





**Acxiom** is an enterprise data, analytics and software as a service company that uniquely fuses trust, experience and scale to fuel data-driven results. For over 40 years, Acxiom has been an innovator in harnessing the most important sources and uses of data to strengthen connections between people, businesses and their partners. Utilizing a channel and media neutral approach, we leverage cutting-edge, data-oriented products and services to maximize customer value. Every week, Acxiom powers more than a trillion transactions that enable better living for people and better results for our 7,000+ global clients.

#### UNITED STATES

Conway, Arkansas  
Little Rock, Arkansas  
Redwood City, California  
San Francisco, California  
Downers Grove, Illinois  
New York, New York  
Nashville, Tennessee  
Austin, Texas

#### SOUTH AMERICA

São Paulo, Brazil

#### EUROPE

London, United Kingdom  
Normanton, United Kingdom  
Lille, France  
Paris, France  
Frankfurt, Germany  
Munich, Germany  
Gdansk, Poland  
Warsaw, Poland

#### AUSTRALIA

Sydney, Australia

#### ASIA

Beijing, China  
Nantong, China  
Shanghai, China  
Singapore  
Tokyo, Japan

Dear Acxiom Shareholders,

Fiscal 2015 was a transformative year for Acxiom. We made huge strides in our journey toward becoming a singularly focused Marketing and Data Services company centered on our core capabilities in recognition, data stewardship and connectivity.

Last year, we acquired industry-leading onboarding capabilities with the acquisition of LiveRamp, and married those capabilities with the best features of our Audience Operating System® (AOS®) to create LiveRamp Connect™. We instituted a new management structure within Marketing and Data Services that will allow each area of the business – Marketing Services, Audience Solutions and Connectivity – to be more nimble and focused. And most recently, we announced the sale of our IT Infrastructure Management business to narrow our focus on our core capabilities.

While we made significant progress in Fiscal 2015, we still have a lot of work to do. Our efforts in the coming year will focus on four core strategic imperatives:

- **Accelerate the Growth of Connectivity**

Fiscal 2015 marked a year of tremendous growth and adoption for our Connectivity business, and we have established Acxiom as the early leader in an important and fast growing new industry category. In doing so, we repositioned Acxiom's reputation for innovation and won many new customers and partners. In the coming year, we must aggressively extend our early lead in onboarding and connectivity, and continue to deliver exceptional results to our customers and partners.

- **Solidify Our Marketing Services Foundations and Profitability**

Acxiom must continue to be a leader in our professional services business. In Fiscal 2015, this business did not perform to our expectations, but we are confident we are doing the right things to strengthen our position. We are driving innovation across our core product offerings, including enhancements to our Acxiom Impact™ email platform and innovations within marketing database. In addition, we remain focused on improving our delivery and client service through the productization and standardization of our offerings.

- **Transform and Modernize Audience Solutions**

Data is the backbone of Acxiom, and in the coming year we are focused on reinvigorating our Audience Solutions business into a more modern and efficient data-as-a-service (DaaS) offering. Our near-term priorities in this area include increasing our data specialist sales muscle, modernizing our distribution capabilities and expanding the breadth of our data offerings. We have a solid foundation for growth in place and are very excited about our longer-term future in the DaaS space.

- **Run a Better Business and Foster a High Performance Workplace**

We will continue the work we did in Fiscal 2015 related to building a better business. With the implementation of our new enterprise resource planning system and investment in our next generation network and infrastructure, we made a lot of progress against this imperative last year. At the same time, we have a long way to go. Our reporting systems increasingly give us clear lines of sight into each of our product lines. We will continue to seek opportunities to run better businesses in every part of the Acxiom portfolio.

In summary, our success in the coming year is predicated on our ability to execute against each of our strategic imperatives. We must continue to strengthen our presence in the areas where we are winning, and at the same time, we must defend our historical strengths and success in Marketing Services and Audience Solutions. And finally, we want to do all that in a work environment that is innovative and exciting. I am more optimistic than ever about Acxiom's future and look forward to sharing our future progress with you.

Warmest regards,



Scott Howe



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended March 31, 2015

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

ACXIOM CORPORATION  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or Other Jurisdiction of Incorporation  
or Organization)

71-0581897  
(I.R.S. Employer Identification No.)

P.O. Box 8190, 601 E. Third Street,  
Little Rock, Arkansas  
(Address of Principal Executive Offices)

72203  
(Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$.10 Par Value	The NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.  
Yes  No

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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes  No

The aggregate market value of the voting stock held by non-affiliates of the registrant, based upon the closing sale price of the registrant's Common Stock, \$.10 par value per share, as of the last business day of the registrant's most recently completed second fiscal quarter as reported on the NASDAQ Global Select Market was approximately \$1,053,448,815. (For purposes of determination of the above stated amount only, all directors, executive officers and 10% or more shareholders of the registrant are presumed to be affiliates.)

The number of shares of Common Stock, \$.10 par value per share, outstanding as of May 22, 2015, was 78,173,839.

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## DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the 2015 Annual Meeting of Shareholders (“2015 Proxy Statement”) of Acxiom Corporation (“Acxiom,” the “Company,” “we” or “us”) are incorporated by reference into Part III of this Form 10-K.

### PART I

#### AVAILABILITY OF SEC FILINGS AND CORPORATE GOVERNANCE INFORMATION

Our website address is [www.acxiom.com](http://www.acxiom.com), where copies of documents which we have filed with the Securities and Exchange Commission (“SEC”) may be obtained free of charge as soon as reasonably practicable after being filed electronically. Included among those documents are our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (“Exchange Act”). Copies may also be obtained through the SEC’s EDGAR site, or by sending a written request for copies to Acxiom Investor Relations, 100 Redwood Shores Parkway, Redwood City, California 94065. Copies of all of our SEC filings were available on our website during the past fiscal year covered by this Form 10-K. In addition, at the “Corporate Governance” section of our website, we have posted copies of our Corporate Governance Principles, the charters for the Audit/Finance, Compensation, Executive, Governance/Nominating, and Technology & Innovation Committees of the Board of Directors, the codes of ethics applicable to directors, financial personnel and all employees, and other information relating to the governance of the Company. Although referenced herein, information contained on or connected to our corporate website is not incorporated by reference into this annual report on Form 10-K and should not be considered part of this report or any other filing we make with the SEC.

#### CAUTIONARY STATEMENTS RELEVANT TO FORWARD-LOOKING INFORMATION

This Annual Report on Form 10-K, including, without limitation, the items set forth on pages F-3 – F-20 in Management’s Discussion and Analysis of Financial Condition and Results of Operations, contains and may incorporate by reference certain statements that may be deemed to be “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, as amended (the “PSLRA”), and that are intended to enjoy the protection of the safe harbor for forward-looking statements provided by the PSLRA. 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. Forward-looking statements are often identified by words or phrases such as “anticipate,” “estimate,” “plan,” “expect,” “believe,” “intend,” “foresee,” or the negative of these terms or other similar variations thereof. 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 the forward-looking statements.

Forward-looking statements may include but are not limited to the following:

- management’s expectations about the macro economy;
- statements containing a projection of revenues, income (loss), earnings (loss) per share, capital expenditures, dividends, capital structure, or other financial items;
- statements of the plans and objectives of management for future operations, including, but not limited to, those statements contained under the heading “Acxiom’s Growth Strategy” in Part I, Item 1 of this Annual Report on Form 10-K;
- statements of future economic performance, including, but not limited to, those statements contained in Management’s Discussion and Analysis of Financial Condition and Results of Operations contained in this Annual Report on Form 10-K;
- statements containing any assumptions underlying or relating to any of the above statements; and
- statements containing a projection or estimate.

Among the factors that may cause actual results and expectations to differ from anticipated results and expectations expressed in such forward-looking statements are the following:

- the risk factors described in Part I, “Item 1A. Risk Factors” and elsewhere in this report and those described from time to time in our future reports filed with the SEC;
- the possibility that in the event a change of control of the Company is sought that certain clients may attempt to invoke provisions in their contracts allowing for termination upon a change in control, which may result in a decline in revenue and profit;
- the possibility that the integration of acquired businesses may not be as successful as planned;
- the possibility that the fair value of certain of our assets 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 possibility that we will not be able to properly motivate our sales force or other associates;
- the possibility that we may not be able to attract and retain qualified technical and leadership associates, or that we may lose key associates to other organizations;
- the possibility that we may be unable to quickly and seamlessly integrate our new executive officers;
- the possibility that we will not be able to continue to receive credit upon satisfactory terms and conditions;
- the possibility that competent, competitive products, technologies or services will be introduced into the marketplace by other companies;
- the possibility that there will be changes in consumer or business information industries and markets that negatively impact the Company;
- the possibility that we will not be able to protect proprietary information and technology or to obtain necessary licenses on commercially reasonable terms;
- the possibility that there will be changes in the legislative, accounting, regulatory and consumer environments affecting our business, including but not limited to litigation, legislation, regulations and customs impairing our ability to collect, manage, aggregate and use data;
- the possibility that data suppliers might withdraw data from us, leading to our inability to provide certain products and services;
- the possibility that we may enter into short-term contracts which would affect the predictability of our revenues;
- the possibility that the amount of ad hoc, volume-based and project work will not be as expected;
- the possibility that we may experience a loss of data center capacity or interruption of telecommunication links or power sources;
- the possibility that we may experience failures or breaches of our network and data security systems, leading to potential adverse publicity, negative customer reaction, or liability to third parties;
- the possibility that our clients may cancel or modify their agreements with us;
- the possibility that we will not successfully complete customer contract requirements on time or meet the service levels specified in the contracts, which may result in contract penalties or lost revenue;
- the possibility that we experience processing errors which result in credits to customers, re-performance of services or payment of damages to customers; and
- general and global negative economic conditions.

With respect to the provision of products or services outside our primary base of operations in the United States, all of the above factors apply, along with the difficulty of doing business in numerous sovereign jurisdictions due to differences in scale, competition, culture, laws and regulations.

Other factors are detailed from time to time in periodic reports and registration statements filed with the SEC. The Company believes that we have the product and technology offerings, facilities, associates and competitive and financial resources for continued business success, but future revenues, costs, margins and profits are all influenced by a number of factors, including those discussed above, all of which are inherently difficult to forecast.

In light of these risks, uncertainties and assumptions, the Company cautions readers not to place undue reliance on any forward-looking statements. Forward-looking statements and such risks, uncertainties and assumptions speak only as of the date of this Annual Report on Form 10-K, and the Company expressly disclaims any obligation or undertaking to update or revise any forward-looking statements contained herein, to reflect any change in our expectations with regard thereto, or any other change based on the occurrence of future events, the receipt of new information or otherwise, except to the extent otherwise required by law.

## Item 1. Business

Founded in 1969 in Conway, Arkansas, Acxiom is a Delaware corporation. Our common stock is listed on the NASDAQ Global Select Market under the symbol “ACXM.” Acxiom is an enterprise data, analytics and software-as-a-service company. For over 45 years, Acxiom has been an innovator in harnessing the powerful potential of data to strengthen connections between people, businesses and their partners. We focus on creating better connections that enable better living for people and better results for the businesses who serve them.

We serve a global client base from locations in the United States, Europe, South America, and the Asia-Pacific region. Our client list includes many of the largest organizations in these regions across most major industry verticals, including but not limited to financial, insurance and investment services, automotive, retail, telecommunications, high tech, healthcare, travel, entertainment, non-profit, and government.

We excel in relationships with organizations that view the activation, management, and application of data as an integral component of their business decision-making processes. We help these clients with and generate our revenue from the following business segments, aligned consistently with the Company’s long-term strategy.

- *Marketing and Data Services* is our largest business segment. In this business, we help our clients: connect and analyze online, offline, customer and partner data to help organizations better *know* their customers; connect and personalize customer experiences – across channels and partners, and over time – to help organizations better *engage* their customers; connect partners via a “safe haven” (a privacy-compliant environment that allows advertisers and partners to responsibly shield sensitive information across multiple media channels); manage their audience distribution to *optimize* media spend and provide consumers with better experiences and access to the things that matter most to them. This focus is grounded in our belief that better connections enable marketing that is more effective, drives greater customer value and improves margins. The range of capabilities we provide includes: data sourcing; data activation via analytics, integration and enhancement; the building and managing of customer marketing databases; partner integration; providing a neutral connectivity platform to enable the use of first- and third-party data across more than 140 marketing platforms and the application of insights to the range of business applications that our clients value. Also included within Marketing and Data Services is the execution of e-mail and mobile marketing campaigns for our clients. Our offerings span technology, applications and tools, analytics and consulting.
- Our *IT Infrastructure Management* (“ITO”) segment provides mainframe, server hosting and cloud computing services. We have unique experience hosting complex, processing-intensive database environments and maintaining a highly secure IT environment.

## Recent Developments

On May 20, 2015, the Company announced it had entered into a definitive agreement to sell its ITO business to Charlesbank Capital Partners and M/C Partners. Under the terms of the agreement, the Company will receive \$140 million in cash at closing, and up to \$50 million in contingent payments subject to certain performance metrics. In addition, the Company will receive a 5% retained profits interest in the divested entity, subject to a defined value over which the Company will participate in profits. The sale is expected to close in the second quarter of fiscal 2016 ending September 30, 2015, following the satisfaction of regulatory requirements and other customary closing conditions. The Company will report ITO as a component of discontinued operations beginning in the first quarter of fiscal 2016. The Company expects to report a gain on the sale.

The Company will use proceeds from the sale to pay down debt and to fund expansion of its share repurchase program. As part of the revised program, the Company's board of directors has increased its share repurchase program by \$50 million. Under the revised share repurchase program, the Company may now purchase up to \$300 million of its common stock through the period ending December 31, 2016. The Company has previously purchased \$202.4 million of stock through the repurchase program, leaving remaining capacity of \$97.6 million under the revised stock repurchase program.

The Company has also entered into an agreement to amend its credit agreement. The effectiveness of the amendments contained in the agreement are conditioned on, among other things, the closing of the ITO disposition. Once the ITO disposition is completed and the amendment becomes fully effective, certain financial covenants in the credit agreement will be modified for the fiscal quarters ending on September 30, 2015, December 31, 2015 and March 31, 2016. Additionally the Company will not be entitled to declare or pay any dividends during this time and share repurchases will be limited to no more than \$100 million depending on the Company's leverage ratio. After March 31, 2016, the debt covenants and dividend and share repurchase limitations will return to the requirements in the credit agreement in effect prior to the amendment. In addition, the amendment revises certain definitions in the credit agreement to clarify the effect of acquisitions and dispositions on certain financial covenants.

## Market Growth Drivers

Empowered consumers have virtually unlimited choices and information creating new opportunities for engagement and value. But today's technologically advanced communications can be disruptive to consumers' loyalty and brands' profit margin performance. In response, we believe organizations need to develop and control insight about their customers. They need multidimensional insight – intelligence refined across all relevant data signals – and a neutral system for connecting online and offline data.

Looking forward, these global issues and challenges provide Acxiom with multiple growth opportunities:

- **Big Data Challenges** – Organizations will likely continue to struggle with the management, activation, retrieval and connection of data across customer engagement channels. Managing increasing data volume, velocity, veracity and variety is affecting all parts of the business world.
- **Analytical & Consumer Insight Needs** – In addition to managing the data, we believe organizations will be challenged by an increasing demand for business intelligence requiring marketers and business analysts to transform huge stores of structured and unstructured data into insight for operational decision making.
- **Consumer Driven Engagement Model** – Consumer empowerment is changing the way marketers engage and disrupting entire business and industry models. Technologies enable individuals to better choose, receive and reject information across all channels of communication, from search engines to blogs to social networking and addressable TV.
- **Global** – While the highest absolute advertising spend is in the U.S., we see higher projected growth rates in advertising spend in the other top ten markets.

- **Partner Ecosystems** – The classic agency interaction and media buying models are long gone. Collaboration across the lines of online and offline data, media options, insight, real-time decision making, recognition, consumer autonomy and privacy – done in a cohesive, efficient fashion – is a necessity for many businesses.
- **Privacy & Compliance** – Diligence in the areas of consumer privacy and security is and will continue to be paramount. Threats are increasing, and new demands are coming from government agencies and consumer advocacy groups across the world. These factors increase the liability every company faces when managing consumer data, thus driving the demand for data, insight and recognition services.

### Acxiom’s Growth Strategy

While the terms “big data” and “data management platforms,” or “DMPs,” have recently become more common, for over 45 years Acxiom has been a thought leader and innovator in solving large-scale data problems and improving marketing results through high-performance, highly scalable, highly secured and privacy-compliant marketing solutions. Our growth strategy is focused upon:

1. **Delivering Innovation** – We are investing in product innovation that enables one-to-one marketing at scale with privacy compliance. In response to what we view as the market’s needs, we are investing in (a) improving the quality and usability of data, (b) transforming data into insights, and (c) a market leading connectivity platform which connects data across the marketing ecosystem. We believe these innovations are meaningful both to existing and new clients and partners.
2. **Enabling Greater Results For Our Clients** – We are committed to continuous improvement in client relationship-building, strong execution, and creating a steady stream of ideas that advance our clients’ business.
3. **Building a Better Business** – We are focused on operational excellence by improving tools, processes and resource allocation. We continue to refine our culture around “PACT” – Passion, Accountability, Creativity and Teamwork – in order to achieve a high performance organization.
4. **Assessing Our Business Through a Portfolio Approach** – We intend to continue to make our business segments operationally independent to further our goals of simplicity, efficiency and accountability.

### Our Competitive Strengths

Our competitive strengths include core capabilities to enable marketers to execute effective, data-driven decision-making:

- **Multi-Channel Consumer Recognition** – We use pioneering algorithms for identifying and managing offline consumer information; these elements are extended to provide a unified approach for reaching marketing audiences across digital channels, online communities, TV and mobile devices. We enable monetization and distribution for other third-party data providers.
- **Extensive Market Tech and Ad Tech Connectivity** – We support a large ecosystem of advertising publishers, marketing application vendors and marketing platforms, enabling data connectivity between a client’s audience and over 140 marketing platform destinations across the digital advertising ecosystem.
- **Security and Privacy** – Along with over 45 years of innovation in every important source and use of data for marketing, we have developed and applied an ethical use-based governance process. This includes:
  - The use of “safe haven,” a privacy-compliant environment that allows advertisers and partners to

- responsibly shield and appropriately govern information across multiple media channels
  - Expertise in unifying datasets to connect the online and offline world
  - The facilitation of information sharing between trusted partners in ways that protect consumers and form seamless bridges between traditional channels/media and constantly emerging ones
  - The establishment of a Chief Privacy Officer role in 1991 – an industry first – whose sole focus is the protection and responsible use of consumer data
- **Expertise in Big Data** – We currently manage large datasets for leading marketing organizations around the world, executing more than 1 trillion global data transactions per week. This data includes both customer and prospect records, as well as core campaign and engagement logs used for measurement and analytics.
- **Strong Client Relationships** – We have deep relationships with many Fortune 100 companies and business-to-consumer marketing leaders in key industries, including financial services, retail, telecommunications, media, insurance, health care, automotive, technology, and travel and entertainment.

At a more granular level, our capabilities include:

- **Data and Insight**
  - Multi-sourced insight into approximately 700 million consumers worldwide
  - Demographics, life-stage segmentation, brand affinities, and purchase tendencies for nearly every adult consumer in the U.S.
  - Core data services include recognition, hygiene, enhancement, and targeting
- **Partner and Consumer Connections**
  - Over 140 publishers and market tech application partners
  - Channel and media-neutral model focused on enabling best-of-breed innovative technology stacks for clients, allowing marketers, regardless of the channel or media outlet they want to use, to upload their first-party data, augmented with our third-party data if desired, to reach their chosen audiences via multiple publisher partners
  - High quality onboarding for audience data to help our clients reach and engage customers using a mix of proven, cutting-edge strategies that cross channel boundaries
  - High quality recognition that extends over the partner ecosystem to enable and support closed loop measurement and channel attribution analysis
- **Enterprise Marketing Services**
  - Includes marketing databases, measurement solutions, email and consulting
  - Primarily serves largest consumer databases (over 10 million records) in financial services, retail, publishers, telecom, automotive
  - Combines industry-appropriate data insights, specialized partner connections, and Acxiom data management to address key business challenges in multi-channel acquisition and targeting, customer data integration, closed loop measurement, and cross-channel attribution
  - Uses real time data-as-a-service to enable dynamic application and web site content optimization for increased engagement
  - Deploys high volume, high performance solutions, with billions of customer and prospect records under management and trillions of record updates every year. Solutions are created for customer management, prospect management, or analytic management, and are integrated with a client-specific environment for fulfillment, execution, and measurement.
- **Managed IT Services for Mid-Market**
  - IT Infrastructure managed services
  - Co-location services

- **Strategy, Analytics and Cross-Channel Enablement**
  - Perform due diligence on all external sources of data, which includes data from hundreds of offline sources, as well as from thousands of websites per year
  - Execute over 800 strategy and analytics projects per year

## **Privacy Considerations**

The growth of the online advertising and e-commerce industries are converging, with consumers expecting a seamless experience across all channels, in real time. This challenges marketing organizations to balance the deluge of data and demands of the consumer with responsible, privacy-compliant methods of managing data internally and with advertising technology intermediaries.

We have policies governing Acxiom's use of data that we believe reflect leading best practices and actively promote a set of effective privacy guidelines for direct marketing via all channels of addressable media, e-commerce, risk management and information industries as a whole. We are certified under the European Union Safe Harbor and contractually comply with other international data protection requirements to ensure the continued ability to process information across borders. We have a dedicated team in place to oversee our compliance with the privacy regulations that govern our business activities in the various countries in which we operate.

The U.S. Congress continues to debate privacy legislation, and there are many different types of privacy legislation pending at the state level. In all of the non-U.S. locations in which we do business, laws and regulations governing the collection and use of personal data either exist or are being contemplated.

We expect the trend of enacting and revising data protection laws to continue and that new and expanded privacy legislation in various forms will be implemented in the U.S. and in other countries around the globe. We are supportive of legislation that enables the ethical use of data and codifies the current industry guidelines of meaningful transparency for the individual and appropriate choices regarding whether information related to that individual is shared with independent third parties for marketing purposes. We also support legislation requiring all custodians of sensitive information to deploy reasonable information security safeguards to protect that information.

