, 2003 and 2002, respectively.

Effective April 1, 2002, Acxiom and Trans Union entered into a marketing joint venture that serves as a sales agent for both parties for certain existing mutual clients. The purpose of the joint venture is to provide these joint clients with leading-edge solutions that leverage the strengths of both parties. Currently serving a small number of financial service clients, the joint venture will market substantially all of the products and services currently offered by Acxiom and Trans Union, as well as any new products and services that may be agreed upon. If either party determines that its participation in the joint venture is economically disadvantageous, it may terminate the arrangement after certain negotiation procedures specified in the agreement have occurred. The net results of operations from this joint venture have not been material.

During the nine months ended December 31, 2003, the Company acquired from Trans Union data to be used in certain of the Company's products. The \$18.3 million cost, of which \$6.7 million has been paid, is included in deferred costs on the accompanying condensed consolidated balance sheet. At December 31, 2003 the net book value of the data asset was \$16.6 million.

See Item 13 of the Company's annual report on Form 10-K for additional information on certain relationships and related transactions.

On December 17, 2003, the Company announced a long-term strategic alliance with Accenture to help clients in the retail, financial services, telecommunications, consumer products, and government sectors better use customer information to improve business results. The alliance enables both Acxiom and Accenture to leverage each other's capabilities to develop solutions for clients. Management expects the alliance with

Accenture to drive new revenue as well as improve Acxiom's efficiency, leading to higher margins in the future.

Critical Accounting Policies

We prepare our consolidated financial statements in conformity with accounting principles generally accepted in the United States. These accounting principles require management to make certain judgments and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Note 1 to the consolidated financial statements filed as a part of the Company's annual report on Form 10-K includes a summary of significant accounting policies used in the preparation of Acxiom's consolidated financial statements. In addition, the Management's Discussion and Analysis filed as a part of the Company's annual report on Form 10-K contains a discussion of policies which management has identified as the most critical because they require management's use of complex and/or significant judgments. The following paragraphs are intended to update that discussion only for the critical accounting policies or estimates that have materially changed since the date of the Company's last annual report.

Valuation of Long-Lived Assets and Goodwill - Long-lived assets and certain identifiable intangibles are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the undiscounted cash flows expected to result from the use and eventual disposition of the asset. In cases where cash flows cannot be associated with individual assets, assets are grouped together in order to associate cash flows with the asset group. If such assets or asset groups are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

Goodwill represents the excess of acquisition costs over the fair values of net assets acquired in business combinations treated as purchase transactions. Under the provisions of SFAS No. 142, "Goodwill and Other Intangible Assets," goodwill is not amortized, but is reviewed annually for impairment under a two-part test. In the event that part one of the impairment test indicates potential impairment of goodwill, performance of part two of the impairment test is required. Any impairment that results from the completion of the two-part test is recorded as a charge to operations during the period in which the impairment test is completed. The Company performs its annual goodwill impairment evaluation as of the beginning of its fiscal year. The Company has completed part one of an annual, two-part impairment analysis of its goodwill and has determined that no impairment of its goodwill existed as of April 1, 2003. Accordingly, step two of the goodwill impairment test was not required for fiscal 2004. Changes in circumstances may require the Company to perform impairment testing on a more frequent basis. No assurance can be given by the Company that additional impairment tests will not require an impairment charge during future periods should circumstances indicate that the Company's goodwill balances are impaired.

