

ACXIOM CORP
Form SC 13E3/A
October 03, 2007

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13E-3

RULE 13e-3 TRANSACTION STATEMENT

Under Section 13(e) of the Securities Exchange Act of 1934

(Amendment No. 2)

ACXIOM CORPORATION

(Name of the Issuer)

Axiom Corporation

Axio Acquisition Corp.

Axio Holdings LLC

ValueAct Capital Master Fund, L.P.

(Name of Persons Filing Statement)

Common Stock, par value \$0.10 per share

(Title of Class of Securities)

005125109

(CUSIP Number of Class of Securities)

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Axiom Corporation	Axio Acquisition Corp.
1 Information Way	Axio Holdings LLC
Little Rock, Arkansas 72202	ValueAct Capital Master Fund, L.P.
Attn: Jerry C. Jones	435 Pacific Avenue, 4th Floor
Business Development/	San Francisco, California 94133
Legal Leader	Attn: Allison Bennington,
(501) 342-1000	General Counsel
(Name, Address and Telephone Number of Persons Authorized to Receive Notices	

and Communications on Behalf of Persons Filing Statement)

Selim Day	<i>Copies to:</i> Michael S. Ringler	Christopher G. Karras
Wilson Sonsini Goodrich & Rosati	Wilson Sonsini Goodrich & Rosati	Lisa C.S. Burnett
Professional Corporation	Professional Corporation	Dechert LLP
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This statement is filed in connection with (check the appropriate box):

- a. The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14-C or Rule 13e-3(c) under the Securities Exchange Act of 1934 (the "Act").
- b. The filing of a registration statement under the Securities Act of 1933.
- c. A tender offer.
- d. None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

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

CALCULATION OF FILING FEE

Transaction Valuation

Amount of Filing Fee

Check box if any part of the fee is offset as provided by Regulation 240.0-11(a)(2) under the Exchange Act and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$61,196.38

Form or Registration No.: Schedule 14A

Filing Party: Acxiom Corporation

Date Filed: June 27, 2007

Introduction

This Amendment No. 2 to the Rule 13E-3 Transaction Statement on Schedule 13E-3, together with the exhibits hereto (this Statement) is being filed by (1) Acxiom Corporation, a Delaware corporation (the Company or Acxiom), the issuer of common stock, par value \$0.10 per share (the Common Stock), that is the subject of the Rule 13e-3 transaction, (2) Axio Holdings LLC, a Delaware limited liability company (Acquirer), (3) Axio Acquisition Corp., a Delaware corporation (Axio Acquisition Corp.) and (4) ValueAct Capital Master Fund, L.P. Acxiom, Acquirer, Axio Acquisition Corp. and ValueAct Capital Master Fund, L.P. are sometimes referred to herein collectively as the Filing Group. This Statement relates to the Agreement and Plan of Merger (the Merger Agreement), dated as of May 16, 2007, between the Company, Acquirer and Axio Acquisition Corp.

On October 1, 2007, the Company, Acquirer, Axio Acquisition Corp., ValueAct Capital Master Fund, L.P., Silver Lake Partners II, L.P., Silver Lake Partners III, L.P., and UBS Loan Finance LLC, UBS Securities LLC, Morgan Stanley Senior Funding, Inc. and Morgan Stanley & Co. Incorporated entered into a Mutual Termination Agreement and Release (the Termination Agreement) relating to the Merger Agreement, as a result of which the parties thereto agreed to terminate the Merger Agreement. Pursuant to the Termination Agreement, Acxiom will receive \$65 million in cash to terminate the Merger Agreement.

By filing this Statement, the Filing Group hereby withdraws the previously filed Schedule 13E-3 that was filed with the Securities and Exchange Commission (the SEC) on June 27, 2007 and Amendment No. 1 to Schedule 13E-3 that was filed with the SEC on July 19, 2007.

Item 16. Exhibits
Regulation M-A Item 1016

Exhibit Number	Description
(d)(5)	Mutual Termination Agreement and Release dated as of October 1, 2007 by and among Acxiom Corporation, Axio Holdings LLC, Axio Acquisition Corp., ValueAct Capital Master Fund, L.P., Silver Lake Partners II, L.P., Silver Lake Partners III, L.P., UBS Loan Finance LLC, UBS Securities LLC, Morgan Stanley Senior Funding, Inc. and Morgan Stanley & Co. Incorporated (incorporated by reference to Exhibit 10.1 to Acxiom Corporation's Current Report on Form 8-K filed with the SEC on October 1, 2007).

SIGNATURES

After due inquiry and to the best knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

ACXIOM CORPORATION

Date: October 3, 2007

By: /s/ Jerry C. Jones
Name: Jerry C. Jones
Title: Officer

AXIO ACQUISITION CORP.

Date: October 3, 2007

By: /s/ Jeffrey W. Ubben
Name: Jeffrey W. Ubben
Title: President

AXIO HOLDINGS LLC

Date: October 3, 2007

By: /s/ Jeffrey W. Ubben
Name: Jeffrey W. Ubben
Title: President

VALUEACT CAPITAL MASTER FUND, L.P.

Date: October 3, 2007

By: VA PARTNERS, L.L.C., its General Partner

By: /s/ Jeffrey W. Ubben
Name: Jeffrey W. Ubben
Title: Managing Member

EXHIBIT INDEX

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