## **Clients**

Our client base consists primarily of Fortune 1000 companies and organizations in the financial services, insurance, information services, direct marketing, retail, consumer packaged goods, technology, automotive, healthcare, travel and communications industries as well as in non-profit and government sectors. We seek to maintain long-term relationships with our clients, many of which typically operate under contracts with initial terms of at least two years. We have historically experienced high retention rates among our clients.

Our ten largest clients represented approximately 38% of our revenue in fiscal year 2015 but no single client accounted for more than 10% of our revenues as a whole.

## **Sales and Marketing**

The process of buying marketing services has become more complex and therefore requires a more collaborative decision process between client and provider. As such, our approach to sales and marketing is strategy-led and client-intimate. Utilizing a proprietary maturity model, we employ both a diagnostic approach, guided by gaps between a client's current and desired state, and a prescriptive approach, focused on proven solutions and approaches to close those gaps.

Our sales teams focus on new business development across all markets – sales to new clients and sales of new lines of business to existing clients, as well as revenue growth within existing accounts. We organize our client relationships around industry verticals, as we believe that understanding and speaking to the nuances of each industry is the most effective way to positively impact our clients' businesses.

Our partner organization focuses on enabling key media partners, agencies and software providers who can help drive value for our clients or who benefit from using Acxiom for data, analytics and audience management.

The focus of our marketing efforts is to disseminate our thought leadership. We do this by promoting topical points of view across multiple touch points and by fueling our sales efforts with prescriptive insights.

## **Research and Development**

The Company has significantly increased the level of product investment in recent years. Total engineering investment (research and development expense plus capitalization of software) was \$38.9 million in fiscal 2015, compared to \$48.1 million in fiscal 2014, and \$31.6 million in fiscal 2013. Management expects to maintain investment spending, primarily for engineering and product management labor, capitalized software and new data sources during fiscal 2016.

## **Business Segments**

We report segment information consistent with the way we internally disaggregate our operations to assess performance and to allocate resources. We regularly review our segments and the approach used by management to evaluate performance and allocate resources.

Prior to fiscal year 2015, our business segments consisted of Marketing and Data Services, IT Infrastructure Management, and Other Services. The Other Services segment consisted solely of the Company's UK fulfillment business, 2Touch. In fiscal 2015 we completed the sale of 2Touch. As a result, the 2Touch business is excluded from segment results and reported as discontinued operations. The Marketing and Data Services segment includes our global lines of business for Customer Data Integration (CDI), Consumer Insight Solutions, Marketing Management Services (including the Audience Operating System and LiveRamp on-boarding services), E-mail Fulfillment Services, and Consulting and Agency Services. The IT Infrastructure Management segment develops and delivers IT outsourcing and transformational solutions. As noted above under "Recent Developments," on May 20, 2015, the Company announced it had entered into a definitive agreement to sell this business.

We evaluate performance of the segments based on revenue and income from operations, which excludes certain impairments and gains, losses and other items, as well as certain business separation and transformation expenses. Information concerning the financial results of our fiscal year 2015 business segments is included in note 17 of the Notes to Consolidated Financial Statements and in Management's Discussion and Analysis of Financial Condition and Results of Operations, which are attached to this Annual Report as part of the Financial Supplement.

Financial information about geographic areas in which we operate, including revenues generated in foreign regions and long-lived assets located in foreign regions, is set forth in note 15, "Foreign Operations" of the Notes to Consolidated Financial Statements, which is attached to this Annual Report as part of the Financial Supplement.

## **Competition**

Maintaining technological competitiveness in our data products, processing functionality, software systems and services is key to our continued success. Our ability to continually improve our current processes and to develop and introduce new products and services is essential in order to maintain our competitive position and meet the increasingly sophisticated requirements of our clients. If we fail to do so, we could lose clients to current or future competitors, which could result in decreased revenues, net income and earnings per share.

Our industry has experienced a variety of business combinations. The possibility of the consolidation or merger of companies who might combine forces to provide multiple services to the marketplace in which we compete could result in increased price competition for us which would negatively affect our business results. We currently compete against numerous providers in several separate market spaces. Since we offer a larger variety of services

than many of our current competitors, we have been able to successfully compete against them. However, the dynamics of the marketplace could be significantly altered if some providers were to combine with each other to provide a wider variety of services.

*Marketing and Data Services* – We believe that we are a global leader in marketing and data services. Our traditional competitors for data and marketing services have been database marketing services providers. We find that the competitive landscape is becoming more complex and now includes a range of players. Our primary competitors tend to be database marketing services providers, DMPs, data companies and data distributors. In-house IT departments provide a secondary source of competition for portions of our offerings. Other types of companies such as technology consultants, business process outsourcers, analytics consultants, and management consultants, participate to a lesser extent in portions of our market space.

Different types of competitors have different core competencies and assets that they bring to bear. We compete for both broad-based and specific solutions. Our competitors can vary depending on the type of solution we are competing for. Generally, competition is based on the quality and reliability of the offering, whether the strategy will deliver the desired business results for the client, historical success and market presence. Competition for more granular offerings is based on variables that are more specific. With regard to products in our core data services business, for example, we compete with two types of firms: data providers and list providers. Competition is based on the quality and comprehensiveness of the information provided, the ability to deliver the information in products and formats that our clients need, and, to a lesser extent, pricing.

Competition in our e-mail fulfillment business comes from a range of stand-alone email service providers as well as traditional marketing services providers with proprietary email platforms. Competition is based on a number of factors including complexity of email program, agency services requirements, quality and differentiation of the platform offering, desired integration with a client's marketing database, price, and the client's alignment with Acxiom's strategy.

In local markets outside the United States, we face both global players as well as local market players. Local market players vary between those offering a range of services and those who may compete with Acxiom in more limited areas, such as for data products or data integration services. We continue to focus on levers to increase our competitiveness and believe that investing in the product and technology platform of our marketing and data services business is a key to our continued success. Further, we believe that enabling a broad partner ecosystem will help us to continue to provide competitive differentiation.

*IT Infrastructure Management* – In the IT Infrastructure Management market, we compete with managed IT and full-service cloud providers, where competition is grounded in technical expertise and innovation, financial stability, past experience with the provider, marketplace reputation, cultural fit, scale, quality and reliability of services, project management capabilities, processing environments and price.

The complexity and uncertainty regarding the development of new technologies affect our business greatly, as does the loss of market share through competition, or the extent and timing of market acceptance of innovative products and technology. We are also potentially affected by:

- Longer sales cycles for our solutions due to the nature of that technology as an enterprise-wide solution;
- The introduction of competent, competitive products or technologies by other companies;
- The ability to protect our proprietary information and technology or to obtain necessary licenses on commercially reasonable terms; and
- The impact of changing legislative, judicial, accounting, regulatory, cultural and consumer environments in the geographies where our products and services are deployed.

Further discussion of factors that could affect our competitive position are discussed in "Item 1A. Risk Factors"

below.

### **Seasonality and Inflation**

Historically, our marketing and data services business has experienced the lowest revenue in the first quarter of each fiscal year. In order to minimize the impact of these fluctuations, we continue to pursue long-term contracts with more stable revenue.

Although we cannot accurately determine the amounts attributable to inflation, we are affected by inflation through increased costs of compensation and other operating expenses. If inflation were to increase over the low levels of recent years, the impact in the short run would be to cause an increase in costs, which we would attempt to pass on to clients, although there is no assurance we would be able to do so. Generally, the effects of inflation in recent years have been offset by technological advances, economies of scale and other operational efficiencies.

### **Pricing**

Given the diverse nature of the markets and industries in which our clients operate, we deploy a number of pricing techniques designed to yield acceptable margins and returns on invested capital. In our top-tier markets, a substantial portion of Acxiom's revenue is generated from highly customized, outsourced solutions in which prices are dictated by the scope, complexity, nature of assets deployed and service levels required for the individual client engagements. For mid-tier markets, Acxiom offers pre-packaged or standard solutions for which prices are driven by standard rates applied to the volumes and frequencies of client inputs and outputs. Examples of Acxiom pricing techniques are value based recurring revenue models, transactional models, subscription or license models, and professional services models, among others.

### **Employees**

Acxiom employs approximately 4,320 employees (associates) worldwide. No U.S. associates are represented by a labor union or are the subject of a collective bargaining agreement. To the best of management's knowledge, approximately 15 associates are elected members of work councils or trade unions representing Acxiom associates in the European Union. Acxiom has never experienced a work stoppage, and we believe that our employee relations are good.

### **Executive Officers of the Registrant**

Acxiom's executive officers, their current positions, ages and business experience are listed below. They are elected by the board of directors annually or as necessary to fill vacancies or to fill new positions. There are no family relationships among any of the officers or directors of the Company.

**Scott E. Howe**, age 47, joined the Company in 2011 as its Chief Executive Officer and President. He currently serves on and chairs the Executive Committee of the Company's board of directors. Prior to joining Acxiom, he served as corporate vice president of Microsoft Advertising Business Group from 2007–2010. In this role, he managed a multi-billion dollar business encompassing all emerging businesses related to online advertising, including search, display, ad networks, in-game, mobile, digital cable and a variety of enterprise software applications. In 2010 he co-founded and served as interim CEO and president of King of the Web, Inc., a portfolio of online game shows. Mr. Howe was employed from 1999–2007 as an executive and later as a corporate officer at aQuantive, Inc. where he managed three lines of business, including Avenue AlRazorfish (a leading Seattle-based global consultancy in digital marketing and technology), DRIVE Performance Media (now Microsoft Media Network), and Atlas International (an adserving technology now owned by Facebook). Earlier in his career, he was with The Boston Consulting Group and Kidder, Peabody & Company, Inc. He serves as a director of Blue Nile, Inc. (NASDAQ: NILE), a leading online retailer of diamonds and fine jewelry, and the Center for Medical Weight Loss. He is also on the board of the Internet Advertising Bureau (IAB). Mr. Howe served as a director of Geeknet (NASDAQ: GKNT) from 2007–2010 and is a former director of Turn, Inc., a digital advertising company. He is a *magna cum laude* graduate of Princeton University,

where he earned a degree in economics, and he holds an MBA from Harvard University.

**Warren C. Jenson**, age 58, is the Company's Chief Financial Officer & Executive Vice President. He also serves as President of Acxiom International. He joined Acxiom in 2012 and is responsible for all aspects of Acxiom's financial management and the Company's business operations outside the United States. Prior to joining Acxiom, he served as COO at Silver Spring Networks, a successful start-up specializing in smart grid networking technology, where he had responsibility for the company's service delivery, operations and manufacturing organizations. From 2002 - 2008 he was CFO at Electronic Arts Inc., a leading global interactive entertainment software company. He has more than 30 years of experience in operational finance and has been CFO of some of the most important success stories of the last two decades including Amazon.com, NBC and Electronic Arts. In addition, he was twice designated one of the "Best CFOs in America" by *Institutional Investor* magazine, and he was also honored as Bay Area Venture CFO of the Year in 2010. He also has significant experience in mergers, acquisitions and in the development and formulation of strategic partnerships. His board experience includes Digital Globe (NYSE: DGI), Tapjoy, Intematix, California State Summer School of the Arts, and Marshall School of Business at the University of Southern California. Mr. Jenson received both an undergraduate degree in Accounting and a Master of Accountancy from Brigham Young University.

**Jerry C. Jones**, age 59, is the Company's Chief Ethics and Legal Officer, Executive Vice President & Assistant Secretary. He joined Acxiom in 1999, oversees legal and privacy matters and assists in the strategy and execution of mergers and alliances and the Company's strategic initiatives. Prior to joining Acxiom, he was employed for 19 years as an attorney with the Rose Law Firm in Little Rock, Arkansas, representing a broad range of business interests. He is a member of the board of directors of Agilysys, Inc. (NASDAQ: AGYS), a leading developer and marketer of proprietary enterprise software, services and solutions to the hospitality and retail industries, where he serves as chair of the Audit Committee and is a member of the Nominating and Governance Committee. He also serves on the board of directors of Heifer International and on the University of Arkansas at Little Rock Board of Visitors, and is a co-founder of uhire U.S. He is a Special Advisor to the Club de Madrid, an organization comprised of 93 former Presidents and Prime Ministers of 62 democratic countries. He was a member of the board of directors of Entrust, Inc. until it was purchased by private investors in 2009 and is former chairman of the board of the Arkansas Virtual Academy. Mr. Jones holds a juris doctorate degree and a bachelor's degree in public administration from the University of Arkansas.

**Richard E. Erwin**, age 48, joined Acxiom in 2015 as President and General Manager of Acxiom's Audience Solutions Division and is responsible for the strategy, growth and profitability of Acxiom's industry-leading data products and services. With over two decades in the traditional and digital marketing industries, he is a leading voice in the field of data-driven marketing and an outspoken advocate for its value in the global economy. Prior to joining Acxiom, Mr. Erwin spent 10 years as President of the Consumer Insights and Targeting Division of Experian Marketing Services. During his tenure, he led the turnaround and growth of seven legacy data and analytics businesses and established the company as a force in the digital marketing services industry. Prior to Experian, he held numerous senior management roles in his 12-year career at RR Donnelley in that company's Marketing Services Division. He is a director of the Direct Marketing Association (DMA) and previously served as the DMA's vice chairman and treasurer. He also serves as a director for Chicago Youth Centers, Shedd Aquarium and RevSpring, Inc. Mr. Erwin received a master's degree in business administration from Northwestern University (Kellogg) and a bachelor's degree in marketing from Michigan State University.

**S. Travis May**, age 27, is President and General Manager of Acxiom's Connectivity division. He is responsible for all aspects of the Connectivity line of business, which includes the LiveRamp Connect product suite. He joined Acxiom in 2014 through its acquisition of LiveRamp, Inc. and initially served as Senior Vice President of Products, overseeing all product management for Acxiom. Prior to joining Acxiom, Mr. May was Vice President at LiveRamp, where he led product, partnerships, and business operations from the company's early ideational stages through its acquisition. Prior to LiveRamp, Mr. May was co-founder and CEO of Campus Venture Network, Inc., a software-as-a-service platform for business plan competitions acquired by the Ewing M. Kauffman Foundation in 2009. He graduated with *Phi Beta Kappa* and *magna cum laude* honors with degrees in economics and mathematics from Harvard College.

**Jennifer B. Compton**, age 42, is the Company's Senior Vice President – Human Resources. Ms. Compton leads strategic planning and execution in all areas of human resources, including organizational development and effectiveness, talent acquisition, talent management and employee relations. She joined Acxiom in 2000 as a corporate attorney for employment matters, having most recently served as Vice President of Human Resources and Director of Employment Compliance until her promotion to Senior Vice President – Human Resources in November 2012. Before joining Acxiom, she was counsel for Fairfield Communities, Inc. in Little Rock, Arkansas, where she was responsible for regulatory and employment compliance. Ms. Compton graduated *summa cum laude* with a bachelor's degree in psychology from the University of Arkansas and with high honors from the University of Arkansas School of Law. She is a licensed attorney in the state of Arkansas.

## **Item 1A. Risk Factors**

The risks described below could materially and adversely affect our business, financial condition and results of future operations.

### **If the Company's leadership is unsuccessful in implementing our business strategy or if our new investments and business initiatives are not successful, the Company's financial condition could be adversely affected.**

Since 2011, we have experienced significant changes in our executive leadership, including the appointment of Chief Executive Officer Scott Howe, Chief Financial Officer Warren Jenson, Chief Innovation and Technology Officer Phil Mui, Divisional President Richard Erwin, Divisional President Travis May, and former Chief Revenue Officer Nada Stirratt, who resigned from the Company effective March 31, 2015. Under the Company's executive leadership, we launched an aggressive growth strategy that includes, among other things, accelerated investment in product development, which began in fiscal 2013 and continued in fiscal 2015. See "Item 1. Business" and "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Form 10-K. These investments in product development, however, may not lead to increased revenue and profitability as we may not be successful in deploying our new products and services. If the Company is not successful in creating value from these investments, the investments and lack of new product sales could have a negative impact on the Company's operating results and financial condition.

### **Failure to keep up with rapidly changing technologies and marketing practices could cause our products and services to become less competitive or obsolete, which could result in loss of market share and decreased revenues and net income.**

Advances in information technology are changing the way our clients use and purchase information products and services. Maintaining the technological competitiveness of our data products, processing functionality, software systems and services is key to our continued success. However, the complexity and uncertainty regarding the development of new technologies and the extent and timing of market acceptance of innovative products and services create difficulties in maintaining this competitiveness. Without the timely introduction of new products, services and enhancements, our products and services will become technologically or commercially obsolete over time, in which case our revenue and operating results would suffer.

Consumer needs and the business information industry as a whole are in a constant state of change. For example, in recent years, we have seen a decline in the use of direct mail marketing and an increase in the use of alternative marketing channels such as online advertising. Our ability to continually improve our current processes and products in response to changes in technology and to develop new products and services are essential in maintaining our competitive position, preserving our market share and meeting the increasingly sophisticated requirements of our clients. If we fail to enhance our current products and services or fail to develop new products in light of emerging technologies and industry standards, we could lose clients to current or future competitors, which could result in impairment of our growth prospects, loss of market share and decreased revenues.

### **A significant breach of the confidentiality of the information we hold or of the security of our computer systems could be detrimental to our business, reputation and results of operations.**

Our business requires the storage, transmission and utilization of personally identifiable data, much of which must

be maintained on a confidential basis. Although we have extensive physical and cyber security and associated procedures, our databases have in the past been and in the future may be subject to unauthorized access by third parties. In recent years there has been an increasing number of high profile security breaches at other companies, and government agencies and security experts have warned about the growing risks of hackers, cyber criminals and other potential attacks targeting information technology systems. Such third parties could attempt to gain entry to our systems for the purpose of stealing data or disrupting the systems. We believe we have taken adequate measures to protect our systems from intrusion, but we cannot be certain that advances in criminal capabilities, discovery of new vulnerabilities in our systems and attempts to exploit those vulnerabilities, physical system or facility break-ins and data thefts or other developments will not compromise or breach the technology protecting our systems and the information we possess. Furthermore, we face increasing cyber security risks as we receive and collect data from new sources, such as social media, and as we and our customers continue to develop and operate in cloud-based information technology environments. In the event that our protection efforts are unsuccessful and we experience an unauthorized disclosure of confidential information or the security of such information or our systems are compromised, we could suffer substantial harm. Such a security breach could result in operation disruptions that impair our ability to meet our clients' requirements, which could result in decreased revenues. Also, our reputation could suffer irreparable harm, causing our current and prospective clients to reject our products and services in the future and deterring data suppliers from supplying us data. Further, we could be forced to expend significant Company resources in response to a security breach, including repairing system damage, increasing cyber security protection costs by deploying additional personnel and protection technologies, and litigating and resolving legal claims, all of which could divert the attention of our management and key personnel away from our business operations. In any event, a significant security breach could materially harm our business, financial condition and operating results.

Our customers, suppliers and other partners are primarily responsible for the security of their information technology environments, and we rely heavily on them and other third parties to supply clean data content and/or to utilize our products and services in a secure manner. All of these third parties also face risks relating to cyber security, which could disrupt their businesses and therefore materially impact ours. While we provide guidance and specific requirements in some cases, we do not directly control any of such parties' cyber security operations, or the amount of investment they place in guarding against cyber security threats. Accordingly, we are subject to any flaw in or breaches to their systems, which could materially impact our business, operations and financial results.

**Changes in legislative, judicial, regulatory, or cultural environments relating to information collection and use may limit our ability to collect and use data. Such developments could cause revenues to decline, increase the cost and availability of data and adversely affect the demand for our products and services.**

In the U.S., both Congress and the legislatures of various states have recently focused their attention on matters concerning the collection and use of consumer data. Restrictions are often placed on the use of data upon the occurrence of unanticipated events that rapidly drive the adoption of legislation or regulation. Restrictions could be placed upon the collection, management, aggregation and use of information, which could result in a material increase in the cost of collecting certain kinds of data. In all of the non-U.S. locations in which we do business, legislation restricting the collection and use of personal data already exists or is presently contemplated. For example, new data protection regulations currently being considered by the European Union ("EU") legislative bodies propose more stringent operational requirements for entities processing personal information, such as stronger safeguards for data transfers to non-EU countries, reliance on express consent from data subjects (as opposed to assumed or implied consent), a right to require data processors to delete personal data, and stronger enforcement authorities and mechanisms. In the U.S., non-sensitive data about a consumer is generally usable under current rules and regulations so long as the person does not affirmatively "opt-out" of the collection of such data. In Europe the reverse is true. If the European model were to be adopted in the U.S., less data would be available and the cost of data would be higher. Decreased availability and increased costs of information could adversely affect our ability to meet our clients' requirements and could result in decreased revenues.

**Unfavorable publicity and negative public perception about our industry could adversely affect our business and operating results.**

With the growth of online advertising and e-commerce, there is increasing awareness and concern among the general public, privacy advocates, mainstream media, governmental bodies and others regarding marketing and

privacy matters, particularly as they relate to individual privacy interests and the global reach of the online marketplace. See “Item 1. Business – Privacy Considerations” in this Form 10-K. Any unfavorable publicity or negative public perception about us, our industry or even our competitors can affect our business and results of operations. For example, in recent years, consumer advocates, mainstream media and elected officials have increasingly and publicly criticized the data and marketing industry for its collection, storage and use of personal data. This public scrutiny may lead to general distrust of our industry, consumer reluctance to share and permit use of personal data and increased consumer opt-out rates, any of which could negatively influence, change or reduce our current and prospective clients’ demand for our products and services and adversely affect our business and operating results.

**Industry consolidations may increase competition for our products and services, which could negatively impact our financial condition and operating results.**

We compete against numerous providers of products and services in several separate markets. See “Item 1. Business - Competition” in this Form 10-K. Since we offer a larger variety of products and services than many of these competitors, we have been able to successfully compete. However, the dynamics of the marketplace would be significantly altered if several of these providers were to combine with each other to offer a wider variety of products and services that more directly compete with our portfolio of products and services. If our competitors were to combine forces to create a single-source provider of multiple products and services to the markets in which we compete, we could experience increased price competition, lower demand for our products and services, and loss of market share, each of which could negatively affect our operating results.