In completing step one of the test and making the assessment that no potential impairment of the Company's goodwill existed, management has made a number of estimates and assumptions. In particular, the growth and discount rates used by management in determining the fair value of each of the Company's reporting units through a discounted cash flow analysis significantly affect the outcome of the impairment test, as well as numerous other factors. In performing step one of the impairment analysis, management has used growth rates ranging from 5 percent up to 15 percent and used a discount rate of 12 percent, representing an approximation of the Company's weighted-average cost of capital, which resulted in a sizable excess of fair value over the net assets of each of the Company's reporting units. Assuming the same growth rates, a discount rate of greater than 17 percent would be necessary to indicate potential impairment of at least a portion of the Company's goodwill balances, resulting in the need to proceed to step two of the impairment test. Assuming the 12 percent discount rate but assuming no growth would also not indicate impairment. Additionally, the Company has determined that its reporting units should be aggregated up to reportable segments for use in analyzing its goodwill and assessing any potential impairment thereof, on the basis of similar economic characteristics in accordance with the guidance in SFAS No. 131 and SFAS No. 142. However, should a determination be made that such aggregation of some or all of the Company's reporting units is not appropriate, the results of step one of the goodwill

impairment test might indicate that potential impairment does exist, requiring the Company to proceed to step two of the test and possibly recording an impairment of its goodwill.

New Accounting Pronouncements

In December 2003, the FASB issued a revision of SFAS No. 132, "Employers' Disclosures about Pensions and Other Postretirement Benefits." This statement revises employers disclosures about pension plans and other postretirement benefit plans. This statement will be effective for the Company for the fiscal year ended March 31, 2004. The Company currently does not offer any defined benefit pension plans or other postretirement benefit plans, so the impact of this statement is not expected to result in a material impact to the Company's financial position, results of operations or cash flow.

In May 2003, the FASB issued SFAS No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity." SFAS No. 150 established standards for how entities classify and measure in their statement of financial position certain financial instruments with characteristics of both liabilities and equity. The provisions of SFAS No. 150 are effective for financial instruments entered into or modified after May 31, 2003, and otherwise shall be effective at the beginning of the first fiscal interim period beginning after June 15, 2003 and reported as a cumulative effect adjustment. The Company adopted this statement, as required, effective July 1, 2003, resulting in no material impact on its financial position, results of operations or cash flows.

In May 2003, the EITF reached a final consensus on Issue No. 01-8, "Determining Whether an Arrangement Contains a Lease." EITF 01-8 provides guidance in determining whether an arrangement with a customer contains a lease and also provides guidance on accounting for the leasing portion of the arrangement. The Company is required to adopt the guidance in EITF 01-8 for any new or modified contractual arrangements agreed to or committed to after June 30, 2003. While implementation of EITF 01-8 has not had a material impact on the Company's financial statements thus far, there may be an impact on new or newly modified outsourcing or services arrangements in the future.

In January 2003, the FASB issued Interpretation No. 46 ("FIN 46"), "Consolidation of Variable Interest Entities." In December 2003, the FASB issued a revision of FIN 46. Under the provisions of FIN 46, the underlying assets, liabilities and results of activities of a large number of variable interest entities ("VIE's") would be required to be consolidated into the financial statements of a primary beneficiary. The Company was required to apply the provisions of FIN 46 to its consolidated financial statements beginning July 1, 2003. Since the Company has terminated its real estate synthetic lease arrangement, there was no material impact from applying the provisions of FIN 46.

In November 2002, the EITF reached a final consensus on Issue No. 00-21, "Revenue Arrangements with Multiple Elements." EITF 00-21 provides guidance on (a) how arrangement consideration should be measured, (b) whether the arrangement should be divided into separate units of accounting, and (c) how the arrangement consideration should be allocated among the separate units of accounting. EITF 00-21 also requires disclosure of the accounting policy for recognition of revenue from multiple-deliverable arrangements and the description and nature of such arrangements. The guidance of EITF 00-21 is effective for revenue arrangements entered into in fiscal periods beginning after June 15, 2003. Alternatively, EITF 00-21's guidance may be accounted for and reported as a cumulative-effect adjustment. The Company began applying the guidance of EITF 00-21 to its multiple element arrangements during the second quarter, resulting in no material impact on its financial position, results of operations or cash flows.