**Significant system disruptions, loss of data center capacity or interruption of telecommunication links could adversely affect our business and results of operations.**

Our business is heavily dependent upon highly complex data processing capability. Our ability to protect our data centers against damage or interruption from fire, flood, tornadoes, power loss, telecommunications or equipment failure or other disasters and events beyond our control is critical to our continued success. The online services we provide are dependent on links to telecommunication providers. We believe we have taken reasonable precautions to protect our data centers and telecommunication links from events that could interrupt our operations. Any damage to our data centers or any failure of our telecommunications links that causes loss of data center capacity or otherwise causes interruptions in our operations, however, could materially adversely affect our ability to quickly and effectively respond to our clients’ requirements, which could result in loss of their confidence, adversely impact our ability to attract new clients and force us to expend significant Company resources to repair the damage. Such events could result in decreased revenues, net income, and earnings per share.

**Each of our business segments is subject to substantial competition from a diverse group of competitors. New products and pricing strategies introduced by these competitors in the markets where our products and services are offered could decrease our market share or cause us to lower our prices in a manner that reduces our operating margin and the profitability of our products.**

Each of our business segments faces significant competition in all of its offerings and within each of its markets. See “Item 1. Business - Competition” in this Form 10-K. Our competitors for Marketing and Data Services include database marketing services providers, DMPs (Data Management Platforms), data companies and data distributors, some of whom may have significantly greater financial, technical, marketing or other resources allocated to serving customers. Other types of companies such as technology consultants, business process outsourcers, analytics consultants and management consultants participate to a lesser extent in portions of our market space. Additionally, we compete with the in-house IT departments of some of our existing and prospective clients that have developed or are developing the in-house capacity to perform the services we provide. Our competitors for IT Infrastructure management include managed IT and full-service cloud providers. Maintaining technological competitiveness in our data products, processing functionality, software systems and services, continually improving our current processes, and developing and introducing new products and services are necessary to maintain our competitive position. If we fail to do so, we could lose clients to current or future competitors, which could result in decreased revenues, net income and earnings per share.

The resources we allocate to each market in which we compete vary, as do the number and size of our competitors

across these markets. These competitors may be in a better position to develop new products and pricing strategies that more quickly and effectively respond to changes in customer requirements in these markets. Some of our competitors may choose to sell products or services competitive to ours at lower prices by accepting lower margins and profitability, or may be able to sell products or services competitive to ours at lower prices given proprietary ownership of data, technical superiority or economies of scale. Such introduction of competent, competitive products, pricing strategies or other technologies by our competitors that are superior to or that achieve greater market acceptance than our products and services could adversely affect our business. In such event, we could experience a decline in market share and be forced to reduce our prices, resulting in lower profit margins for the Company.

**Engagements with certain clients, particularly those with long-term, fixed price agreements, may prove to be more costly than anticipated, thereby adversely impacting future operating results.**

The pricing and other terms of our client contracts, particularly our long-term IT Infrastructure management agreements, are based on estimates and assumptions we make at the time we enter into these contracts. These estimates reflect our best judgments regarding the nature of the engagement and our expected costs to provide the contracted services and could differ from actual results. Any increased or unexpected costs or unanticipated delays in connection with the performance of these engagements, including delays caused by factors outside our control, could make these contracts less profitable or unprofitable, which would have an adverse effect on our profit margin. Our exposure to this risk increases generally in proportion to the scope of the client contract and is higher in the early stages of such a contract. In addition, a majority of our IT Infrastructure management contracts contain some fixed-price, incentive-based or other pricing terms that condition our fee on our ability to meet defined goals. Our failure to meet a client's expectations in any type of contract may result in an unprofitable engagement, which could adversely affect our operating results and result in future rejection of our products and services by current and prospective clients.

**The failure to recruit and retain qualified personnel could hinder our ability to successfully manage our business, which could have a material adverse effect on our financial position and operating results.**

Our growth strategy and future success depend in large part on our ability to attract and retain technical, client services, sales, consulting, research and development, marketing, administrative and management personnel. The complexity of our data products, processing functionality, software systems and services requires highly trained professionals. While we presently have a sophisticated, dedicated and experienced team of associates who have a deep understanding of our business and in many cases have been with Acxiom for decades, the labor market for these individuals has historically been very competitive due to the limited number of people available with the necessary technical skills and understanding, compensation strategies, general economic conditions and various other factors. As the business information and marketing industries continue to become more technologically advanced, we anticipate increased competition for qualified personnel. The loss or prolonged absence of the services of highly trained personnel like the Company's current team of associates, or the inability to recruit and retain additional, qualified associates, could have a material adverse effect on our business, financial position or operating results.

Additionally, in recent years we have experienced significant changes in our executive leadership, with turnover continuing in recent months with the resignation of the Company's Chief Revenue Officer effective March 31, 2015, followed by the addition of two Divisional Presidents, Richard Erwin and Travis May, and the transition of Chief Innovation and Technology Officer Phil Mui's previous job role as overall manager of the Company's products and engineering functions to his current role, in which he is focused upon the development of specific innovation projects. Continuing or unexpected turnover in key leadership positions within the Company may adversely impact our ability to manage the Company efficiently and effectively, could be disruptive and distracting to management and may lead to additional departures of existing personnel, any of which could have a material adverse effect on our business, operating results, financial results and internal controls over financial reporting.

**Processing errors or delays in completing service level requirements could result in loss of client confidence, harm to our reputation and negative financial consequences.**

Processing errors, or significant errors and defects in our products, can be harmful to our business and result in

increases in operating costs. Such errors may result in the issuance of credits to clients, re-performance of work, payment of damages, future rejection of our products and services by current and prospective clients and irreparable harm to our reputation. Likewise, the failure to meet contractual service level requirements or to meet specified goals within contractual timeframes could result in monetary penalties or lost revenue. Taken together, these issues could result in loss of revenue and decreases in profit margins as service and support costs increase.

**Data suppliers may withdraw data that we have previously collected or withhold data from us in the future, leading to our inability to provide products and services to our clients which could lead to a decrease in revenue and loss of client confidence.**

Much of the data that we use is either purchased or licensed from third-party data suppliers, and we are dependent upon our ability to obtain necessary data licenses on commercially reasonable terms. We compile the remainder of the data that we use from public record sources. We could suffer material adverse consequences if our data suppliers were to withhold their data from us, which could occur either because we fail to maintain sufficient relationships with the suppliers or if they decline to provide (or are prohibited from providing) such data to us due to legal, contractual, privacy, competition or other economic concerns. For example, data suppliers could withhold their data from us if there is a competitive reason to do so, if we breach our contract with a supplier, if they are acquired by one of our competitors, if legislation is passed restricting the use of the data they provide, or if judicial interpretations are issued restricting use of such data. Additionally, we could terminate relationships with our data suppliers if they fail to adhere to our data quality standards. If a substantial number of data suppliers were to withdraw or withhold their data from us, our ability to provide products and services to our clients could be materially adversely impacted, which could result in decreased revenues, net income and earnings per share.

**A failure in the integrity or a reduction in the quality of our data could harm our brand and result in a loss of revenue and an increase in legal claims.**

The reliability of our solutions is dependent upon the integrity and quality of the data in our database. A failure in the integrity of our database, whether inadvertently or through the actions of a third party, or a reduction in the quality of our data could harm us by exposing us to client or third-party claims or by causing a loss of client confidence in our solutions. We may experience an increase in risks to the integrity of our database and quality of our data as we move toward real-time, anonymous, consumer-powered data through our Enterprise Data Management Platform. We must continue to invest in our database to improve and maintain the quality, timeliness and coverage of the data if we are to maintain our competitive position and retain our clients' confidence. Failure to do so could result in significant harm to our reputation and growth prospects, as well as a loss of revenue.

**The loss of a contract upon which we rely for a significant portion of our revenues could adversely affect our operating results.**

Our ten largest clients represented approximately 38% of our revenue in fiscal year 2015, but no single client accounted for more than 10% of the revenues of the Company as a whole. The loss of, or decrease in revenue from, any of our significant clients for any reason could have a material adverse effect on our revenue and operating results.

While a significant amount of our total revenue is currently derived from clients who have long-term contracts (defined as contracts with initial terms of two years or more), these contracts have been entered into at various times, and some of them are in the latter part of their terms and are approaching their originally scheduled expiration dates. In addition, many of these contracts contain provisions allowing the client to terminate prior to the end of the term upon giving advance notice. Even if renewed by these clients, the terms of the renewal contracts may not have a term as long as, or may otherwise be on terms less favorable than, the original contract. Revenue from clients with long-term contracts is not necessarily "fixed" or guaranteed as portions of the revenue from these clients is volume-driven or project-related. With respect to the portion of our business that is not under long-term contract, revenues are even less predictable and are almost completely volume-driven or project-related. Therefore, we must engage in continual sales efforts to maintain revenue stability and future growth with all of our clients or our operating results will suffer. If a significant client fails to renew a contract, or renews the contract on terms less favorable to us than before, our business could be negatively impacted if additional business were not obtained to replace or supplement that which was lost.

**Acquisition and divestiture activities may disrupt our ongoing business and may involve increased expenses, and we may not realize the financial and strategic goals contemplated at the time of a transaction, all of which could adversely affect our business and growth prospects.**

Historically, we have engaged in acquisitions to grow our business. To the extent we find suitable and attractive acquisition candidates and business opportunities in the future, we may continue to acquire other complementary businesses, products and technologies and enter into joint ventures or similar strategic relationships. While we believe we will be able to successfully integrate newly acquired businesses into our existing operations, there is no certainty that future acquisitions or alliances will be consummated on acceptable terms or that we will be able to integrate successfully the services, content, products and personnel of any such transaction into our operations. In addition, any future acquisitions, joint ventures or similar relationships may cause a disruption in our ongoing business and distract our management. Further, we may be unable to realize the revenue improvements, cost savings and other intended benefits of any such transaction. The occurrence of any of these events could result in decreased revenues, net income and earnings per share.

We have also divested assets in the past and may do so again in the future. As with acquisitions, divestitures involve significant risks and uncertainties, such as:

- disruption of our ongoing business;
- reductions of our revenues or earnings per share;
- unanticipated liabilities, legal risks and costs;
- the potential loss of key personnel;
- distraction of management from our ongoing business; and
- impairment of relationships with employees and clients as a result of migrating a business to new owners.

Because acquisitions and divestitures are inherently risky, transactions we undertake may not be successful and may have a material adverse effect on our business, results of operations, financial condition or cash flows.

**Our balance sheet includes significant amounts of goodwill, and we have experienced goodwill impairment charges in the past. The impairment of a significant portion of this asset would negatively affect our business, financial condition, and results of operations.**

Goodwill is a significant portion of our total assets. Goodwill accounted for approximately 43% of the total assets on our balance sheet as of March 31, 2015. We may not realize the full carrying value of our goodwill. Goodwill is measured and tested for impairment on an annual basis in the first quarter of the Company's fiscal year and between annual tests if an event occurs or changes in circumstances suggest a potential decline in the fair value of goodwill. A significant amount of judgment is involved in determining if an indicator or change in circumstances relating to impairment has occurred. If testing indicates that impairment has occurred, we would be required to write off the impaired portion of goodwill, resulting in a charge to our earnings. An impairment of a significant portion of goodwill could have a material adverse effect on our operating results and financial condition.

**Our business is directly dependent upon and correlates closely to the marketing levels and ongoing business activities of our existing clients. If material adverse developments in domestic and global economic and market conditions adversely affect our clients' businesses, our business and results of operations could equally suffer.**

We serve clients around the world from locations in the Asia-Pacific region, Europe, South America and the United States. Our client list includes many of the largest organizations in these regions across most major industry verticals, including but not limited to financial, insurance and investment services, automotive, retail, telecommunications, high tech, healthcare, travel, entertainment, non-profit and government. Our results of operations are affected directly by the level of business activity of our clients, which in turn is affected by the level of economic activity in the industries and markets that they serve. Future widespread economic slowdowns in any of these markets, particularly in the United States, may negatively affect the businesses, purchasing decisions and spending of our clients and prospective clients, which could result in reductions in our existing business as well as our new business development. In the event of such widespread economic downturn, we will likely experience a

reduction in current projects, longer sales cycles, deferral or delay of purchase commitments for our data products, processing functionality, software systems and services, and increased price competition, all of which could adversely affect our revenue and operating results.

**Our operations outside the U.S. are subject to risks that may harm the Company's business, financial condition or results of operations.**

During the last fiscal year, we received approximately 9% of our revenues from business outside the United States. The cost of executing our business plan in non-U.S. locations is increasingly expensive. In those non-U.S. locations where legislation restricting the collection and use of personal data currently exists, less data is available and at a much higher cost. In some foreign markets, the types of products and services we offer have not been generally available and thus are not fully understood by prospective clients. Upon entering these markets, we have to educate and condition the markets, increasing the cost and difficulty of successfully executing our business plan in these markets. Additionally, each of our foreign locations is generally expected to fund its own operations and cash flows, although periodically funds may be loaned or invested from the U.S. to the foreign subsidiaries. As a result of such loan or investment, exchange rate movements of foreign currencies may have an impact on our future costs of, or future cash flows from, foreign investments. We have 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.

Additional risks inherent in our non-U.S. business activities generally include, among others, potentially longer accounts receivable payment cycles, the costs and difficulties of managing international operations, potentially adverse tax consequences, and greater difficulty enforcing intellectual property rights. The various risks which are inherent in doing business in the U.S. are also generally applicable to doing business outside of the U.S., but such risks may be exaggerated by factors normally associated with international operations, such as differences in culture, laws and regulations, especially restrictions on collection, management, aggregation and use of information. Failure to effectively manage the risks facing our non-U.S. business activities could materially adversely affect our operating results.

In addition, when operating in foreign jurisdictions, we must comply with complex foreign and U.S. laws and regulations, such as the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and other local laws prohibiting corrupt payments to government officials, as well as anti-competition regulations. Violations of these laws and regulations could result in fines and penalties, criminal sanctions, restrictions on our business conduct and on our ability to offer our products and services in one or more countries. Such violations could also adversely affect our reputation with existing and prospective clients, which could negatively impact our operating results and growth prospects.

**Our products and services have long and variable sales cycles due to their nature as enterprise-wide solutions. Failure to accurately predict these sales cycles could impair our ability to forecast operating results, which could result in a decline in the market value of our stock.**

When purchasing our products and services, our clients and prospects are often faced with a significant commitment of capital, the need to integrate new software and/or hardware platforms across multiple business units and other changes in company-wide operational procedures, all of which result in cautious deliberation and evaluation by prospective clients, longer sales cycles and delays in completing transactions. Additional delays result from the significant up-front expenses and substantial time, effort and other resources necessary of our clients to implement our solutions. For example, depending on the size of a prospective client's business and its needs, a sales cycle can range from two weeks to nine months. Because of these longer sales cycles, revenues and operating results may vary significantly from period to period. As a result, it is often difficult to accurately forecast our revenues on a quarterly basis as it is not always possible for us to predict the quarter in which sales will actually be completed. This difficulty in predicting revenue, combined with the revenue fluctuations we may experience from quarter to quarter, can adversely affect and cause substantial fluctuations in our stock price.

**Third parties may claim that we are infringing their intellectual property and we could suffer significant litigation or licensing expenses or be prevented from selling products or services. Additionally, third parties may infringe our intellectual property and we may suffer competitive injury or expend significant resources**

## **enforcing our rights.**

As our business is focused on data-driven results and analytics, we rely heavily on proprietary information technology, processes and other protectable intellectual property rights. From time to time, third parties may claim that one or more of our products or services infringe their intellectual property rights. We analyze and take action in response to such claims on a case-by-case basis. Any dispute or litigation regarding patents or other intellectual property could be costly and time-consuming due to the complexity of our technology and the uncertainty of intellectual property litigation, which could divert the attention of our management and key personnel away from our business operations. A claim of intellectual property infringement could force us to enter into a costly or restrictive license agreement, which might not be available under acceptable terms or at all, or could subject us to significant damages or to an injunction against development and sale of certain of our products or services.

Our proprietary portfolio is comprised of various intellectual property rights, including patents, copyrights, database rights, source code, trademarks, trade secrets, know-how, confidentiality provisions and licensing arrangements. The extent to which such rights can be protected varies from jurisdiction to jurisdiction. If we do not enforce our intellectual property rights vigorously and successfully, our competitive position may suffer which could harm our operating results.

## **Our brand and reputation are key assets and competitive strengths of our Company, and our business may be adversely affected if events occur that could cause us to be negatively perceived in the marketplace.**

For over 45 years Acxiom has been a thought leader and innovator in solving large-scale data problems and improving marketing results through high-performance, highly scalable, highly secured and privacy-compliant marketing solutions, with a track record of building strong technology and being an innovator in the marketing services space. Our brand and reputation earned over these years are key assets of the Company. Our ability to attract and retain clients is highly dependent upon the external perceptions of our level of data quality, our ability to deliver consumer insights, our enterprise data management and analytical capabilities, the competence of our current associate team, and our ability to meet contractual service level requirements in a timely manner. Negative perceptions or publicity regarding these matters could damage our reputation with prospective clients and the public generally. Adverse developments with respect to our industry may also, by association, negatively impact our reputation, or result in higher regulatory or legislative scrutiny. Any damage to our brand or reputation could have a material adverse effect on our business and operating results.

## **Failure to recover significant, up-front capital investments required by certain client contracts could be harmful to the Company's financial condition and operating results.**

Certain of our client contracts require significant investment in the early stages, which we expect to recover through billings over the life of the contract. These contracts may involve the construction of new computer systems and communications networks or the development and deployment of new technologies. Substantial performance risk exists in each contract with these characteristics, and some or all elements of service delivery under these contracts are dependent upon successful completion of the development, construction and deployment phases. Failure to successfully meet our contractual requirements under these contracts over their life increases the possibility that we may not recover our capital investments in these contracts. Failure to recover our capital investments could be detrimental to the profitability of the particular engagement as well as our operating results.

## **The decline in direct mail business could occur more rapidly than we are able to offset with new revenues from investments in new products and services, which could, in turn, negatively impact revenue, net income and profit margins.**

Postal rate increases are expected to continue. As postal costs continue to rise, we expect to see increased pressure on direct mailers to leverage digital and other forms of online communication and to mail fewer pieces. The concerns of direct mailers are further exacerbated by the on-going financial struggles of the United States Postal Service ("USPS"). In recent years, the USPS has incurred significant financial losses and may, as a result, implement significant changes to the breadth or frequency of its mail delivery. In 2011, the USPS announced its plan to cut billions of dollars in operating costs by 2015 in hopes of returning to profitability. The proposed cuts have included, among other things, consolidation of the USPS' mail processing network and changes to the USPS'

service standards for market-dominant mail products. The USPS has announced plans to close 82 distribution centers in 2015. These ongoing changes are expected to increase mail processing time and slow delivery frequency, which in turn may decrease marketers and the general public's willingness to continue to use traditional mail, which may negatively impact our direct mail clients and thus the Company's revenue derived from our traditional direct marketing business. Additionally, those in the traditional direct mail business, as well as the USPS, are under growing pressure to reduce their impact on the environment. It is uncertain at this time what either marketers or the USPS will do to lessen their impact. From a postal service perspective, the actions to be taken may involve changing certain aspects of mail service that would negatively affect direct marketers. From a marketer's perspective, such actions could have the same effect as increased rates, thereby causing them to mail fewer pieces, which may negatively impact the Company's revenue derived from our traditional direct marketing business.

**Item 1B. Unresolved Staff Comments**

Not applicable.

## **Item 2. Properties**

Axiom is headquartered in Little Rock, Arkansas with additional locations around the United States. We also have operations in Europe, Asia-Pacific and South America. In general, our facilities are in good condition, and we believe that they are adequate to meet our current needs. The table below sets forth the location, form of ownership and general use of our principal properties currently being used by each business segment.

<u>Location</u>	<u>Held</u>	<u>Use</u>	<u>Business Segment</u>
<b>United States:</b>			
Conway, Arkansas	Eleven facilities held in fee	Data center; office space	Marketing and Data Services, IT Infrastructure Management
Little Rock, Arkansas	Two buildings held in fee	Office space; data center	Marketing and Data Services, IT Infrastructure Management
Redwood City, California	Lease	Office space	Marketing and Data Services
San Francisco, California	Lease	Office space	Marketing and Data Services
Downers Grove, Illinois	Lease	Data center; office space	Marketing and Data Services, IT Infrastructure Management
New York, New York	Lease	Office space	Marketing and Data Services, IT Infrastructure Management
Nashville, Tennessee	Lease	Office space	Marketing and Data Services
Austin, Texas	Lease	Office space	Marketing and Data Services

<u>Location</u>	<u>Held</u>	<u>Use</u>	<u>Business Segment</u>
<b>Europe:</b>			
London, England	Lease	Office space	Marketing and Data Services
Normanton, England	Lease	Data center; office space	Marketing and Data Services
Paris, France	Lease	Data center; office space	Marketing and Data Services
Frankfurt, Germany	Lease	Office space	Marketing and Data Services
Munich, Germany	Lease	Office space	Marketing and Data Services
Gdansk, Poland	Lease	Office space	Marketing and Data Services
Warsaw, Poland	Lease	Office space	Marketing and Data Services
<b>Australia:</b>			
Sydney, Australia	Lease	Office space	Marketing and Data Services
<b>China:</b>			
Shanghai, China	Lease	Office space	Marketing and Data Services
Nantong, China	Lease	Data center; office space	Marketing and Data Services
<b>South America:</b>			
Sao Paulo, Brazil	Lease	Office space	Marketing and Data Services

### **Item 3. Legal Proceedings**

The Company is involved in various claims and legal matters that arise in the ordinary course of the business. None of these, however, are believed to be material in their nature or scope. Listed below is a matter pending against the Company and one of its subsidiaries for which the potential exposure is considered material. While the ultimate results of this matter cannot be determined, it is not expected to have a material adverse effect on our consolidated financial position, results of operations or cash flows.

On August 16, 2012, a putative class action styled *Henderson, et al. v. Acxiom Risk Mitigation, Inc., et al.* was filed in the United States District Court for the Eastern District of Virginia against the Company, Acxiom Information Security Systems, a former subsidiary of the Company that was sold to another company in fiscal 2012, and Acxiom Risk Mitigation, Inc. (now known as Acxiom Identity Solutions, LLC, a Colorado limited liability company), a subsidiary of the Company. The action seeks to certify nationwide classes of persons who requested a consumer file from any Acxiom entity from 2007 forward; who were the subject of an Acxiom report sold to a third party that contained information not obtained directly from a governmental entity and who did not receive a timely copy of the report; who were the subject of an Acxiom report and about whom Acxiom adjudicated the hire/no hire decision on behalf of the employer; who, from 2010 forward, disputed an Acxiom report and Acxiom did not complete the investigation within 30 days; or who, from 2007 forward, were the subject of an Acxiom report for which no permissible purpose existed. The complaint alleges various violations of the Fair Credit Reporting Act and seeks injunctive relief, an unspecified amount of statutory, compensatory and punitive damages, attorneys' fees and costs. The parties have reached a settlement agreement and the Company has accrued \$3.7 million as its estimate of its probable loss associated with this matter. On April 21, 2015, the Court preliminarily approved the class action settlement. A hearing on whether to grant final approval of the settlement is tentatively scheduled for July 29, 2015. The Company believes the chances of additional loss are remote.

### **Item 4. Mine Safety Disclosures**

Not applicable.

## PART II

### **Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

#### *Market Information*

The outstanding shares of Acxiom's common stock are listed and traded on the NASDAQ Global Select Market under the symbol "ACXM." The following table reflects the range of high and low sales prices of Acxiom's common stock as reported by NASDAQ for each quarter in fiscal 2015 and 2014.

<b><u>Fiscal 2015</u></b>	<b>High</b>	<b>Low</b>
<b>Fourth Quarter</b>	<b>\$ 20.53</b>	<b>\$ 17.72</b>
<b>Third Quarter</b>	<b>21.25</b>	<b>16.04</b>
<b>Second Quarter</b>	<b>22.32</b>	<b>16.53</b>
<b>First Quarter</b>	<b>35.74</b>	<b>20.30</b>

<b><u>Fiscal 2014</u></b>	<b>High</b>	<b>Low</b>
<b>Fourth Quarter</b>	<b>\$ 39.30</b>	<b>\$ 32.01</b>
<b>Third Quarter</b>	<b>38.71</b>	<b>28.29</b>
<b>Second Quarter</b>	<b>29.26</b>	<b>22.89</b>
<b>First Quarter</b>	<b>22.99</b>	<b>18.41</b>

#### *Holder*s

As of May 22, 2015 the approximate number of record holders of the Company's common stock was 2,155.

#### *Dividends*

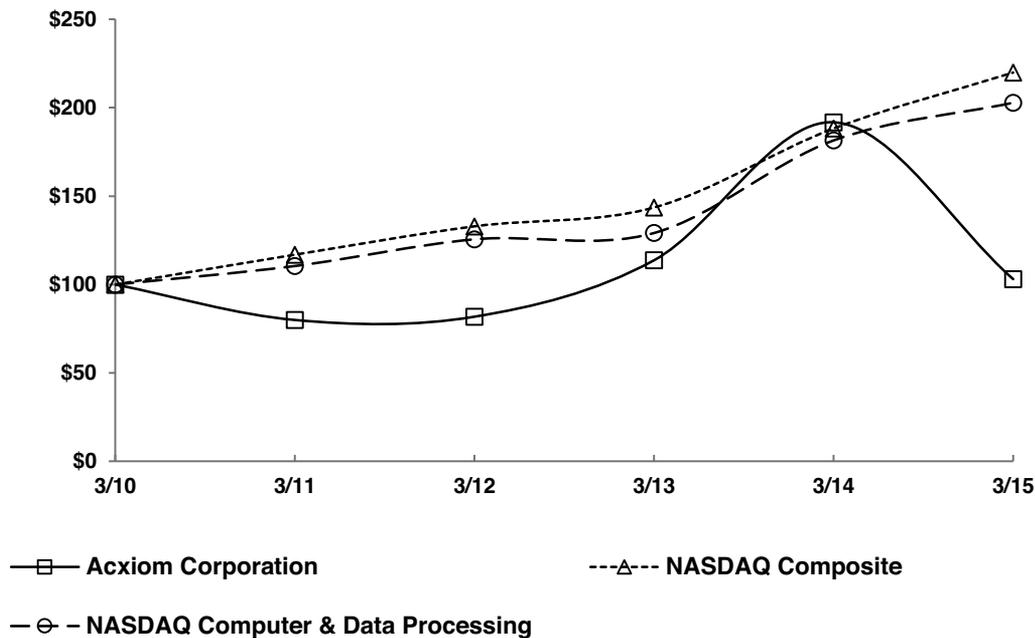
The Company has not paid dividends on its common stock in the past two fiscal years. The Board of Directors may consider paying dividends in the future but has no plans to pay dividends in the short term.

*Performance Graph*

The graph below compares Acxiom Corporation's cumulative 5-year total shareholder return on common stock with the cumulative total returns of the NASDAQ Composite index and the NASDAQ Computer & Data Processing index. The graph tracks the performance of a \$100 investment in our common stock and in each index (with the reinvestment of all dividends) from March 31, 2010 to March 31, 2015.

**COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\***

Among Acxiom Corporation, the NASDAQ Composite Index and the NASDAQ Computer & Data Processing Index



\*\$100 invested on 3/31/10 in stock or index, including reinvestment of dividends. Fiscal year ending March 31.

	3/10	3/11	3/12	3/13	3/14	3/15
Acxiom Corporation	100.00	79.98	81.82	113.70	191.70	103.05
NASDAQ Composite	100.00	116.88	132.91	143.55	188.17	219.78
NASDAQ Computer & Data Processing	100.00	110.50	125.59	129.15	181.52	202.84

*The performance graph and the related chart and text, are being furnished solely to accompany this Annual Report on Form 10-K pursuant to Item 201(e) of Regulation S-K, and are not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and are not to be incorporated by reference into any filing of ours, whether made before or after the date hereof, regardless of any general incorporation language in such filing. The stock price performance included in this graph is not necessarily indicative of future stock price performance.*

## **Item 6. Selected Financial Data**

For information pertaining to selected financial data of Acxiom, refer to page F-2 of the Financial Supplement, which is attached hereto and incorporated herein by reference.

## **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The information required by this item appears in the Financial Supplement at pages F-3 – F-20, which is attached hereto and incorporated herein by reference.

## **Item 7A. 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 term loan agreement and its revolving credit agreement, which bear interest at a floating rate. Acxiom currently uses an interest rate swap agreement to mitigate the interest rate risk on \$50 million of its floating-rate debt. Risk can be estimated by measuring the impact of a near-term adverse movement of one percentage point in short-term market interest rates. If short-term market interest rates increase one percentage point during the next four quarters compared to 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 March 31, 2015 and 2014, the fair value of the Company's fixed rate long-term obligations approximated carrying value.

Acxiom has a presence in the United Kingdom, France, Germany, Poland, Australia, China and Brazil. 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 8. Financial Statements and Supplementary Data**

The financial statements required by this item appear in the Financial Supplement at pp. F-24 – F-62, which is attached hereto and incorporated herein by reference.

## **Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure**

Not applicable.

## **Item 9A. Controls and Procedures**

### *Evaluation of Disclosure Controls and Procedures*

Our management, with the participation of our Chief Executive Officer and President (our principal executive officer) and our Chief Financial Officer and Executive Vice President (our principal financial and accounting officer), evaluated the effectiveness of our disclosure controls and procedures (as defined under Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended). Based on this evaluation, our principal executive officer and our principal financial and accounting officer concluded that as of March 31, 2015, our disclosure controls and procedures were effective.

*Management's Report on Internal Control over Financial Reporting*

Management's report on Acxiom's internal control over financial reporting (as such term is defined in Rules 13a-15(f) under the Securities Exchange Act of 1934, as amended), and the related report of Acxiom's independent public accounting firm, are included in the Financial Supplement on pages F-21 and F-23, respectively, and are incorporated herein by reference.

*Changes in Internal Control over Financial Reporting*

There have been no changes in our internal control over financial reporting that occurred during the fiscal quarter ended March 31, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information**

Not applicable.

## PART III

### **Item 10. Directors, Executive Officers and Corporate Governance**

Please see the information concerning our executive officers contained in Part I of this Annual Report on Form 10-K under the caption “Executive Officers of the Registrant” which is included there pursuant to Instruction 3 to Item 401(b) of the SEC’s Regulation S-K.

The Acxiom Board of Directors has adopted codes of ethics applicable to our principal executive, financial and accounting officers and all other persons performing similar functions. Copies of these codes of ethics are posted on Acxiom’s website at [www.acxiom.com](http://www.acxiom.com) under the “About – Codes of Ethics” section of the site. The remaining information required by this item appears under the captions “Election of Directors,” “Corporate Governance” and “Section 16(a) Beneficial Ownership Reporting Compliance” in Acxiom’s 2015 Proxy Statement, which information is incorporated herein by reference.

### **Item 11. Executive Compensation**

The information required by this item appears under the heading “Executive Compensation” in Acxiom’s 2015 Proxy Statement, which information is incorporated herein by reference.

### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

#### *Securities Authorized for Issuance Under Equity Compensation Plans*

The following table contains information about our common stock which may be issued upon the exercise of options under our existing equity compensation plans as of the end of fiscal 2015 (March 31, 2015):

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by shareholders	4,671,940 <sup>1</sup>	\$15.17	3,219,299
Equity compensation plans not approved by shareholders	221,106 <sup>2</sup>	13.74	47,500
Total	4,893,046	\$15.11	3,266,799

<sup>1</sup> This figure represents stock options issued under shareholder-approved stock option plans, of which 1,001 options were assumed in connection with our acquisition of Digital Impact, Inc. in 2006 and 1,055,710 options were assumed in connection with our acquisition of LiveRamp in fiscal 2015.

<sup>2</sup> Issued pursuant to the Company’s 2011 Nonqualified Equity Compensation Plan described below, which does not require shareholder approval under the exception provided for in NASDAQ Marketplace Rule 5635(c)(4).

### *Equity Compensation Plan Not Approved By Security Holders*

The Company adopted the 2011 Nonqualified Equity Compensation Plan of Acxiom Corporation (the “2011 Plan”) for the purpose of making equity grants to induce new key executives to join the Company. The awards that may be made under the 2011 Plan include stock options, stock appreciation rights, restricted stock awards, RSU awards, performance awards, or other stock unit awards. In order to receive such an award, a person must be newly employed with the Company with the award being provided as an inducement material to their employment, provided the award is first properly approved by the board of directors or an independent committee of the board. The board of directors and its compensation committee are the administrators of the 2011 Plan, and as such, determine all matters relating to awards granted under the 2011 Plan, including the eligible recipients, whether and to what extent awards are to be granted, the number of shares to be covered by each grant and the terms and conditions of the awards. The 2011 Plan has not been approved by the Company’s shareholders.

The remaining information required by this item appears under the heading “Stock Ownership” in Acxiom's 2015 Proxy Statement, which information is incorporated herein by reference.

### **Item 13. Certain Relationships and Related Transactions, and Director Independence**

The information required by this item appears under the headings “Related-Party Transactions” and “Corporate Governance - Board and Committee Matters” in Acxiom's 2015 Proxy Statement, which information is incorporated herein by reference.

### **Item 14. Principal Accountant Fees and Services**

The information required by this item appears under the heading “Ratification of Independent Registered Public Accountant - Fees Billed for Services Rendered by Independent Auditor” in Acxiom's 2015 Proxy Statement, which information is incorporated herein by reference.

## PART IV

### **Item 15. Exhibits, Financial Statement Schedules**

(a) The following documents are filed as a part of this report:

1. Financial Statements.

The following consolidated financial statements of the registrant and its subsidiaries included in the Financial Supplement and the Independent Auditors' Reports thereof are attached hereto. Page references are to page numbers in the Financial Supplement.

	<u>Page</u>
Reports of Independent Registered Public Accounting Firm	F-22 - F-23
Consolidated Balance Sheets as of March 31, 2015 and 2014	F-24
Consolidated Statements of Operations for the years ended March 31, 2015, 2014 and 2013	F-25
Consolidated Statements of Comprehensive Income (Loss) for the years ended March 31, 2015, 2014, and 2013	F-26
Consolidated Statements of Stockholders' Equity for the years ended March 31, 2015, 2014 and 2013	F-27
Consolidated Statements of Cash Flows for the years ended March 31, 2015, 2014 and 2013	F-28 - F-29
Notes to the Consolidated Financial Statements	F-30 - F-62

2. Financial Statement Schedules.

All schedules are omitted because they are not applicable or not required or because the required information is included in the consolidated financial statements or notes thereto.

3. Exhibits.

The following exhibits are filed with this report or are incorporated by reference to previously filed material:

Exhibit No.

- 2.1 Merger Agreement, dated May 12, 2014, by and among Acxiom Corporation, Big Sky Sub Acquisition, Inc., LiveRamp, Inc., and The Brenner Group (previously filed on May 14, 2014, as Exhibit 2.1 to Acxiom Corporation's Current Report on Form 8-K, and incorporated herein by reference)
- 2.2 Contribution and Stock Purchase Agreement, dated as of May 19, 2015, by and among Aspen Holdco, Inc., Acxiom Corporation, Acxiom IT Outsourcing, Inc., Acxiom Limited, Aspen Hivedown Limited, Acxiom Global Service Center Polska sp. z.o.o., Acxiom Polska sp. z.o.o. w likwidacji, and Acxiom ITO Polska sp. z.o.o. (previously filed on May 20, 2015, as Exhibit 2.1 to Acxiom Corporation's Current Report on Form 8-K, and incorporated herein by reference)
- 3.1 Amended and Restated Certificate of Incorporation (previously filed as Exhibit 3(i) to Acxiom

- Corporation's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 1996, Commission File No. 0-13163, and incorporated herein by reference)
- 3.2 Amended and Restated Bylaws (previously filed on August 20, 2012, as Exhibit 3(a) to Acxiom Corporation's Current Report on Form 8-K, and incorporated herein by reference)
  - 10.1 2005 Stock Purchase Plan of Acxiom Corporation (previously filed as Appendix B to Acxiom Corporation's Proxy Statement dated June 24, 2005, Commission File No. 0-13163, and incorporated herein by reference)
  - 10.2 First Amendment to the 2005 Stock Purchase Plan of Acxiom Corporation
  - 10.3 Amended and Restated Key Associate Stock Option Plan of Acxiom Corporation (previously filed as Exhibit 10(e) to Acxiom Corporation's Annual Report on Form 10-K for the fiscal year ended March 31, 2000, Commission File No. 0-13163, and incorporated herein by reference)
  - 10.4 Amended and Restated 2005 Equity Compensation Plan of Acxiom Corporation (previously filed as Exhibit 10.1 to Acxiom Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, and incorporated herein by reference)
  - 10.5 Acxiom Corporation U.K. Share Option Scheme (previously filed as Exhibit 10(f) to Acxiom Corporation's Annual Report on Form 10-K for the fiscal year ended March 31, 1997, Commission File No. 0-13163, and incorporated herein by reference)
  - 10.6 Amended and Restated 2010 Executive Cash Incentive Plan of Acxiom Corporation
  - 10.7 Amended and Restated 2010 Executive Officer Severance Policy
  - 10.8 Form of Performance Unit Award Agreement under the Amended and Restated 2005 Equity Compensation Plan of Acxiom Corporation
  - 10.9 Form of Stock Option Grant Agreement under the Amended and Restated 2005 Equity Compensation Plan of Acxiom Corporation
  - 10.10 Form of Restricted Stock Unit Award Agreement under the Amended and Restated 2005 Equity Compensation Plan of Acxiom Corporation
  - 10.11 2011 Nonqualified Equity Compensation Plan of Acxiom Corporation (previously filed on July 27, 2011, as Exhibit 10.2 to Acxiom Corporation's Current Report on Form 8-K, and incorporated herein by reference)
  - 10.12 Form of Performance Unit Award Agreement under the 2011 Nonqualified Equity Compensation Plan of Acxiom Corporation (previously filed on July 27, 2011, as Exhibit 10.3 to Acxiom Corporation's Current Report on Form 8-K, and incorporated herein by reference)
  - 10.13 Form of Stock Option Grant Agreement under the 2011 Nonqualified Equity Compensation Plan of Acxiom Corporation (previously filed on July 27, 2011, as Exhibit 10.4 to Acxiom Corporation's Current Report on Form 8-K, and incorporated herein by reference)
  - 10.14 Form of Restricted Stock Unit Award Agreement under the 2011 Nonqualified Equity Compensation Plan of Acxiom Corporation (previously filed on July 27, 2011, as Exhibit 10.5 to Acxiom Corporation's Current Report on Form 8-K, and incorporated herein by reference)
  - 10.15 General Electric Capital Corporation Master Lease Agreement, dated as of September 30, 1999 (previously filed as Exhibit 10(m) to Acxiom Corporation's Annual Report on Form 10-K for the fiscal year ended March 31, 2001, Commission File No. 0-13163, and incorporated herein by reference)

- 10.16 Amendment to General Electric Capital Corporation Master Lease Agreement dated as of December 6, 2002 (previously filed as Exhibit 10 (j) to Acxiom Corporation's Annual Report on Form 10-K for the fiscal year ended March 31, 2003, Commission File No. 0-13163, and incorporated herein by reference)
- 10.17 Fifth Amended and Restated Credit Agreement dated as of October 9, 2013, among Acxiom Corporation, a Delaware corporation, the lenders party thereto and JPMorgan Chase Bank, N.A. (previously filed on October 15, 2013, as Exhibit 10.1 to Acxiom Corporation's Current Report on Form 8-K, and incorporated herein by reference)
- 10.18 Amendment No. 1 to Fifth Amended and Restated Credit Agreement, effective as of May 19, 2015, by and among Acxiom Corporation, the Lenders party thereto and JPMorgan Chase Bank, N.A. (previously filed on May 21, 2015, as Exhibit 10.1 to Acxiom Corporation's Current Report on Form 8-K, and incorporated herein by reference)
- 10.19 Assignment of Head Lease dated as of February 10, 2003, by and between Wells Fargo Bank Northwest, National Association, as Owner Trustee under the AC Trust 2001-1 ("Assignor") and Acxiom Corporation, assigning all of Assignor's rights, title and interest in that certain Head Lease Agreement dated as of May 1, 2000, between the City of Little Rock, AR and Assignor, each relating to the lease of an office building in downtown Little Rock which was previously financed pursuant to a terminated synthetic real estate facility (previously filed as Exhibit 10 (l) to Acxiom Corporation's Annual Report on Form 10-K for the fiscal year ended March 31, 2003, Commission File No. 0-13163, and incorporated herein by reference)
- 10.20 Employment Agreement by and between Acxiom Corporation and Scott E. Howe dated as of July 26, 2014 (previously filed on May 27, 2014 as Exhibit 10.1 to Acxiom Corporation's Current Report on Form 8-K, and incorporated herein by reference)
- 10.21 Employment Agreement by and between Acxiom Corporation and Warren C. Jenson dated as of March 27, 2015 (previously filed on March 27, 2015 as Exhibit 10.1 to Acxiom Corporation's Current Report on Form 8-K, and incorporated herein by reference)
- 10.22 Employment Offer Letter dated January 30, 2012, between Acxiom Corporation and Nada C. Stirratt (previously filed as Exhibit 10.23 to Acxiom Corporation's Annual Report on Form 10-K for the fiscal year ended March 31, 2012, and incorporated herein by reference)
- 10.23 Separation Agreement between Acxiom Corporation and Nada C. Stirratt effective March 31, 2015
- 10.24 Employment Offer Letter dated April 19, 2012, between Acxiom Corporation and Philip L. Mui (previously filed as Exhibit 10.24 to Acxiom Corporation's Annual Report on Form 10-K for the fiscal year ended March 31, 2012, and incorporated herein by reference)
- 10.25 Deferred Compensation Plan between Acxiom Corporation and Philip L. Mui dated as of March 31, 2014 (previously filed as Exhibit 10.20 to Acxiom Corporation's Annual Report on Form 10-K for the fiscal year ended March 31, 2014, and incorporated herein by reference)
- 10.26 Form of director indemnity agreement (previously filed as Exhibit 10(x) to Acxiom Corporation's Annual Report on Form 10-K for the fiscal year ended March 31, 2010, Commission File No. 0-13163, and incorporated herein by reference)
- 10.27 Form of officer and director indemnity agreement (previously filed as Appendix C to Acxiom Corporation's Proxy Statement dated January 22, 1987, Commission File No. 0-13163, and incorporated herein by reference)
- 10.28 Acxiom Corporation Non-Qualified Deferral Plan, amended and restated effective January 1, 2009 (previously filed as Exhibit 10.27 to Acxiom Corporation's Annual Report on Form 10-K for the fiscal year

- ended March 31, 2013, and incorporated herein by reference)
- 10.29 First Amendment to the Acxiom Corporation Non-Qualified Deferral Plan, effective July 1, 2009 (previously filed as Exhibit 10.28 to Acxiom Corporation's Annual Report on Form 10-K for the fiscal year ended March 31, 2013, and incorporated herein by reference)
- 10.30 Acxiom Corporation Non-Qualified Matching Contribution Plan, amended and restated effective January 1, 2009 (previously filed as Exhibit 10.29 to Acxiom Corporation's Annual Report on Form 10-K for the fiscal year ended March 31, 2013, and incorporated herein by reference)
- 10.31 First Amendment to the Acxiom Corporation Non-Qualified Matching Contribution Plan, effective July 1, 2009 (previously filed as Exhibit 10.30 to Acxiom Corporation's Annual Report on Form 10-K for the fiscal year ended March 31, 2013, and incorporated herein by reference)
- 10.32 LiveRamp, Inc. 2006 Equity Incentive Plan (previously filed as Exhibit 99.1 to Acxiom Corporation's Registration Statement on Form S-8, Commission File No. 333-197463, and incorporated herein by reference)
- 21 Subsidiaries of Acxiom Corporation
- 23 Consent of KPMG LLP
- 24 Powers of Attorney
- 31.1 Certification of Chief 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 Chief Financial 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 Chief 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 Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101 The following financial information from our Annual Report on Form 10-K for the fiscal year ended March 31, 2015, formatted in XBRL: (i) Consolidated Balance Sheets as of March 31, 2015 and 2014; (ii) Consolidated Statements of Operations for the fiscal years ended March 31, 2015, 2014 and 2013; (iii) Consolidated Statements of Comprehensive Income (Loss) for the fiscal years ended March 31, 2015, 2014 and 2013; (iv) Consolidated Statements of Stockholders' Equity for the fiscal years ended March 31, 2015, 2014 and 2013; (v) Consolidated Statements of Cash Flows for the fiscal years ended March 31, 2015, 2014 and 2013; and (vi) Notes to the Consolidated Financial Statements

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities 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