Forward-looking Statements

This document and other written reports and oral statements made from time to time by Acxiom and its representatives contain forward-looking statements. These statements, which are not statements of historical fact, may contain estimates, assumptions, projections and/or expectations regarding the Company's financial position, results of operations, market position, product development, growth opportunities, economic conditions, and other similar forecasts and statements of expectation. The Company generally indicates these statements by words or phrases such as "anticipate," "estimate," "plan," "expect," "believe," "intend," "foresee," and similar words or phrases. These forward-looking statements are not guarantees of future performance and are subject to a number of factors and uncertainties that could cause the Company's actual

results and experiences to differ materially from the anticipated results and expectations expressed in such forward-looking statements.

The factors and uncertainties that could cause actual results to differ materially from those expressed in, or implied by, the forward-looking statements include but are not limited to the following:

- the complexity and uncertainty regarding the development of new technologies;
- the possible loss of market share through competition or the acceptance of the Company's technological offerings on a less rapid basis than expected;
- the possibility that certain contracts may not be closed or close within the anticipated time frames;
- the possibility that certain contracts may not generate the anticipated revenue or profitability;
- the possibility that economic or other conditions, including recent world events such as the wars in Afghanistan and Iraq and the continuing threats of terrorism, might continue to have a negative impact upon the economy in general and upon the Company's business in particular, leading to a reduction in demand for Acxiom's products and services;
- the possibility that the recovery from the previous three years' economic slowdown may take longer than expected or that economic conditions in general will not be as expected;
- the possibility that significant clients may experience extreme, severe economic difficulty;
- the possibility that the fair value of certain assets of the Company may not be equal to the carrying value of those assets now or in future time periods;
- the possibility that sales cycles may lengthen;
- the continued ability to attract and retain qualified technical and leadership associates and the possible loss of associates to other organizations;
- the ability to properly motivate Acxiom's sales force and other associates;
- the ability to achieve cost reductions and avoid unanticipated costs;
- the continued availability of credit upon satisfactory terms and conditions;
- the introduction of competent, competitive products, technologies or services by other companies;
- changes in consumer or business information industries and markets;
- the Company's ability to protect proprietary information and technology or to obtain necessary licenses on commercially reasonable terms;
- the difficulties encountered when entering new markets or industries;
- changes in the legislative, accounting, regulatory and consumer environments affecting the Company's business, including but not limited to litigation, legislation, regulations and customs relating to Acxiom's ability to collect, manage, aggregate and use data;
- the possibility that data suppliers might withdraw data from the Company, leading to the Company's inability to provide certain products and services;
- the effect of short-term contracts on the predictability of the Company's revenues or the possibility that clients may cancel or modify their agreements with the Company;

- the possibility that the amount of ad hoc project work will not be as expected;
- the potential loss of data center capacity or interruption of telecommunication links or power sources;
- postal rate increases that could lead to reduced volumes of business;
- the potential disruption of the services of the United States Postal Service, their global counterparts and other delivery systems;
- the successful integration of any acquired businesses;
- with respect to the providing of products or services outside the Company's primary base of operations in the United States, all of the above factors and the difficulty of doing business in numerous sovereign jurisdictions due to differences in culture, laws and regulations; and
- other competitive factors.

In light of these risks, uncertainties and assumptions, the Company cautions readers not to place undue reliance on any forward-looking statements. Acxiom undertakes no obligation to publicly update or revise any forward-looking statements based on the occurrence of future events, the receipt of new information or otherwise.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Acxiom's earnings are affected by changes in short-term interest rates primarily as a result of its revolving credit agreement, which bears interest at a floating rate. Acxiom does not use derivative or other financial instruments to mitigate the interest rate risk. Risk can be estimated by measuring the impact of a near-term adverse movement of 10% in short-term market interest rates. If short-term market interest rates average 10% more during the next four quarters than during the previous four quarters, there would be no material adverse impact on Acxiom's results of operations. Acxiom has no material future earnings or cash flow expenses from changes in interest rates related to its other long-term debt obligations as substantially all of Acxiom's remaining long-term debt instruments have fixed rates. At both December 31, 2003 and March 31, 2003, the fair value of Acxiom's fixed rate long-term obligations approximated carrying value.