Date: May 27, 2015

By: /s/ Warren C. Jenson  
Warren C. Jenson  
Chief Financial Officer & Executive Vice President

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

#### Signature

<u>John L. Battelle*</u> John L. Battelle	Director	May 27, 2015
<u>Timothy R. Cadogan*</u> Timothy R. Cadogan	Director	May 27, 2015
<u>William T. Dillard II*</u> William T. Dillard II	Director	May 27, 2015
<u>Richard P. Fox*</u> Richard P. Fox	Director	May 27, 2015
<u>Jerry D. Gramaglia*</u> Jerry D. Gramaglia	Director (Non-Executive Chairman of the Board)	May 27, 2015
<u>Ann Die Hasselmo*</u> Ann Die Hasselmo	Director	May 27, 2015
<u>William J. Henderson*</u> William J. Henderson	Director	May 27, 2015
<u>Scott E. Howe*</u> Scott E. Howe	Director, CEO & President (principal executive officer)	May 27, 2015
<u>Clark M. Kokich*</u> Clark M. Kokich	Director	May 27, 2015
<u>/s/ Warren C. Jenson</u> Warren C. Jenson	Chief Financial Officer & Executive Vice President (principal financial and accounting officer)	May 27, 2015

\*By: /s/ Catherine L. Hughes  
Catherine L. Hughes  
Attorney-in-Fact

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**FOR THE YEAR ENDED MARCH 31, 2015**

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**ACXIOM CORPORATION**  
**SELECTED FINANCIAL DATA**

(In thousands, except per share data)

Years ended March 31,	2015	2014	2013	2012	2011
<b>Statement of operations data:</b>					
Revenue	\$ 1,020,059	\$ 1,062,278	\$ 1,068,158	\$ 1,101,517	\$ 1,083,872
Net earnings (loss) from continuing operations	\$ (9,147)	\$ 10,992	\$ 55,825	\$ 37,049	\$ (33,632)
Net earnings (loss) from discontinued operations, net of tax	(1,884)	(2,189)	1,294	34,467	5,190
Net earnings (loss)	<u>\$ (11,031)</u>	<u>\$ 8,803</u>	<u>\$ 57,119</u>	<u>\$ 71,516</u>	<u>\$ (28,442)</u>
Net earnings (loss) attributable to Acxiom	<u>\$ (11,031)</u>	<u>\$ 8,863</u>	<u>\$ 57,607</u>	<u>\$ 77,263</u>	<u>\$ (23,147)</u>
<b>Basic earnings (loss) per share:</b>					
Net earnings (loss) from continuing operations	\$ (0.12)	\$ 0.15	\$ 0.75	\$ 0.47	\$ (0.42)
Net earnings (loss) from discontinued operations	(0.02)	(0.03)	0.02	0.43	0.06
Net earnings (loss)	<u>\$ (0.14)</u>	<u>\$ 0.12</u>	<u>\$ 0.76</u>	<u>\$ 0.90</u>	<u>\$ (0.36)</u>
Net earnings (loss) attributable to Acxiom	<u>\$ (0.14)</u>	<u>\$ 0.12</u>	<u>\$ 0.77</u>	<u>\$ 0.97</u>	<u>\$ (0.29)</u>
<b>Diluted earnings (loss) per share:</b>					
Net earnings (loss) from continuing operations	\$ (0.12)	\$ 0.14	\$ 0.73	\$ 0.46	\$ (0.42)
Net earnings (loss) from discontinued operations	(0.02)	(0.03)	0.02	0.43	0.06
Net earnings (loss)	<u>\$ (0.14)</u>	<u>\$ 0.11</u>	<u>\$ 0.75</u>	<u>\$ 0.89</u>	<u>\$ (0.36)</u>
Net earnings (loss) attributable to Acxiom	<u>\$ (0.14)</u>	<u>\$ 0.12</u>	<u>\$ 0.75</u>	<u>\$ 0.96</u>	<u>\$ (0.29)</u>

Acxiom has paid no cash dividends for any of the periods reported.

As of March 31,	2015	2014	2013	2012	2011
<b>Balance sheet data:</b>					
Current assets	\$ 414,054	\$ 665,525	\$ 461,096	\$ 472,005	\$ 480,276
Current liabilities	\$ 248,015	\$ 249,469	\$ 224,576	\$ 256,401	\$ 229,494
Total assets	\$ 1,322,424	\$ 1,323,301	\$ 1,187,706	\$ 1,232,777	\$ 1,306,625
Long-term debt, excluding current installments	\$ 254,539	\$ 289,043	\$ 237,400	\$ 251,886	\$ 394,260
Total equity	<u>\$ 703,257</u>	<u>\$ 682,857</u>	<u>\$ 619,368</u>	<u>\$ 611,855</u>	<u>\$ 591,033</u>

The selected financial data for the periods reported above has been derived from the consolidated financial statements and, unless otherwise indicated, reflect the Company's continuing operations. Refer to Note 4 – Discontinued Operations for additional information regarding discontinued operations.

This information should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the historical financial statements and related notes contained in this report. Previously reported amounts have been reclassified to conform to the presentation in the current year. The historical results are not necessarily indicative of results to be expected in any future period.

Some earnings (loss) per share amounts may not add due to rounding.

### Introduction and Overview

Acxiom Corporation (“we”, “us”, “our”, “Acxiom”, or “the Company”) is an enterprise data, analytics and software-as-a-service company. For over 45 years, Acxiom has been an innovator in harnessing the powerful potential of data to strengthen connections between people, businesses and their partners. We focus on creating better connections that enable better living for people and better results for the businesses who serve them.

Founded in 1969, Acxiom serves a global client base from locations in the United States, Europe, South America and the Asia-Pacific region.

During fiscal 2015, the Company completed the sale of its U.K. call center operation, 2Touch, to Parseq Ltd., a European business process outsourcing service provider. The business qualified for treatment as discontinued operations during fiscal 2015. Accordingly, the results of operations, cash flows, and the balance sheet amounts pertaining to 2Touch, for all periods reported, have been classified as discontinued operations in the consolidated financial statements. Unless otherwise indicated, we refer to captions such as revenues, earnings, and earnings per share from continuing operations attributable to the Company simply as “revenues”, “earnings”, and “earnings per share” throughout this Management's Discussion and Analysis. Similarly, discussion of other matters in our consolidated financial statements relates to continuing operations unless otherwise indicated.

During fiscal 2015, the Company acquired all of the outstanding shares of LiveRamp, Inc. (“LiveRamp”), a leading service provider for onboarding customer data into digital marketing applications. As a result of this transaction, LiveRamp is now a wholly-owned subsidiary of the Company. The Company acquired LiveRamp to, among other things, provide clients with solutions for bringing offline customer data online with better matching, more connectivity, and faster onboarding. The Company has included the financial results of LiveRamp in the consolidated financial statements from the date of acquisition. LiveRamp is included in the Marketing and Data Services segment. Under the terms of the merger agreement, the Company paid \$265.7 million, net of cash acquired, in cash for all outstanding LiveRamp shares. The purchase price for the acquisition also included certain replacement stock options issued to LiveRamp employees resulting in an acquisition date total fair value of consideration transferred for LiveRamp of approximately \$272.7 million.

During fiscal 2011, the Company completed the acquisition of a 70% interest in GoDigital Tecnologia E Participacoes, Ltda. (“GoDigital”), a Brazilian marketing services business. The interest that was not Acxiom-owned was reflected as noncontrolling interest in the Company's consolidated financial statements. During fiscal 2014, the Company acquired the balance of the outstanding equity interests it did not already own in GoDigital. As a result, GoDigital is now wholly owned by the Company.

Prior to fiscal 2015, the Company's business segments consisted of Marketing and Data Services, IT Infrastructure Management, and Other Services. The Other Services segment consisted solely of 2Touch. As a result of the 2Touch disposal in the fiscal 2015, the 2Touch business unit is excluded from segment results and segregated as discontinued operations. The Marketing and Data Services segment includes the Company's global lines of business for Customer Data Integration (CDI), Consumer Insight Solutions, Marketing Management Services (including the Audience Operating System and LiveRamp on-boarding services), E-mail Fulfillment Services and Consulting and Agency Services. The IT Infrastructure Management segment develops and delivers IT outsourcing and transformational solutions. The results of all prior periods reported are adjusted to reflect segment reporting on a consistent basis. The segment results do not include any inter-company transactions. Additionally, items reported as impairment expense or gains, losses, and other items, net on the consolidated statement of operations as well as certain business separation and transformation expenses reported in selling, general and administrative costs are excluded from segment results.

A summary of the most recently completed fiscal year is presented below.

- Revenue was \$1.020 billion, a 4.0% decrease from \$1.062 billion in fiscal 2014.
- Total operating costs and expenses were \$1,021 million compared to \$1,012 million in fiscal 2014.
- Total operating costs and expenses in fiscal 2015 include \$23.8 million of restructuring plan charges and adjustments recorded in gains, losses and other items, net, stock-based compensation expense of \$28.9 million recorded in both cost of revenue and selling, general and administrative expenses, intangible asset amortization expense of \$11.4 million recorded in cost of revenue, and business separation and transformation expenses of \$36.5 million recorded in selling, general and administrative expenses. Fiscal 2014 also included similar charges.

- Diluted loss per share from continuing operations was \$0.12 compared to diluted earnings per share of \$0.14 in fiscal 2014.
- Operating cash flow was \$104.8 million compared to \$163.2 million in fiscal 2014.
- The Company acquired \$9.9 million of its stock as part of a stock repurchase program.

The summary above is intended to identify to the reader some of the more significant events and transactions of the Company during the fiscal year ended March 31, 2015. However, this summary is not intended to be a full discussion of the Company's 2015 fiscal year. This summary should be read in conjunction with the following discussion of Results of Operations and Capital Resources and Liquidity and with the Company's consolidated financial statements and footnotes accompanying this report.

## Results of Operations

A summary of selected financial information for each of the years in the three-year period ended March 31, 2015 is presented below (dollars in millions, except per share amounts):

	2015	2014	2013	% Change 2015-2014	% Change 2014-2013
Revenues	\$ 1,020.1	\$ 1,062.3	\$ 1,068.2	(4)%	(1)%
Total operating costs and expenses	1,020.7	1,011.8	967.2	1	5
Income (loss) from operations	\$ (0.6)	\$ 50.5	\$ 101.0	(101)%	(50)%
Diluted earnings (loss) per share attributable to Acxiom stockholders	\$ (0.12)	\$ 0.14	\$ 0.73	(185)%	(81)%

### Revenues

The following table presents the Company's revenue for each of the years in the three-year period ended March 31, 2015 (dollars in millions):

	2015	2014	2013	% Change 2015-2014	% Change 2014-2013
Revenues					
Marketing and Data Services	\$ 804.9	\$ 805.2	\$ 792.7	-	2%
IT Infrastructure Management	215.2	257.1	275.5	(16)%	(7)
Total revenues	\$ 1,020.1	\$ 1,062.3	\$ 1,068.2	(4)%	(1)%

Total revenue was \$1,020.1 million in fiscal 2015, a \$42.2 million decrease from fiscal 2014. The revenue decrease resulted primarily from a \$41.9 million decrease in the IT Infrastructure Management segment.

Total revenue was \$1,062.3 million in fiscal 2014, a \$5.9 million decrease from fiscal 2013. Revenue in fiscal 2014 was impacted by a decrease in the IT Infrastructure Management segment of \$18.4 million, partially offset by a \$12.5 million increase in the Marketing and Data Services segment.

Marketing and Data Services (MDS) revenue remained flat in fiscal 2015 at \$804.9 million. On a geographic basis, International MDS revenue decreased \$16.6 million, or 14.7%, and U.S. MDS revenue increased \$16.3 million, or 2.4%. The LiveRamp acquisition contributed \$27.0 million to U.S. MDS revenue in fiscal 2015. International revenue decreases were primarily in Europe (down \$13.3 million), resulting from our recent restructuring and exit from the transactional data business, and in Australia (down \$4.5 million), resulting from lower project revenue and new business. In the U.S., decreases from volume reductions and lost business in the Information Intensive (down \$7.1 million), Automotive (down \$1.5 million), Media and Publishing (down \$6.3 million), Communications (down \$5.7 million), Financial Services (down \$6.9 million) and Retail (down \$5.3 million) industries were offset by increases in Technology (up \$5.3 million) and Partner/Resellers (up \$17.9 million) industries from new business and volume increases, as well as the LiveRamp acquisition (\$27.0 million).

By lines of business, revenue increases in Marketing Management Services (up \$25.4 million, or 7.1%) and E-mail and Agency Services (up \$4.5 million, or 6.3%) were offset by revenue decreases in Consumer Insights Solutions (down \$22.2 million or 10.3%) and CDI (down \$6.5 million or 5.7%). Consumer Insight Solutions was impacted by the restructuring in Europe and CDI was impacted by lower volumes in the U.S. Marketing Management revenue increases resulted from increasing gross media royalties and the LiveRamp acquisition.

MDS revenue increased \$12.5 million, or 1.6%, to \$805.2 million in fiscal 2014. On a geographic basis, International MDS revenue decreased \$1.2 million, or 1.1%, and U.S. MDS revenue increased \$13.7 million, or 2.0%. International MDS revenue decreased \$2.4 million in Europe and Australia primarily due to decreased revenue volumes from existing customers and lost business, partially offset by revenue increases in China. The increase in U.S. MDS revenue primarily resulted from increases in business activity in the Financial Services (up \$6.4 million), Retail (up \$8.3 million), and Technology (up \$5.8 million) industries, partially offset by volume and project revenue decreases in the Information Management and Automotive industries.

By lines of business, MDS revenue increases in fiscal 2014 in Marketing Management Services (up \$25.6 million, or 7.6%) and Consulting (up \$0.7 million, or 1.6%) were partially offset by decreases in CDI (down \$8.3 million, or 6.8%) and E-

mail Fulfillment and Agency Services (down \$5.0 million, or 6.6%). The CDI revenue decrease primarily resulted from lower project revenue in the U.S., Brazil, and Australia. The E-mail Fulfillment and Agency Services revenue decrease primarily resulted from lost business. The increase in Marketing Management resulted primarily from revenue increases from existing customers and new business that was closed in fiscal 2013. Marketing Management also benefitted from hardware sales and contract termination fees of approximately \$7.5 million.

IT Infrastructure Management (IM) revenue decreased \$41.9 million, or 16.3%, to \$215.2 million in fiscal 2015. The decrease primarily resulted from the \$55.1 million revenue impact of contract losses during fiscal 2014. The decrease was partially offset by higher project revenue from existing customers and new business.

IM revenue decreased \$18.4 million, or 6.7%, to \$257.1 million in fiscal 2014. The IM revenue decrease primarily resulted from decreases in project revenue from existing customers and contract losses. The decrease was partially offset by \$6.0 million of contract termination fees.

During fiscal 2014, the Company received notices of termination from five existing customers in the IM segment. The Company recorded revenue of approximately \$12 million and \$69 million, including termination fees, in fiscal years 2015 and 2014, respectively from these customers as their services wound down.

### *Operating Costs and Expenses*

The following table presents the Company's operating costs and expenses for each of the years in the three-year period ended March 31, 2015 (dollars in millions):

	2015	2014	2013	% Change 2015-2014	% Change 2014-2013
Cost of revenue	\$ 807.5	\$ 795.5	\$ 811.4	2%	(2)%
Selling, general and administrative	188.6	169.4	154.0	11	10
Impairment of goodwill and other assets	-	25.0	-	(100)	100
Gains, losses and other items, net	24.6	21.9	1.8	12	1,152
Total operating costs and expenses	<u>\$ 1,020.7</u>	<u>\$ 1,011.8</u>	<u>\$ 967.2</u>	<u>1%</u>	<u>5%</u>

Cost of revenue increased 1.5%, or \$12.0 million, to \$807.5 million in fiscal 2015. The primary reasons for the increase were accelerated software amortization of \$4.3 million in fiscal 2015 related to the integration of LiveRamp and the Audience Operating System, acquired intangible asset amortization of \$11.4 million in fiscal 2015 compared to \$0.3 million in fiscal 2014, and an increase in non-cash share-based compensation expense of \$14.0 million, both of which increased as a result of the LiveRamp acquisition. All other cost of revenue decreased approximately \$12.7 million. Gross margins decreased from 25.1% to 20.8%. U.S. gross margins decreased from 25.4% to 21.1%, and International gross margins decreased from 22.6% to 18.2%. U.S. margins were impacted by declining IM margins as a result of contract terminations. International margins were impacted by declines in Australia and Brazil.

Cost of revenue decreased 2.0%, or \$15.9 million, to \$795.5 million in fiscal 2014. Gross margins increased from 24.0% in fiscal 2013 to 25.1% in fiscal 2014. Gross margins were impacted by the positive impact of IM termination fee revenue. U.S. gross margins increased from 24.5% to 25.4% and International gross margins increased from 20.4% to 22.6%. U.S. MDS gross margins decreased approximately 160 basis points from the impact of increased data and engineering investment spending that was partially offset by improved efficiencies.

Selling, general and administrative (SGA) expense was \$188.6 million for the year ended March 31, 2015 representing a \$19.2 million, or 11.3%, increase over the prior fiscal year. Fiscal 2015 included \$36.5 million of expenses related to the separation of the MDS and IM businesses and business transformation costs compared to \$14.0 million of similar costs in fiscal 2014. In addition, the non-cash share-based compensation expense component of SGA increased \$5.8 million. These increases were partially offset by lower sales and marketing expenses from cost reduction efforts and decreased incentive compensation expense.

SGA expense was \$169.4 million for the year ended March 31, 2014 representing a \$15.4 million, or 10.0%, increase over the prior year. Fiscal 2014 included \$14.0 million of expenses related to separating the MDS and IM businesses. The remaining increase primarily results from higher facility costs and other consulting expenses.

The Company continues to execute its plans to create operating independence between its operating segments and to transform the way business is conducted in the future. As the Company executes these plans, it is likely to continue to incur incremental outside consulting and other third-party expenses.

Impairment of goodwill and other assets was \$25.0 million for the year ended March 31, 2014. During the quarter ended March 31, 2014, triggering events occurred which required the Company to test the recoverability of the goodwill associated with its European Marketing and Data Services reporting unit. The triggering event was the initiation of a restructuring of the European Marketing and Data Services unit. In addition to testing goodwill, the Company also tested certain other long-lived assets in those units for impairment. The results of the two-step test indicated complete impairment of the goodwill as well as impairment for certain other long-lived assets. The amount of impairment for the European Marketing and Data Services unit was \$25.0 million, of which \$20.3 million was goodwill and \$4.6 million related to data assets.

Gains, losses and other items, net for each of the years presented are as follows (dollars in thousands):

	2015	2014	2013
Restructuring plan charges and adjustments	\$ 23,794	\$ 17,712	\$ 2,635
Legal contingencies	-	4,202	-
LiveRamp acquisition-related costs	820	-	-
Other	19	-	(884)
	<u>\$ 24,633</u>	<u>\$ 21,914</u>	<u>\$ 1,751</u>

Gains, losses and other items, net was \$24.6 million in fiscal 2015. The Company recorded a total of \$23.8 million in restructuring charges and adjustments which included \$13.8 million of severance and other charges related to the termination of associates in the United States, Australia, China, and Europe, lease accruals of \$8.1 million and the write-off of leasehold improvements of \$2.0 million. The Company also recorded LiveRamp transaction costs of \$0.8 million.

Gains, losses and other items, net was \$21.9 million in fiscal 2014. The Company recorded a total of \$17.7 million in restructuring charges and adjustments which included \$13.9 million of severance and other charges related to the termination of associates in the United States, Australia, China, and Europe and lease accruals of \$3.8 million. The Company also recorded loss contingency accruals and charges of \$4.2 million.

Gains, losses and other items, net was \$1.8 million in fiscal 2013. The Company recorded a total of \$2.6 million in restructuring charges and adjustments which included severance and other associate-related costs of \$2.6 million and lease accruals of \$0.1 million.

The following table summarizes the balances that were accrued for restructuring plans discussed above, as well as the changes in those balances during the years ended March 31, 2013, 2014 and 2015 (dollars in thousands):

	Reserves included in other accrued expenses and other liabilities:		
	Associate-related reserves	Lease accruals	Total
March 31, 2012	\$ 9,597	\$ 11,049	\$ 20,646
Restructuring charges and adjustments	2,577	58	2,635
Payments	(8,485)	(2,086)	(10,571)
March 31, 2013	\$ 3,689	\$ 9,021	\$ 12,710
Restructuring charges and adjustments	13,916	3,796	17,712
Payments	(11,063)	(2,600)	(13,663)
March 31, 2014	\$ 6,542	\$ 10,217	\$ 16,759
Restructuring charges and adjustments	13,757	8,061	21,818
Payments	(13,088)	(4,628)	(17,716)
March 31, 2015	<u>\$ 7,211</u>	<u>\$ 13,650</u>	<u>\$ 20,861</u>

### Operating Profit and Profit Margins

The following table presents the Company's income (loss) from operations and operating profit margin by segment for each of the years in the three-year period ended March 31, 2015 (dollars in thousands):

	2015	2014	2013
Operating profit and profit margin:			
Marketing and Data Services	\$ 46,728 5.8%	\$ 78,500 9.7%	\$ 73,696 9.3%
IT Infrastructure Management	\$ 18,105 8.4%	\$ 32,847 12.8%	\$ 29,330 10.6%
Corporate	\$ (65,437)	\$ (60,874)	\$ (2,010)
Total income (loss) from operations	\$ (604)	\$ 50,473	\$ 101,016
Total operating profit margin	(0.1)%	4.8%	9.5%

MDS income from operations was \$46.7 million, a 5.8% margin, in fiscal 2015 compared to \$78.5 million, a 9.7% margin, in fiscal 2014. The primary reason for the decrease was an increase in acquired intangible asset amortization of \$11.4 million compared to \$0.3 million in fiscal 2014 and non-cash share-based compensation expense of \$26.9 million compared to \$10.7 million in fiscal 2014. Margins in the U.S. decreased from 11.3% to 7.3% for the same reasons. The remaining U.S. margin decrease primarily resulted from on-going investment initiatives that were partially offset by cost reductions. International MDS losses were approximately \$5.0 million in fiscal 2015 compared to breakeven levels in fiscal 2014. Performance improvements in China were offset by increasing losses in Europe, Brazil and Australia.

MDS income from operations was \$78.5 million, a 9.7% margin, in fiscal 2014 compared to \$73.7 million, a 9.3% margin in fiscal 2013. Margins in the U.S. were approximately 11.3% in both periods. International operating income improved to breakeven from a loss of \$3.4 million in fiscal 2013. International operating improvements primarily resulted from improvements in Brazil, Australia, and China that were partially offset by increased losses in Europe.

IM income from operations was \$18.1 million, an 8.4% margin, in fiscal 2015 compared to \$32.8 million, a 12.8% margin, in fiscal 2014 and \$29.3 million, a 10.6% margin, in fiscal 2013. Margins in 2015 were impacted by revenue decreases resulting from contract losses in prior years. IM margins benefited from termination fee revenue in fiscal 2014.

Corporate loss from operations was \$65.4 million, \$60.9 million, and \$2.0 million in fiscal years 2015, 2014, and 2013, respectively. The losses for each period consist of items reported as impairment of goodwill and other assets, gains, losses and other items, net, business separation and transformation expenses included in selling, general and administrative expense, and accelerated software amortization included in cost of revenue on the consolidated statements of operations.

### Other Income (Expense), Income Taxes and Other Items

Interest expense was \$10.1 million in fiscal 2015, a decrease of \$1.6 million from \$11.7 million in fiscal 2014. The decrease primarily results from lower interest on capital leases and other borrowings. Interest expense on the Company's term loan decreased from the prior fiscal year. As a result of the Company refinancing its debt facility in fiscal 2014, the average term loan balance increased approximately \$30 million in fiscal 2015 compared to fiscal 2014 and the average interest rate decreased approximately 90 basis points.

Interest expense was \$11.7 million in fiscal 2014, a decrease of \$1.0 million from \$12.7 million in fiscal 2013. The decrease primarily results from lower interest on capital leases and other borrowings. Interest expense on the Company's term loan remained flat compared to the prior fiscal year. During fiscal 2014, the Company refinanced its debt facility and as a result, the average term loan balance increased approximately \$34 million in fiscal 2014 compared to fiscal 2013 and the average interest rate decreased approximately 60 basis points.

Other expense was \$1.3 million in fiscal 2015 compared to other income of \$1.8 million in fiscal 2014 and \$0.2 million in fiscal 2013. Other, net primarily consists of foreign currency transaction gains and losses, and interest and investment income. In addition, during fiscal 2014, the Company recorded a \$2.6 million gain from its investment in a real estate joint venture and \$0.7 million in accelerated deferred debt costs as a result of refinancing its term loan agreement.

The fiscal 2015 effective tax rate was 23.6%. Fiscal 2015 included a net \$3.1 million income tax benefit principally related to new state research and development tax credits which were partially offset by other state deferred tax activity. In

addition, the Company recorded a \$2.3 million tax expense impact resulting from non-deductible incentive stock options issued in connection with the LiveRamp acquisition.

The fiscal 2014 effective tax rate was 72.9% compared to 36.9% in fiscal 2013. Fiscal 2014 income taxes included \$7.6 million of expense related to increasing valuation allowances for net operating loss carryforwards and deferred tax assets in France and the UK, offset by a \$3.1 million income tax reserve adjustment resulting from expiration of certain statutes of limitations. The fiscal 2014 effective tax rate was also negatively impacted by the impairment charges for goodwill, which have no tax benefit.

All three fiscal period tax rates were impacted by losses in foreign jurisdictions. The Company does not record the tax benefit of certain of those losses due to uncertainty of future benefit.

Losses attributable to noncontrolling interest include the noncontrolling interest in the Company's Brazilian subsidiary. During fiscal 2014, the Company acquired the remaining noncontrolling interest in Acxiom Brazil.

#### *Discontinued operations*

In fiscal 2015, the Company completed the sale of its U.K. call center operation, 2Touch. As a result, the 2Touch business qualified for treatment as discontinued operations. The results of operations, cash flows, and the balance sheet amounts pertaining to 2Touch have been classified as discontinued operations in the consolidated financial statements.

Summary results of operations of the 2Touch business unit for the fiscal years ended March 31, 2015, 2014 and 2013 are segregated and included in earnings (loss) from discontinued operations, net of tax, in the Company's consolidated statements of operations and are as follows (dollars in thousands):

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Revenues	\$ 8,484	\$ 35,267	\$ 31,201
Earnings (loss) from discontinued operations before income taxes	\$ 4	\$ (2,189)	\$ 1,703
Loss on sale of discontinued operations before income taxes	(1,888)	-	-
Income taxes	-	-	(409)
Earnings (loss) from discontinued operations, net of tax	<u>\$ (1,884)</u>	<u>\$ (2,189)</u>	<u>\$ 1,294</u>

#### Capital Resources and Liquidity

##### *Working Capital and Cash Flow*

Working capital decreased \$250.1 million to \$166.0 million at March 31, 2015 compared to \$416.1 million at March 31, 2014. Total current assets decreased \$251.5 million, resulting primarily from a \$277.6 million decrease in cash. In fiscal 2015, the Company paid \$265.7 million, net of cash acquired, for all outstanding shares of LiveRamp. Current liabilities decreased \$1.5 million.

The Company's cash is primarily located in the United States. Approximately \$11.2 million of the total cash balance of \$141.0 million, or approximately 7.9%, is located outside of the United States. The Company has no current plans to repatriate this cash to the United States.

Cash provided by operating activities was \$104.8 million in fiscal 2015 compared to \$163.2 million and \$147.4 million in fiscal 2014 and 2013, respectively. The \$58.4 million decrease in fiscal 2015 primarily results from lower net earnings related to increased business separation, transformation, and restructuring costs and the impact of unfavorable working capital changes. The \$15.9 million increase in fiscal 2014 primarily resulted from positive changes in working capital, including a \$35.8 million decrease in income tax payments, partially offset by lower earnings.

Accounts receivable days sales outstanding was 57 and 54 days at March 31, 2015 and 2014, respectively, and is calculated as follows (dollars in thousands):

	March 31, 2015	March 31, 2014
Numerator – trade accounts receivable, net	\$ 162,639	\$ 160,718
Denominator:		
Quarter revenue	257,367	268,562
Number of days in quarter	90	90
Average daily revenue	\$ 2,860	\$ 2,984
Days sales outstanding	<u>57</u>	<u>54</u>

Investing activities used \$355.2 million of cash in fiscal 2015, \$68.1 million of cash in fiscal 2014, and \$66.6 million in fiscal 2013. Fiscal 2015 investing activities included \$1.9 million of data acquisition costs, \$18.6 million of software capitalization, \$69.0 million of capital expenditures, and \$265.7 million net cash paid to acquire LiveRamp. Fiscal 2014 investing activities included data acquisition costs of \$7.7 million, capitalization of software of \$24.5 million, and capital expenditures of \$39.1 million. Investing activities also included investment proceeds of \$3.8 million related to the Company's real estate joint venture and \$0.5 million net cash paid for an acquisition. Fiscal 2013 investing activities included \$8.6 million of deferred data acquisition costs, \$19.9 million of capitalized software costs, and \$38.2 million of capital expenditures.

Under the Company's common stock repurchase program, the Company may purchase up to \$250.0 million of its common stock through the period ending November 12, 2015. The Company repurchased 0.5 million shares of its common stock for \$9.9 million in fiscal 2015. During fiscal 2014, the Company repurchased 2.0 million shares of its common stock for \$52.7 million. During fiscal 2013, the Company repurchased 4.6 million shares of its common stock for \$71.7 million. Through March 31, 2015, the Company has repurchased 12.9 million shares of its stock for \$202.4 million, leaving remaining capacity of \$47.6 million under the stock repurchase program. Cash paid for acquisition of treasury stock in the consolidated statement of cash flows may differ from the aggregate purchase price due to trades made during one fiscal period that settle in a different fiscal period.

Financing activities used \$28.6 million of cash in fiscal 2015. Fiscal 2015 financing activities included \$5.0 million in proceeds from the sale of common stock and a \$4.6 million income tax impact from stock options, warrants, and restricted stock, offset by \$28.4 million in payments of debt and \$9.9 million to acquire treasury stock, as previously described.

Financing activities provided \$98.3 million of cash in fiscal 2014. In fiscal 2014, the Company refinanced its term loan resulting in proceeds, net of fees, of \$80.6 million. Fiscal 2014 financing activities also included proceeds from the sale of common stock of \$80.5 million and the tax impact of stock options, warrants, and restricted stock of \$11.3 million offset by payments of debt of \$20.9 million (excluding the \$215.0 million prepayment of debt under the term loan refinancing) and acquisition of treasury stock as previously described of \$52.7 million.

Financing activities used \$89.2 million of cash in fiscal 2013. It included payments of debt of \$26.9 million and acquisition of treasury stock of \$74.4 million, offset by \$12.0 million in proceeds from the sale of common stock. The \$74.4 million cash paid for treasury stock in fiscal 2013 included \$2.7 million paid for trades made in fiscal 2012 which settled in fiscal 2013.

Discontinued operations provided \$3.0 million, \$1.6 million, and \$2.4 million of cash in fiscal years 2015, 2014, and 2013, respectively. The cash provided in fiscal 2015 result primarily from the proceeds of the sale of the 2Touch business. The cash provided in fiscal years 2014 and 2013 result from earnings and changes in working capital.

In fiscal 2013, the Company incurred debt to finance the acquisition of property and equipment. The incurrence of this debt appears on the consolidated statements of cash flows under "supplemental cash flow information." Acquisitions under capital leases and installment payment arrangements were \$2.2 million in fiscal 2013. Payment of this debt in future periods will be reflected as a financing activity. The Company has also included details of its debt payments within the "supplemental cash flow" information.

#### *Credit and Debt Facilities*

On October 9, 2013, the Company refinanced its prior term loan credit agreement. On that day, the Company borrowed \$300 million of the new term loan and used the proceeds to pay off the prior \$215 million term loan balance in its entirety along with \$4.4 million in fees related to the new credit agreement. The remaining proceeds were used for other general

corporate purposes. The amended and restated credit agreement contains customary representations, warranties, affirmative and negative covenants, default, and acceleration provisions.

The Company's amended and restated credit agreement provides for (1) term loans up to an aggregate principal amount of \$300 million and (2) revolving credit facility borrowings consisting of revolving loans, letter of credit participations and swing-line loans up to an aggregate amount of \$300 million.

The term loan is payable in quarterly installments of \$7.5 million through September 2017, followed by quarterly installments of \$11.3 million through June 2018, with a final payment of \$161.3 million due October 9, 2018. The revolving loan commitment expires October 9, 2018.

Term loan and revolving credit facility borrowings bear interest at LIBOR or at an alternative base rate plus a credit spread. At March 31, 2015, the LIBOR credit spread was 2.00%. There were no revolving credit borrowings outstanding at March 31, 2015 or March 31, 2014. The weighted-average interest rate on term loan borrowings at March 31, 2015 was 2.3%. Outstanding letters of credit at March 31, 2015 were \$2.1 million.

The term loan allows for prepayments before maturity. The credit agreement is secured by the accounts receivable of Axiom and its domestic subsidiaries, as well as by the outstanding stock of certain Axiom subsidiaries.

Under the terms of the term loan, the Company is required to maintain certain debt-to-cash flow and debt service coverage ratios, among other restrictions. At March 31, 2015, the Company was in compliance with these covenants and restrictions. In addition, if certain financial ratios and other conditions are not satisfied, the revolving credit facility limits the Company's ability to pay dividends in excess of \$30 million in any fiscal year (plus additional amounts in certain circumstances).

On March 10, 2014, the Company entered into an interest rate swap agreement. The agreement provides for the Company to pay interest through March 10, 2017 at a fixed rate of 0.98% plus the applicable credit spread on \$50.0 million notional amount, while receiving interest for the same period at the LIBOR rate on the same notional amount. The LIBOR rate as of March 31, 2015 was 0.27%. The swap was entered into as a cash flow hedge against LIBOR interest rate movements on the term loan. The Company assesses the effectiveness of the hedge based on the hypothetical derivative method. There was no ineffectiveness for the period ended March 31, 2015. Under the hypothetical derivative method, the cumulative change in fair value of the actual swap is compared to the cumulative change in fair value of the hypothetical swap, which has terms that identically match the critical terms of the hedged transaction. Thus, the hypothetical swap is presumed to perfectly offset the hedged cash flows. The change in the fair value of the hypothetical swap will then be regarded as a proxy for the present value of the cumulative change in the expected future cash flows from the hedged transactions. All of the fair values are derived from an interest-rate futures model. As of March 31, 2015, the hedge relationship qualified as an effective hedge under applicable accounting standards. Consequently, all changes in fair value of the derivative will be deferred and recorded in other comprehensive income (loss) until the related forecasted transaction is recognized in the consolidated statements of operations. The fair market value of the derivative was zero at inception and an unrealized loss of \$0.2 million since inception is recorded in other comprehensive income (loss). The fair value of the interest rate swap agreement recorded in accumulated other comprehensive income (loss) may be recognized in the consolidated statements of operations if certain terms of the floating-rate debt change, if the floating-rate debt is extinguished or if the interest rate swap agreement is terminated prior to maturity. The Company has assessed the creditworthiness of the counterparty of the swap and has concluded that no substantial risk of default exists as of March 31, 2015.

Based on our current expectations, we believe our liquidity and capital resources will be sufficient to operate our business. However, we may take advantage of opportunities to generate additional liquidity or refinance existing debt through capital market transactions. The amount, nature and timing of any capital market transactions will depend on: our operating performance and other circumstances; our then-current commitments and obligations; the amount, nature and timing of our capital requirements; any limitations imposed by our current credit arrangements; and overall market conditions.

#### *Off-Balance Sheet Items and Commitments*

In connection with the disposal of certain assets, the Company guaranteed a lease for the buyer of the assets. This guarantee was made by the Company primarily to facilitate favorable financing terms for the third party. Should the third party default, the Company would be required to perform under this guarantee. At March 31, 2015 the Company's maximum potential future payments under this guarantee were \$1.0 million.

Outstanding letters of credit, which reduce the borrowing capacity under the Company's revolving credit facility, were \$2.1 and \$2.2 million at March 31, 2015 and 2014.

### Contractual Commitments

The following table presents Acxiom's contractual cash obligations, exclusive of interest, and purchase commitments at March 31, 2015 (dollars in thousands). The table does not include the future payment of liabilities related to uncertain tax positions of \$3.4 million or the future payment against the Company's non-current interest rate swap liability of \$0.2 million, as future payment of these liabilities is uncertain and the Company is not able to predict the periods in which these payments, if any, will be made (dollars in thousands):

	For the years ending March 31						
	2016	2017	2018	2019	2020	Thereafter	Total
Term loan	\$ 30,000	\$ 30,000	\$ 37,500	\$ 172,500	\$ -	\$ -	\$ 270,000
Capital lease and installment payment obligations	717	777	921	1,085	1,275	2,625	7,400
Other long-term debt	2,168	2,243	2,319	1,584	1,362	348	10,024
Total long-term debt	32,885	33,020	40,740	175,169	2,637	2,973	287,424
Operating lease payments	23,318	21,309	18,969	16,136	14,872	44,175	138,779
Total contractual cash obligations	\$ 56,203	\$ 54,329	\$ 59,709	\$ 191,305	\$ 17,509	\$ 47,148	\$ 426,203

	For the years ending March 31						
	2016	2017	2018	2019	2020	Thereafter	Total
Total purchase commitments	\$ 47,941	\$ 28,807	\$ 10,201	\$ 7,609	\$ 6,370	\$ 4,750	\$ 105,678

Purchase commitments include contractual commitments for the purchase of data and open purchase orders for equipment, paper, office supplies, construction and other items. 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 above commitments relating to long-term obligations do not include future payments of interest. The Company estimates interest payments on debt and capital leases for fiscal 2016 of \$11.5 million.

The following are contingencies or guarantees under which the Company could be required, in certain circumstances, to make cash payments as of March 31, 2015 (dollars in thousands):

Lease guarantee	\$ 1,021
Outstanding letters of credit	2,138
Surety bonds	420

While the Company does not have any other material contractual commitments for capital expenditures, certain levels of investments in facilities and computer equipment continue to be necessary to support the growth of the business. 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.

To help accelerate the pace of product development, the Company significantly increased the level of product investment in fiscal 2014. Total engineering investment (research and development expense plus capitalization of software) was \$38.9 million in fiscal 2015 compared to \$48.1 million in fiscal 2014 and \$31.6 million in fiscal 2013. The Company expects to maintain investment spending, primarily for engineering and product management labor, capitalized software, and new data sources during fiscal 2016.

For a description of certain risks that could have an impact on results of operations or financial condition, including liquidity and capital resources, see "Risk Factors" contained in Part I, Item 1A, of this Annual Report.

### Acquisitions

On July 1, 2014, the Company acquired all of the outstanding shares of LiveRamp, Inc., a leading service provider for onboarding customer data into digital marketing applications. As a result of this transaction, LiveRamp is now a wholly-owned subsidiary of the Company. The Company acquired LiveRamp to, among other things, provide clients with solutions for bringing offline customer data online with better matching, more connectivity, and faster onboarding. The Company has included the financial results of LiveRamp in the consolidated financial statements from the date of

acquisition. LiveRamp is included in the Marketing and Data Services segment. The acquisition date fair value of the consideration transferred for LiveRamp was approximately \$272.7 million which consisted of the following (dollars in thousands):

	<u>July 1, 2014</u>
Cash, net of \$12.0 million cash acquired	\$ 234,672
Restricted cash held in escrow	31,000
Fair value of stock options issued included in purchase price	6,978
Total fair value of consideration transferred	<u>\$ 272,650</u>

On the acquisition date, the Company delivered \$31.0 million of cash to an escrow agent according to the terms of the purchase agreement. The cash is restricted as to withdrawal or use by the Company and is expected to be delivered to the LiveRamp sellers one year from the acquisition date. The escrowed cash can be used to reimburse the Company for any indemnification claims against the sellers, as described in the purchase agreement. The principal escrow amount is owned by the Company until funds are delivered to the LiveRamp sellers. All interest and earnings on the principal escrow amount remain property of the Company. The restricted cash is reported as restricted cash held in escrow, with an offsetting liability reported as acquisition escrow payable, on the consolidated balance sheet.

During fiscal 2014, the Company acquired the balance of the outstanding equity interests it did not already own in GoDigital for \$0.6 million. As a result, the subsidiary is now wholly-owned and the Company reduced its \$0.4 million carrying value of the noncontrolling interest to zero and adjusted its equity investment by \$1.0 million in additional paid-in capital in the consolidated balance sheet.

#### *Discontinued Operation*

On May 30, 2014, the Company substantially completed the sale of its U.K. call center operation, 2Touch, to Parseq Ltd., a European business process outsourcing service provider. Some assets of the 2Touch operation were subject to a second closing, which occurred in March 2015, resulting in the complete disposal of the operation. The 2Touch business qualified for treatment as discontinued operations during fiscal 2015. The results of operations, cash flows, and the balance sheet amounts pertaining to 2Touch have been classified as discontinued operations in the consolidated financial statements.

#### *Subsequent Events*

On May 20, 2015, the Company announced it had entered into a definitive agreement to sell its IT Infrastructure Management business (ITO) to Charlesbank Capital Partners and M/C Partners. Under the terms of the agreement, the Company will receive \$140 million in cash at closing, and up to \$50 million in contingent payments subject to certain performance metrics. In addition, the Company will receive a 5% retained profits interest in the divested entity, subject to a defined value over which the Company will participate in profits. The sale is expected to close in the second quarter of fiscal 2016 ending September 30, 2015, following the satisfaction of regulatory requirements and other customary closing conditions. The Company will report ITO as a component of discontinued operations beginning in the first quarter of fiscal 2016. The Company expects to report a gain on the sale.

The Company will use proceeds from the sale to pay down debt and to fund expansion of its share repurchase program. As part of the revised program, the Company's board of directors has increased its share repurchase program by \$50 million. Under the revised share repurchase program, the Company may now purchase up to \$300 million of its common stock through the period ending December 31, 2016. The Company has previously purchased \$202.4 million of stock through the repurchase program, leaving remaining capacity of \$97.6 million under the revised stock repurchase program.

The Company has also entered into an agreement to amend its credit agreement. The effectiveness of the amendments contained in the agreement are conditioned on, among other things, the closing of the ITO disposition. Once the ITO disposition is completed and the amendment becomes fully effective, certain financial covenants in the credit agreement will be modified for the fiscal quarters ending on September 30, 2015, December 31, 2015 and March 31, 2016. Additionally the Company will not be entitled to declare or pay any dividends during this time and share repurchases will be limited to no more than \$100 million depending on the Company's leverage ratio. After March 31, 2016, the debt covenants and dividend and share repurchase limitations will return to the requirements in the credit agreement in effect prior to the amendment. In addition, the amendment revises certain definitions in the credit agreement to clarify the effect of acquisitions and dispositions on certain financial covenants.

## Key Trends and Uncertainties

The following is a summary of selected trends, events or uncertainties that the Company believes may have a significant impact on its future performance.

- The macroeconomic environment has a direct impact on overall marketing and advertising expenditures in the U.S. and abroad. As marketing budgets are often more discretionary in nature, they are easier to reduce in the short term as compared to other corporate expenses. Future widespread economic slowdowns in any of the industries or markets our clients serve, particularly in the United States, could reduce the marketing expenditures of our clients and prospective customers.
- With the growth of online advertising and e-commerce, there is increasing awareness and concern among the general public, privacy advocates, mainstream media, governmental bodies and others regarding marketing and privacy matters, particularly as they relate to individual privacy interests and global reach of the online marketplace. Negative publicity and/or increased restrictions on the collection, management, aggregation and use of information could result in reduced demand for our products or services, decreased availability of certain kinds of data and/or a material increase in the cost of collecting certain kinds of data.
- In recent years, we have witnessed an ongoing shift from direct marketing to alternative marketing channels. We believe this trend will continue and that, in the long term, a substantial portion of overall marketing and advertising expenditures will be moved to alternative marketing channels.
- Many businesses are moving towards an outsourced model as an alternative to a traditional information technology infrastructure. As they do, we see demand increasing for cloud computing services.

## Seasonality and Inflation

Although the Company cannot accurately determine the amounts attributable to inflation, the Company is affected by inflation through increased costs of compensation and other operating expenses. If inflation were to increase over the low levels of recent years, the impact in the short run would be to cause increases in costs, which the Company would attempt to pass on to clients, although there is no assurance that it would be able to do so. Generally, the effects of inflation in recent years have been offset by technological advances, economies of scale and other operational efficiencies.