As noted in note 13 to the condensed, consolidated financial statements, the Company completed the acquisition of the Claritas Europe group of companies, effective January 1, 2004. As a result of this acquisition, the Company now has a larger presence in the United Kingdom and new presence in France, The Netherlands, Germany, Spain, Portugal and Poland. In general, each of the foreign locations is expected to fund its own operations and cash flows, although funds may be loaned or invested from the U.S. to the foreign subsidiaries. Therefore, exchange rate movements of foreign currencies may have an impact on Acxiom's future costs or on future cash flows from foreign investments. Acxiom has not entered into any foreign currency forward exchange contracts or other derivative instruments to hedge the effects of adverse fluctuations in foreign currency exchange rates.

Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures.

An evaluation as of the end of the period covered by this quarterly report was carried out under the supervision and with the participation of the Company's management, including the Company Leader (Chief Executive Officer) and Financial Operations Leader (Chief Financial Officer), of the effectiveness of the design and operation of the Company's "disclosure controls and procedures," which are defined under SEC rules as controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files under the Exchange Act is recorded, processed, summarized and reported within required time periods. Based upon that evaluation, the Company Leader and Financial Operations Leader concluded that the Company's disclosure controls and procedures were effective.

(b) Changes in Internal Control over Financial Reporting

The Company's management, including the Company Leader (Chief Executive Officer) and the Financial Operations Leader (Chief Financial Officer), has evaluated any changes in the Company's internal control over financial reporting that occurred during the quarterly period covered by this report, and has concluded that there was no change during the quarterly period covered by this report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

The Company is involved in various claims and litigation matters that arise in the ordinary course of business. None of these, however, are believed to be material in their nature or scope.

Item 6. Exhibits and Reports on Form 8-K

(a) The following exhibits are filed with this Report:

- 31.1 Certification of Company Leader (principal executive officer) pursuant to SEC Rule 13a-14(a)/15d-14(a), as adopted pursuant to Sections 302 and 404 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of Company Financial Operations Leader (principal financial and accounting officer) pursuant to SEC Rule 13a-14(a)/15d-14(a), as adopted pursuant to Sections 302 and 404 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification of Company Leader (principal executive officer) pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification of Company Financial Operations Leader (principal financial and accounting officer) pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(b) Reports on Form 8-K

A report was furnished on October 22, 2003, which reported that the Company announced the results of its financial performance for the quarter ending September 30, 2003.

ACXIOM CORPORATION AND SUBSIDIARIES

SIGNATURE

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

Acxiom Corporation

Dated: February 10, 2004

By: /s/ Jefferson D. Stalnaker
(Signature)
Jefferson D. Stalnaker
Company Financial Operations Leader
(principal financial and accounting officer)

CERTIFICATION

I, Charles D. Morgan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Acxiom Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 10, 2004

By: /s/ Charles D. Morgan

(Signature)

Charles D. Morgan

Company Leader

(principal executive officer)

CERTIFICATION

I, Jefferson D. Stalnaker, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Acxiom Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 10, 2004

By: /s/ Jefferson D. Stalnaker

(Signature)

Jefferson D. Stalnaker

Company Financial Operations Leader

(principal financial and accounting officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying Quarterly Report of Acxiom Corporation (the Company) on Form 10-Q for the period ending December 31, 2003 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Charles D. Morgan, Company Leader (principal executive officer) of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Charles D. Morgan
Charles D. Morgan
Company Leader
(principal executive officer)
February 10, 2004

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying Quarterly Report of Acxiom Corporation (the Company) on Form 10-Q for the period ending December 31, 2003 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Jefferson D. Stalnaker, Financial Operations Leader (principal financial and accounting officer) of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Jefferson D. Stalnaker
Jefferson D. Stalnaker
Company Financial Operations Leader
(principal financial and accounting officer)
February 10, 2004