The Company's traditional direct marketing operations typically experience their lowest revenue in the first quarter of the fiscal year, with higher revenue in the second, third, and fourth quarters. In order to minimize the impact of these fluctuations, the Company continues to seek long-term arrangements with more predictable revenues.

## Non-U.S. Operations

The Company has a presence in the United Kingdom, France, Germany, Poland, Australia, China and Brazil. Most of the Company's exposure to exchange rate fluctuation is due to translation gains and losses as there are no material transactions that cause exchange rate impact. 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 subject to limitations in the Company's revolving credit facility. These advances are considered to be long-term investments, and any gain or loss resulting from changes in exchange rates as well as gains or losses resulting from translating the foreign financial statements into U.S. dollars are included in accumulated other comprehensive income (loss). Exchange rate movements of foreign currencies may have an impact on the Company's future costs or on future cash flows from foreign investments. The Company 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.

## Critical Accounting Policies

We prepare our consolidated financial statements in conformity with accounting principles generally accepted in the United States of America. 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 accompanying consolidated financial statements includes a summary of significant accounting policies used in the preparation of Acxiom's consolidated financial statements. Of those policies, we have identified the following as the most critical because they require management's use of complex and/or significant judgments:

Revenue Recognition – The Company provides database management and IT management services under long-term arrangements. These arrangements may require the Company to perform setup activities such as the design and build of a database for the customer under the database management contracts and migration of the customer's IT environment under IT management contracts. In some cases, the arrangements also contain provisions requiring

customer acceptance of the setup activities prior to commencement of the ongoing services arrangement. Up-front fees billed during the setup phase for these arrangements are deferred and setup costs that are direct and incremental to the contract are capitalized. Revenue recognition does not begin until after customer acceptance in cases where contracts contain acceptance provisions. Once the setup phase is complete and customer acceptance occurs, the Company recognizes revenue and the related costs for each element as delivered. In situations where the arrangement does not require customer acceptance before the Company begins providing services, revenue is recognized for each element as delivered and no costs are deferred.

The Company evaluates its database management and IT management arrangements to determine whether the arrangement contains a lease. If the arrangement is determined to contain a lease, applicable accounting standards require the Company to account for the lease component separately from the remaining components of the arrangement. In cases where database management or IT management arrangements are determined to include a lease, the lease is evaluated to determine whether it is a capital lease or operating lease and accounted for accordingly. These lease revenues are not significant to the Company's consolidated financial statements.

Sales of third-party software, hardware and certain other equipment are recognized when delivered. If such sales are part of a multiple-element arrangement, they are recognized as a separate element unless collection of the sales price is dependent upon delivery of other products or services. Additionally, the Company evaluates revenue from the sale of data, software, hardware and equipment in accordance with accounting standards to determine whether such revenue should be recognized on a gross or a net basis. All of the factors in the accounting standards are considered with the primary factor being whether the Company is the primary obligor in the arrangement. "Out-of-pocket" expenses incurred by, and reimbursed to, the Company in connection with customer contracts are recorded as gross revenue.

Revenues from onboarding customer data into digital marketing applications are recognized as the services are delivered over the contract.

Revenues from the licensing of data are recognized upon delivery of the data to the customer. Revenue from the licensing of data to the customer in circumstances where the license agreement contains a volume cap is recognized in proportion to the total records to be delivered under the arrangement. Revenue from the sale of data on a per-record basis is recognized as the records are delivered.

The relative selling price for each unit of accounting in a multiple-element arrangement is established using vendor-specific objective evidence (VSOE), if available, third-party evidence (TPE), if available, or management's best estimate of stand-alone selling price (BESP). In most cases, the Company has neither VSOE nor TPE and therefore uses BESP. The objective of BESP is to determine the price at which the Company would transact a sale if the product or service were sold on a stand-alone basis. Management's BESP is determined by considering multiple factors including actual contractual selling prices when the item is sold on a stand-alone basis, as well as market conditions, competition, internal costs, profit objectives and pricing practices. The amount of revenue recognized for a delivered element is limited to an amount that is not contingent upon future delivery of additional products or services. As pricing and marketing strategies evolve, we may modify our pricing practices in the future, which could result in changes to BESP, or to the development of VSOE or TPE for individual products or services. As a result, future revenue recognition for multiple-element arrangements could differ from recognition in the current period. Our relative selling prices are analyzed on an annual basis or more frequently if we experience significant changes in selling prices.

All taxes assessed on revenue-producing transactions described above are presented on a net basis, or excluded from revenues.

The Company also performs services on a project basis outside of, or in addition to, the scope of long-term arrangements. The Company recognizes revenue from these services as the services are performed.

Some contracts contain benchmarking provisions or provisions allowing the customer to request a future reduction in pricing under certain circumstances. Any resulting reduction in pricing is only implemented on a prospective basis. The Company's contracts provide a warranty that the services or products will meet the agreed-upon criteria or any necessary modifications will be made. The Company ensures that services or products delivered meet the agreed-upon criteria prior to recognition of revenue.

Included in the Company's consolidated balance sheets are deferred revenues resulting from billings and/or client payments in advance of revenue recognition. Deferred revenue at March 31, 2015 was \$37.3 million compared to \$47.6 million at March 31, 2014.

Accounts receivable include amounts billed to clients as well as unbilled amounts recognized in accordance with the Company's revenue recognition policies. Unbilled amounts included in accounts receivable were \$20.9 million and \$20.6 million, respectively, at March 31, 2015 and 2014.

Software, Purchased Software Licenses, and Research and Development Costs – Costs of internally developed software are amortized on a straight-line basis over the remaining estimated economic life of the software product, generally two to five years, or the amortization that would be recorded by using the ratio of gross revenues for a product to total current and anticipated future gross revenues for that product, whichever is greater. The Company capitalizes software development costs following accounting standards regarding the costs of computer software to be sold, leased or otherwise marketed or the costs of computer software developed or obtained for internal use. Although there are differences in the two accounting standards, depending on whether a product is intended for internal use or to be provided to customers, both accounting standards generally require that research and development costs incurred prior to establishing technological feasibility or the beginning of the application development stage of software products are charged to operations as such costs are incurred. Once technological feasibility is established or the application development stage has begun, costs are capitalized until the software is available for general release. The Company recorded amortization expense related to internally developed computer software of \$29.0 million, \$9.7 million, and \$8.6 million for fiscal 2015, 2014 and 2013, respectively. Of the amount recorded for fiscal 2015, \$7.5 million relates to internally developed software acquired as part of the LiveRamp acquisition. Amortization expense in fiscal 2015 also included \$4.3 million of accelerated amortization expense resulting from adjusting the remaining lives of certain capitalized software products which the Company will no longer be using as a result of the LiveRamp acquisition. Additionally, the Company charged \$20.3 million, \$23.6 million and \$11.7 million of research and development costs to cost of revenue during fiscal 2015, 2014 and 2013, respectively.

Costs of purchased software licenses are amortized using a units-of-production basis over the estimated economic life of the license, generally not to exceed ten years. The Company recorded amortization expense related to purchased software licenses of \$6.7 million, \$7.1 million and \$9.7 million in 2015, 2014 and 2013, respectively. Some of these licenses are, in effect, volume purchase agreements for software licenses needed for internal use and to provide services to customers over the terms of the agreements. Therefore, amortization lives are periodically reevaluated and, if justified, adjusted to reflect current and future expected usage based on units-of-production amortization. Factors considered in estimating remaining useful life include, but are not limited to, contract provisions of the underlying licenses, introduction of new mainframe hardware which is compatible with previous generation software, predictions of continuing viability of mainframe architecture, and customers' continuing commitments to utilize mainframe architecture and the software under contract.

Capitalized software, including both purchased and internally developed, is reviewed when facts and circumstances indicate the carrying amount may not be recoverable and, if necessary, the Company reduces the carrying value of each product to its fair value.

During the quarter ended March 31, 2014, in conjunction with the goodwill impairment testing noted below, the Company also tested other long-lived assets in the affected units for impairment. As a result of the review, the Company recorded impairment charges of \$0.1 million in fiscal 2014 for purchased software licenses related to the Other Services unit. The Other Services unit is now included in discontinued operations.

Valuation of Long-Lived Assets– Long-lived assets and certain identifiable intangibles as well as equity investments are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Company considers factors such as operating losses, declining outlooks, and business conditions when evaluating the necessity for an impairment analysis. 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. If such assets 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 classified as held for sale and are reported at the lower of the carrying amount or fair value less costs to sell.

During the quarter ended March 31, 2014, in conjunction with the goodwill impairment testing noted below, the Company also tested other long-lived assets in the affected units for impairment. As a result of the review, the Company recorded impairment charges of \$4.6 million for data assets related to the European Marketing and Data Services unit and \$0.9 million for other assets, primarily property and equipment, related to the Other Services unit. The Other Services unit is now included in discontinued operations.

Valuation of Goodwill– Goodwill is measured and tested for impairment on an annual basis in the first quarter of the Company's fiscal year in accordance with applicable accounting standards, or more frequently if indicators of

impairment exist. Triggering events for interim impairment testing include indicators such as adverse industry or economic trends, restructuring actions, downward revisions to projections of financial performance, or a sustained decline in market capitalization. The performance of the impairment test involves a two-step process. The first step requires comparing the estimated fair value of a reporting unit to its net book value, including goodwill. A potential impairment exists if the estimated fair value of the reporting unit is lower than its net book value. The second step of the impairment test involves assigning the estimated fair value of the reporting unit to its identifiable assets, with any residual fair value being assigned to goodwill. If the carrying value of an individual indefinite-lived intangible asset (including goodwill) exceeds its estimated fair value, such asset is written down by an amount equal to the excess, and a corresponding amount is recorded as a charge to operations for the period in which the impairment test is completed. Completion of the Company's annual impairment test during the quarter ended June 30, 2014 indicated no potential impairment of its goodwill balances.

In order to estimate the fair value for each of the components, management uses an income approach based on a discounted cash flow model together with valuations based on an analysis of public company market multiples and a similar transactions analysis.

The key assumptions used in the discounted cash flow valuation model include discount rates, growth rates, cash flow projections and terminal value rates. Discount rates, growth rates and cash flow projections are the most sensitive and susceptible to change as they require significant management judgment. Discount rates are determined by using a weighted average cost of capital ("WACC"). The WACC considers market and industry data as well as company-specific risk factors for each reporting unit in determining the appropriate discount rate to be used. The discount rate utilized for each reporting unit is indicative of the return an investor would expect to receive for investing in such a business. Management, considering industry and company-specific historical and projected data, develops growth rates and cash flow projections for each reporting unit. Terminal value rate determination follows common methodology of capturing the present value of perpetual cash flow estimates beyond the last projected period assuming a constant WACC and low long-term growth rates.

The public company market multiple method is used to estimate values for each of the components by looking at market value multiples to revenue and EBITDA (earnings before interest, taxes, depreciation and amortization) for selected public companies that are believed to be representative of companies that marketplace participants would use to arrive at comparable multiples for the individual component being tested. These multiples are then used to develop an estimated value for each respective component.

The similar transactions method compares multiples based on acquisition prices of other companies believed to be those that marketplace participants would use to compare to the individual component being tested. Those multiples are then used to develop an estimated value for that component.

In order to arrive at an estimated value for each component, management uses a weighted-average approach to combine the results of each analysis. Management believes that using multiple valuation approaches and then weighting them appropriately is a technique that a marketplace participant would use.

As a final test of the annual valuation results, the total of the values of the components is reconciled to the actual market value of Acxiom common stock as of the valuation date. This reconciliation indicated an implied control premium. Management believes this control premium is reasonable compared to historical control premiums observed in actual transactions.

Goodwill is tested for impairment at the reporting unit level, which is defined as either an operating segment or one step below an operating segment, known as a component. Acxiom's segments are the Marketing and Data Services segment and the IT Infrastructure Management segment. Because the Marketing and Data Services segment contains both U.S. and International components, and there are differences in economic characteristics between the components in the different geographic regions, management tested a total of five components at the beginning of the year. The goodwill amounts as of April 1, 2014 included in each component tested were: U.S. Marketing and Data Services, \$266.7 million; Australia Marketing and Data Services, \$13.3 million; China Marketing and Data Services, \$6.0 million; Brazil Marketing and Data Services, \$0.9 million; and U.S. Infrastructure management, \$71.5 million.

As of April 1, 2014, each of the components had an excess fair value exceeding 35%, except for U.S. IT Infrastructure Management. The fair value of the U.S. Infrastructure management segment has decreased by a significant amount since the prior annual test as a result of client contract terminations. If the U.S. IT Infrastructure Management segment experiences additional client losses in the future, this could lead to a further deterioration in value, which could lead to an impairment in the future.

Each quarter the Company considers whether indicators of impairment exist such that additional impairment testing may be necessary. During the quarter ended March 31, 2015, a triggering event occurred which required the Company to test the recoverability of the goodwill associated with its Australia Marketing and Data Services reporting unit. The triggering event was a lowering of projections associated with the Australian unit. The results of step one of the test indicated the goodwill was not impaired, although the fair value of the component has decreased significantly compared to the previous annual test.

During the quarter ended March 31, 2014, triggering events occurred which required the Company to test the recoverability of goodwill associated with its European Marketing and Data Services reporting unit and its Other Services reporting unit. The triggering event was the initiation of a restructuring of the European Marketing and Data Services unit. The restructuring includes exiting the analog paper survey business in Europe. The triggering event related to the Other Services reporting unit was a potential exit from that business. In addition to testing the recoverability of goodwill, the Company also tested certain other long-lived assets in those units for impairment. In the case of the Other Services unit, the step one fair value indicated that all of the goodwill and other long-lived assets were impaired. Therefore there was no need to perform detailed step two calculations in order to conclude that all of the goodwill and other long-lived assets of this unit should be written off. In the case of the European Marketing and Data Services unit, the Company first tested certain data assets within the unit, and concluded that \$4.6 million of these data assets were impaired and should be written off. Then the Company performed step one of the two-step goodwill test, which indicated the goodwill was impaired. Step two of the goodwill recoverability test required the Company to perform a hypothetical purchase price allocation, under which the estimated fair value was allocated to the unit's tangible and intangible assets based on their estimated fair values. This hypothetical purchase price allocation indicated that all of the unit's goodwill should be written off. The amount of impairment for the European Marketing and Data Services unit was \$25.0 million, of which \$20.3 million was goodwill and \$4.6 million related to data assets. The amount of impairment for the Other Services unit was \$3.9 million, of which \$3.0 million was goodwill and \$0.9 million was other assets, primarily property and equipment. The Other Services unit is now included in discontinued operations.

During the quarter ended March 31, 2013, triggering events occurred which required the Company to test the recoverability of goodwill in its European Marketing and Data Services unit for impairment. The triggering events included the revision of the Company's long-term projections in conjunction with the fiscal 2014 budget. However, the results of the interim test indicated no impairment.

Management believes that the estimated valuations it arrived at are reasonable and consistent with what other marketplace participants would use in valuing the Company's components. However, management cannot give any assurance that these market values will not change in the future. For example, if discount rates demanded by the market increase, this could lead to reduced valuations under the income approach. If the Company's projections are not achieved in the future, this could lead management to reassess their assumptions and lead to reduced valuations under the income approach. If the market price of the Company's stock decreases, this could cause the Company to reassess the reasonableness of the implied control premium, which might cause management to assume a higher discount rate under the income approach which could lead to reduced valuations. If future similar transactions exhibit lower multiples than those observed in the past, this could lead to reduced valuations under the similar transactions approach. And finally, if there is a general decline in the stock market and particularly in those companies selected as comparable to the Company's components, this could lead to reduced valuations under the public company market multiple approach. The Company's next annual impairment test will be performed during the first quarter of fiscal 2016. The fair value of the Company's components could deteriorate which could result in the need to record impairment charges in future periods. The Company continues to monitor potential triggering events including changes in the business climate in which it operates, attrition of key personnel, the volatility in the capital markets, the Company's market capitalization compared to its book value, the Company's recent operating performance, and the Company's financial projections. The occurrence of one or more triggering events could require additional impairment testing, which could result in impairment charges.

Deferred Costs and Data Acquisition Costs – The Company defers certain costs, primarily salaries and benefits and other direct and incremental third party costs, in connection with client contracts and various other contracts and arrangements. Direct and incremental costs incurred during the setup phase under client contracts for database management or for IT management arrangements are deferred until such time as the database or the outsourcing services are operational and revenue recognition begins. These costs are directly related to the individual client, are to be used specifically for the individual client and have no other use or future benefit. In addition, revenue recognition of billings, if any, related to these setup activities are deferred during the setup phase. All deferred costs and billings are then amortized as contract revenue recognition occurs over the remaining term of the arrangement. During the period when costs are being deferred, the Company performs a net realizable value review on a quarterly basis to ensure that the deferred costs are recoverable through either 1) recognition of previously deferred revenue, 2) future

minimum contractual billings or 3) billings in excess of contractual minimum billings that can be reasonably estimated and are deemed likely to occur. Once revenue recognition begins, these deferred costs are assessed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Some contracts contain provisions allowing the customer to request reductions in pricing if they can demonstrate that the Company charges lower prices for similar services to other customers, or if the prices charged are higher than certain benchmarks. If pricing is renegotiated, deferred costs are assessed for impairment.

The test of recoverability is performed by comparing the carrying value of the asset to its undiscounted expected future cash flows. If the review indicates that the carrying amount of an asset exceeds the sum of its expected future cash flows, the asset's carrying amount is written down to its estimated fair value. Fair value is determined by an internally developed discounted projected cash flow analysis of the asset.

In addition to client contract costs, the Company defers direct and incremental costs incurred in connection with obtaining other contracts, including debt facilities, lease facilities, and various other arrangements. Costs deferred in connection with obtaining scheduled debt facilities are amortized over the term of the arrangement using the interest method. Costs deferred in connection with lease facilities or revolving credit facilities are amortized over the term of the arrangement on a straight-line basis.

The Company also defers costs related to the acquisition or licensing of data for the Company's proprietary databases which are used in providing data products and services to customers. These costs are amortized over the useful life of the data, which is from two to seven years. In order to estimate the useful life of any acquired data, the Company considers several factors including 1) the type of data acquired, 2) whether the data becomes stale over time, 3) to what extent the data will be replaced by updated data over time, 4) whether the stale data continues to have value as historical data, 5) whether a license places restrictions on the use of the data, and 6) the term of the license.

The total deferred costs at March 31, 2015 are \$7.9 million. If the Company were to determine that any of the deferred costs are unrecoverable, the resulting write-down in carrying value could be up to \$7.9 million.

Restructuring – The Company records costs associated with employee terminations and other exit activity in accordance with applicable accounting standards, depending on whether the costs relate to exit or disposal activities under the accounting standards, or whether they are other post-employment termination benefits. Under applicable accounting standards related to exit or disposal costs, the Company records employee termination benefits as an operating expense when the benefit arrangement is communicated to the employee and no significant future services are required. Under the accounting standards related to post employment termination benefits the Company records employee termination benefits when the termination benefits are probable and can be estimated. The Company recognizes the present value of facility lease termination obligations, net of estimated sublease income and other exit costs, when the Company has future payments with no future economic benefit or a commitment to pay the termination costs of a prior commitment. In future periods the Company will record accretion expense to increase the liability to an amount equal to the estimated future cash payments necessary to exit the leases. This requires a significant amount of judgment and management estimation in order to determine the expected time frame it will take to secure a subtenant, the amount of sublease income to be received and the appropriate discount rate to calculate the present value of the future cash flows. Should actual lease exit costs differ from estimates, the Company may be required to adjust the restructuring charge which will impact net income in the period any adjustment is recorded.

Income Taxes – The Company makes estimates and judgments in determining the provision for income taxes for financial statement purposes. These estimates and judgments occur in the calculation of tax credits, benefits, and deductions, and in the calculation of certain tax assets and liabilities that arise from differences in the timing of recognition of revenue and expense for tax and financial statement purposes, as well as the interest and penalties related to uncertain tax positions. Significant changes in these estimates may result in an increase or decrease to the tax provision in a subsequent period. The Company assesses the likelihood that it will be able to recover its deferred tax assets. If recovery is not likely, the Company increases the provision for taxes by recording a valuation allowance against the deferred tax assets that it estimates will not ultimately be recoverable. The Company believes that the deferred tax assets recorded on the consolidated balance sheets will be ultimately recovered. However, should a change occur in the Company's ability to recover its deferred tax assets, its tax provision would increase in the period in which the Company determined that the recovery was not likely.

The calculation of tax liabilities involves dealing with uncertainties in the application of complex tax regulations. The Company recognizes liabilities for uncertain tax positions based on a two-step process. The first step is to evaluate the tax position for recognition by determining whether the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. If the Company determines that a tax position will more likely than not be sustained on audit, the second step

requires the Company to estimate and measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement. It is inherently difficult and subjective to estimate such amounts, as the Company has to determine the probability of various possible outcomes.

The Company re-evaluates these uncertain tax positions on a quarterly basis. This evaluation is based on factors such as changes in facts or circumstances, changes in tax law, new audit activity, and effectively settled issues. Determining whether an uncertain tax position is effectively settled requires judgment. Such a change in recognition or measurement would result in the recognition of a tax benefit or an additional charge to the tax provision.

#### New Accounting Pronouncements –

In April 2014, the Financial Accounting Standards Board (FASB) issued an update, *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*. This update changes the requirements for determining whether a component is included in discontinued operations. The update will be effective for Acxiom in fiscal 2016, with early application allowed. Management does not expect a significant impact from implementation of this update.

In May 2014, the FASB issued an update, *Revenue from Contracts with Customers*. This update supersedes all existing revenue recognition guidance under U.S. generally accepted accounting principles, as well as some cost guidance and guidance on certain gains and losses. The effective date for the update has been deferred until fiscal 2019 for Acxiom, with early application allowed for fiscal 2018. Application of the new update may either be applied retrospectively to all periods reported, with certain practical expedients allowed, or retrospectively with the cumulative effect of initial application recognized at the date of initial application. The Company has not yet assessed the impact of implementation of the new guidance, nor determined which implementation method to use.

## **Management's Report on Internal Control Over Financial Reporting**

The management of Acxiom Corporation (the Company) is responsible for establishing and maintaining adequate internal control over financial reporting.

The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluations of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of March 31, 2015. In making this assessment, the Company's management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework (1992)*.

Based on management's assessment and those criteria, the Company's management determined that the Company's internal control over financial reporting was effective as of March 31, 2015.

The Company acquired LiveRamp, Inc. on July 1, 2014. Management has excluded the operations of LiveRamp from its assessment of internal control over financial reporting as of March 31, 2015. The audited consolidated financial statements of the Company include the results of the acquisition but management's assessment does not include an assessment of the internal control over financial reporting of the acquired company. The acquired company represents approximately \$27.0 million of the Company's consolidated revenue for the year ended March 31, 2015 and \$294.6 million of the Company's consolidated assets (including \$268.4 million of goodwill and acquired intangible assets) as of March 31, 2015.

KPMG LLP, the Company's independent registered public accounting firm that audited the consolidated financial statements included in this annual report, has issued an attestation report, appearing on the following page, regarding its assessment of the Company's internal control over financial reporting as of March 31, 2015.

## Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders  
Acxiom Corporation:

We have audited the accompanying consolidated balance sheets of Acxiom Corporation and subsidiaries (the Company) as of March 31, 2015 and 2014, and the related consolidated statements of operations, comprehensive income (loss), stockholders' equity, and cash flows for each of the years in the three-year period ended March 31, 2015. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Acxiom Corporation and subsidiaries as of March 31, 2015 and 2014, and the results of their operations and their cash flows for each of the years in the three-year period ended March 31, 2015, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Acxiom Corporation's internal control over financial reporting as of March 31, 2015, based on criteria established in *Internal Control – Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated May 27, 2015 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

KPMG LLP

Dallas, Texas  
May 27, 2015

## Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders  
Acxiom Corporation:

We have audited Acxiom Corporation's (the Company) internal control over financial reporting as of March 31, 2015, based on criteria established in *Internal Control – Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Acxiom Corporation's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Acxiom Corporation maintained, in all material respects, effective internal control over financial reporting as of March 31, 2015, based on criteria established in *Internal Control – Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

As described in the accompanying Management's Report on Internal Control over Financial Reporting, management has excluded from its assessment of internal control over financial reporting as of March 31, 2015 the operations of LiveRamp, Inc. that was acquired on July 1, 2014. We have also excluded LiveRamp, Inc. from our audit of internal control over financial reporting. LiveRamp, Inc. represented approximately \$27.0 million of the Company's consolidated revenue as of March 31, 2015 and \$294.6 million of the Company's consolidated assets (including \$268.4 million of goodwill and acquired intangible assets) as of March 31, 2015.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Acxiom Corporation and subsidiaries as of March 31, 2015 and 2014, and the related consolidated statements of operations, comprehensive income (loss), stockholders' equity, and cash flows for each of the years in the three-year period ended March 31, 2015, and our report dated May 27, 2015 expressed an unqualified opinion on those consolidated financial statements.

KPMG LLP

Dallas, Texas  
May 27, 2015

ACXIOM CORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
MARCH 31, 2015 AND 2014  
(Dollars in thousands)

	2015	2014
<b><u>ASSETS</u></b>		
Current assets:		
Cash and cash equivalents	\$ 141,010	\$ 418,586
Trade accounts receivable, net	162,639	160,718
Deferred income taxes	28,372	12,870
Refundable income taxes	5,239	11,535
Restricted cash held in escrow	31,000	-
Other current assets	45,682	54,484
Assets from discontinued operations	112	7,332
Total current assets	414,054	665,525
Property and equipment, net of accumulated depreciation and amortization	220,590	216,906
Software, net of accumulated amortization of \$258,185 in 2015 and \$230,161 in 2014	68,962	39,425
Goodwill	568,870	358,384
Purchased software licenses, net of accumulated amortization of \$269,507 in 2015 and \$263,228 in 2014	13,494	18,584
Other assets, net	36,454	24,477
	\$ 1,322,424	\$ 1,323,301
<b><u>LIABILITIES AND EQUITY</u></b>		
Current liabilities:		
Current installments of long-term debt	\$ 32,885	\$ 28,567
Trade accounts payable	38,951	36,179
Accrued expenses		
Payroll	39,026	62,182
Other	67,867	70,412
Acquisition escrow payable	31,000	-
Deferred revenue	37,278	47,638
Income taxes payable	-	241
Liabilities from discontinued operations	1,008	4,250
Total current liabilities	248,015	249,469
Long-term debt	254,539	289,043
Deferred income taxes	103,391	90,226
Other liabilities	13,222	11,706
Commitments and contingencies		
Equity:		
Common stock, \$0.10 par value (authorized 200 million shares; issued 127.9 million and 125.8 million shares at March 31, 2015 and 2014, respectively)	12,794	12,584
Additional paid-in capital	1,034,526	981,985
Retained earnings	591,798	602,829
Accumulated other comprehensive income	9,413	13,662
Treasury stock, at cost (50.1 million and 49.2 million shares at March 31, 2015 and 2014, respectively)	(945,274)	(928,203)
Total equity	703,257	682,857
	\$ 1,322,424	\$ 1,323,301

*See accompanying notes to consolidated financial statements.*

ACXIOM CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS  
YEARS ENDED MARCH 31, 2015, 2014 AND 2013  
(Dollars in thousands, except per share amounts)

	2015	2014	2013
Revenues	\$ 1,020,059	\$ 1,062,278	\$ 1,068,158
Operating costs and expenses:			
Cost of revenue	807,469	795,562	811,401
Selling, general and administrative	188,561	169,376	153,990
Impairment of goodwill and other assets	-	24,953	-
Gains, losses and other items, net	24,633	21,914	1,751
Total operating costs and expenses	1,020,663	1,011,805	967,142
Income (loss) from operations	(604)	50,473	101,016
Other expense:			
Interest expense	(10,050)	(11,671)	(12,694)
Other, net	(1,325)	1,817	152
Total other expense	(11,375)	(9,854)	(12,542)
Earnings (loss) from continuing operations before income taxes	(11,979)	40,619	88,474
Income taxes	(2,832)	29,627	32,649
Net earnings (loss) from continuing operations	(9,147)	10,992	55,825
Earnings (loss) from discontinued operations, net of tax	(1,884)	(2,189)	1,294
Net earnings (loss)	(11,031)	8,803	57,119
Less: Net loss attributable to noncontrolling interest	-	(60)	(488)
Net earnings (loss) attributable to Acxiom	\$ (11,031)	\$ 8,863	\$ 57,607
Basic earnings (loss) per share:			
Net earnings (loss) from continuing operations	\$ (0.12)	\$ 0.15	\$ 0.75
Net earnings (loss) from discontinued operations	(0.02)	(0.03)	0.02
Net earnings (loss)	\$ (0.14)	\$ 0.12	\$ 0.76
Net earnings (loss) attributable to Acxiom stockholders	\$ (0.14)	\$ 0.12	\$ 0.77
Diluted earnings (loss) per share:			
Net earnings (loss) from continuing operations	\$ (0.12)	\$ 0.14	\$ 0.73
Net earnings (loss) from discontinued operations	(0.02)	(0.03)	0.02
Net earnings (loss)	\$ (0.14)	\$ 0.11	\$ 0.75
Net earnings (loss) attributable to Acxiom stockholders	\$ (0.14)	\$ 0.12	\$ 0.75

*Some earnings (loss) per share amounts may not add due to rounding.  
See accompanying notes to consolidated financial statements.*

ACXIOM CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)  
YEARS ENDED MARCH 31, 2015, 2014 AND 2013  
(Dollars in thousands)

	2015	2014	2013
Net earnings (loss)	\$ (11,031)	\$ 8,803	\$ 57,119
Other comprehensive income (loss):			
Change in foreign currency translation adjustment	(4,074)	1,511	(2,489)
Unrealized gain (loss) on interest rate swap	(175)	728	311
Other comprehensive income (loss)	(4,249)	2,239	(2,178)
Comprehensive income (loss)	(15,280)	11,042	54,941
Less: Comprehensive loss attributable to noncontrolling interest	-	(60)	(488)
Comprehensive income (loss) attributable to Acxiom stockholders	\$ (15,280)	\$ 11,102	\$ 55,429

*See accompanying notes to consolidated financial statements.*

ACXION CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY  
YEARS ENDED MARCH 31, 2015, 2014 AND 2013  
(Dollars in thousands)

	Common Stock		Additional paid-in Capital	Retained earnings	Accumulated other comprehensive income	Treasury Stock		Noncontrolling Interest	Total Equity
	Number of shares	Amount				Number of shares	Amount		
Balances at March 31, 2012	120,027,013	\$ 12,003	\$ 860,165	\$ 536,359	\$ 13,601	(43,213,027)	\$ (810,381)	\$ 108	\$ 611,855
Employee stock awards, benefit plans and other issuances	845,618	84	12,707	-	-	(58,966)	(834)	-	11,957
Tax impact of stock options, warrants and restricted stock	-	-	357	-	-	-	-	-	357
Non-cash share-based compensation	-	-	12,002	-	-	-	-	-	12,002
Restricted stock units vested	470,285	47	(47)	-	-	-	-	-	-
Acquisition of treasury stock	-	-	-	-	-	(4,553,042)	(71,744)	-	(71,744)
Comprehensive income (loss):									
Foreign currency translation	-	-	-	-	(2,489)	-	-	-	(2,489)
Unrealized gain on interest rate swap	-	-	-	-	311	-	-	-	311
Net earnings (loss)	-	-	-	57,607	-	-	-	(488)	57,119
Balances at March 31, 2013	121,342,916	\$ 12,134	\$ 885,184	\$ 593,966	\$ 11,423	(47,825,035)	\$ (882,959)	\$ (380)	\$ 619,368
Employee stock awards, benefit plans and other issuances	4,018,507	402	84,422	-	-	(155,089)	(4,334)	-	80,490
Tax impact of stock options, warrants and restricted stock	-	-	11,295	-	-	-	-	-	11,295
Non-cash share-based compensation	-	-	13,925	-	-	-	-	-	13,925
Restricted stock units vested	482,185	48	(48)	-	-	-	-	-	-
Warrant exercises	-	-	(11,753)	-	-	769,927	11,753	-	-
Acquisition of treasury stock	-	-	-	-	-	(1,993,310)	(52,663)	-	(52,663)
Acquisition of noncontrolling interest	-	-	(1,040)	-	-	-	-	440	(600)
Comprehensive income (loss):									
Foreign currency translation	-	-	-	-	1,511	-	-	-	1,511
Unrealized gain on interest rate swap	-	-	-	-	728	-	-	-	728
Net earnings (loss)	-	-	-	8,863	-	-	-	(60)	8,803
Balances at March 31, 2014	125,843,608	\$ 12,584	\$ 981,985	\$ 602,829	\$ 13,662	(49,203,507)	\$ (928,203)	\$ -	\$ 682,857
Employee stock awards, benefit plans and other issuances	1,028,524	103	12,153	-	-	(370,299)	(7,217)	-	5,039
Tax impact of stock options, warrants and restricted stock	-	-	4,645	-	-	-	-	-	4,645
Non-cash share-based compensation	33,693	4	28,868	-	-	-	14	-	28,886
Restricted stock units vested	1,032,972	103	(103)	-	-	-	-	-	-
Acquisition of treasury stock	-	-	-	-	-	(528,918)	(9,868)	-	(9,868)
LiveRamp replacement stock options	-	-	6,978	-	-	-	-	-	6,978
Comprehensive loss:									
Foreign currency translation	-	-	-	-	(4,074)	-	-	-	(4,074)
Unrealized gain on interest rate swap	-	-	-	-	(175)	-	-	-	(175)
Net loss	-	-	-	(11,031)	-	-	-	-	(11,031)
Balances at March 31, 2015	127,938,797	\$ 12,794	\$ 1,034,526	\$ 591,798	\$ 9,413	(50,102,724)	\$ (945,274)	\$ -	\$ 703,257

See accompanying notes to consolidated financial statements

ACXIOM CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
YEARS ENDED MARCH 31, 2015, 2014 AND 2013  
(Dollars in thousands)

	2015	2014	2013
Cash flows from operating activities:			
Net earnings (loss)	\$ (11,031)	\$ 8,803	\$ 57,119
Loss (earnings) from discontinued operations, net of tax	1,884	2,189	(1,294)
Adjustments to reconcile net earnings (loss) to net cash provided by operating activities:			
Depreciation and amortization	118,834	102,426	115,636
Loss (gain) on disposal or impairment of assets	1,976	(2,576)	25
Loss on early extinguishment of debt	-	664	-
Impairment of goodwill and other assets	-	24,953	-
Deferred income taxes	(9,689)	2,097	(3,510)
Non-cash share-based compensation expense	28,886	13,925	12,002
Changes in operating assets and liabilities:			
Accounts receivable, net	(497)	8,272	7,078
Other assets	15,727	(1,260)	(9,121)
Deferred costs	(1,484)	(506)	(1,564)
Accounts payable and other liabilities	(29,142)	288	(10,364)
Deferred revenue	(10,677)	3,966	(18,627)
Net cash provided by operating activities	<u>104,787</u>	<u>163,241</u>	<u>147,380</u>
Cash flows from investing activities:			
Capitalized software development costs	(18,587)	(24,517)	(19,879)
Capital expenditures	(69,041)	(39,132)	(38,172)
Receipts from investments	-	3,823	-
Data acquisition costs	(1,871)	(7,745)	(8,570)
Net cash paid in acquisitions	(265,672)	(500)	-
Net cash used in investing activities	<u>(355,171)</u>	<u>(68,071)</u>	<u>(66,621)</u>
Cash flows from financing activities:			
Proceeds from debt	-	300,000	-
Payments of debt	(28,421)	(235,895)	(26,871)
Fees for debt refinancing	-	(4,370)	-
Acquisition liability payment	-	-	(288)
Acquisition of noncontrolling interest	-	(600)	-
Acquisition of treasury stock	(9,868)	(52,663)	(74,378)
Sale of common stock, net of stock acquired for withholding taxes	5,039	80,490	11,957
Income tax impact of stock options, warrants and restricted stock	4,645	11,295	357
Net cash provided by (used in) financing activities	<u>(28,605)</u>	<u>98,257</u>	<u>(89,223)</u>
Net cash provided by (used in) continuing operations	<u>(278,989)</u>	<u>193,427</u>	<u>(8,464)</u>

*See accompanying notes to consolidated financial statements*

ACXIOM CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)  
YEARS ENDED MARCH 31, 2015, 2014 AND 2013  
(Dollars in thousands)

	2015	2014	2013
Cash flows from discontinued operations:			
Net cash provided by operating activities	197	1,735	2,752
Net cash provided by (used in) investing activities	2,835	(166)	(319)
Net cash provided by discontinued operations	<u>3,032</u>	<u>1,569</u>	<u>2,433</u>
Net cash provided by (used in) continuing and discontinued operations	(275,957)	194,996	(6,031)
Effect of exchange rate changes on cash	(1,619)	616	(643)
Net change in cash and cash equivalents	(277,576)	195,612	(6,674)
Cash and cash equivalents at beginning of period	418,586	222,974	229,648
Cash and cash equivalents at end of period	<u>\$ 141,010</u>	<u>\$ 418,586</u>	<u>\$ 222,974</u>

Supplemental cash flow information:

Cash paid (received) during the period for:

Interest	\$ 8,673	\$ 11,762	\$ 12,709
Income taxes	(3,845)	21,702	57,464
Payments on capital leases and installment payment arrangements	3,823	8,379	16,514
Prepayment of debt	-	215,000	-
Other debt payments	24,598	12,516	10,357

Noncash investing and financing activities:

Acquisition of property and equipment under capital leases and installment payment arrangements	-	-	2,157
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*See accompanying notes to consolidated financial statements.*

ACXIOM CORPORATION AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
MARCH 31, 2015, 2014 AND 2013

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Description of Business -

Acxiom is an enterprise data, analytics and software-as-a-service company. For over 45 years, Acxiom has been an innovator in harnessing the powerful potential of data to strengthen connections between people, businesses and their partners. We focus on creating better connections that enable better living for people and better results for the businesses who serve them.

Founded in 1969, Acxiom serves a global client base from locations in the United States, Europe, South America and the Asia-Pacific region.

Basis of Presentation and Principles of Consolidation -

The consolidated financial statements include the accounts of the Company and its subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation. Investments in 20% to 50% owned entities are accounted for using the equity method with equity in earnings recorded in “other, net” in the accompanying consolidated statements of operations. Investments in less than 20% owned entities are accounted for at cost. Investment income and charges related to investments accounted for at cost are recorded in “other, net.”

Discontinued Operations -

Discontinued operations comprise those activities that have been disposed of during the period or which have been classified as held for sale at the end of the period, and represent a separate major line of business or geographical area that can be clearly distinguished for operational and financial reporting purposes. In fiscal 2015, Acxiom identified its U.K. call center operation, 2Touch, as a component of the Company that is reported as discontinued operations as a result of its disposal (see note 4).

Use of Estimates -

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 consolidated financial statements in conformity with accounting principles generally accepted in the United States. Actual results could differ from those estimates. Areas in which significant judgments and estimates are used include projected cash flows associated with recoverability of assets, valuation of acquired intangible assets, restructuring and impairment accruals, litigation loss accruals, and the recognition and measurement of current and deferred income taxes, including the measurement of uncertain tax positions.

Reclassifications -

Certain amounts reported in previous periods have been reclassified to conform to the current presentation.

Adoption of New Accounting Standard –

In April 2014, the Financial Accounting Standards Board (FASB) issued an update, *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*. This update changes the requirements for determining whether a component is included in discontinued operations. The update will be effective for Acxiom in fiscal 2016, with early application allowed. Management does not expect a significant impact from implementation of this update.

In May 2014, the FASB issued an update, *Revenue from Contracts with Customers*. This update supersedes all existing revenue recognition guidance under U.S. generally accepted accounting principles, as well as some cost guidance and guidance on certain gains and losses. The effective date for the update has been deferred until fiscal 2019 for Acxiom, with early application allowed for fiscal 2018. Application of the new update may either be applied retrospectively to all periods reported, with certain practical expedients allowed, or retrospectively with the cumulative effect of initial application recognized at the date of initial application. The Company has not yet assessed the impact of implementation of the new guidance, nor determined which implementation method to use.

ACXIOM CORPORATION AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
MARCH 31, 2015, 2014 AND 2013

Cash and Cash Equivalents -

The Company considers all highly-liquid investments with original maturities of three months or less to be cash equivalents.

Accounts Receivable -

Accounts receivable include amounts billed to customers as well as unbilled amounts recognized in accordance with the Company's revenue recognition policies, as stated below. Unbilled amounts included in accounts receivable, which generally arise from the delivery of data and performance of services to customers in advance of billings, were \$20.9 million and \$20.6 million, respectively, at March 31, 2015 and 2014.

Accounts receivable are presented net of allowance for doubtful accounts. The Company evaluates its allowance for doubtful accounts based on a combination of factors at each reporting date. Each account or group of accounts is evaluated based on specific information known to management regarding each customer's ability or inability to pay, as well as historical experience for each customer or group of customers, the length of time the receivable has been outstanding, and current economic conditions in the customer's industry. Accounts receivable that are determined to be uncollectible are charged against the allowance for doubtful accounts.

Property and Equipment -

Property and equipment are stated at cost. Depreciation and amortization are calculated on the straight-line method over the estimated useful lives of the assets as follows: buildings and improvements, up to 30 years; data processing equipment, 2 - 5 years, and office furniture and other equipment, 3 - 7 years.

Property held under capitalized lease arrangements is included in property and equipment, and the associated liabilities are included in long-term debt. Amortization of property under capitalized leases is included in depreciation and amortization expense. Property and equipment taken out of service and held for sale is recorded at the lower of depreciated cost or net realizable value and depreciation is ceased.

Leases -

Rent expense on operating leases is recorded on a straight-line basis over the term of the lease agreement.

Software and Research and Development Costs -

Costs of internally developed software are amortized on a straight-line basis over the remaining estimated economic life of the software product, generally two to five years, or the amortization that would be recorded by using the ratio of gross revenues for a product to total current and anticipated future gross revenues for that product, whichever is greater. The Company capitalizes software development costs following accounting standards regarding the costs of computer software to be sold, leased or otherwise marketed or the costs of computer software developed or obtained for internal use. Although there are differences in the two accounting standards, depending on whether a product is intended for internal use or to be provided to customers, both accounting standards generally require that research and development costs incurred prior to establishing technological feasibility or the beginning of the application development stage of software products are charged to operations as such costs are incurred. Once technological feasibility is established or the application development stage has begun, costs are capitalized until the software is available for general release. Amortization expense related to internally developed software is included in cost of revenue in the accompanying consolidated statements of operations.

Purchased Software Licenses -

Costs of purchased software licenses are amortized using a units-of-production basis over the estimated economic life of the license, generally not to exceed ten years. Amortization of software is included in cost of revenue in the accompanying consolidated statements of operations.

Some of these licenses are, in effect, volume purchase agreements for software licenses needed for internal use and to provide services to customers over the terms of the agreements. Therefore, amortization lives are periodically reevaluated

ACXIOM CORPORATION AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
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and, if justified, adjusted to reflect current and future expected usage based on units-of-production amortization. Factors considered in estimating remaining useful life include, but are not limited to, contract provisions of the underlying licenses, introduction of new mainframe hardware which is compatible with previous generation software, predictions of continuing viability of mainframe architecture, and customers' continuing commitments to utilize mainframe architecture and the software under contract.

Goodwill -

The excess of the purchase price over fair value of net identifiable assets and liabilities of an acquired business ("goodwill") and other indefinite-lived intangible assets are not amortized, but rather tested for impairment, at least annually. The Company tests for goodwill and indefinite-lived intangible asset impairment during the first quarter of its fiscal year. The Company assesses the recoverability of the carrying value of goodwill at least annually or whenever events or changes in circumstances indicate that the carrying amount of the goodwill of a reporting unit may not be fully recoverable. Recoverability is measured at the reporting unit level based on the provisions of the authoritative literature.

The Company measures recoverability of goodwill for each reporting unit using multiple valuation techniques, including a discounted cash flow model incorporating discount rates commensurate with the risks involved, which is classified as a Level 3 measurement under fair value measurement authoritative guidance. If the calculated fair value is less than the current carrying value, impairment of the reporting unit may exist. When the recoverability test indicates potential impairment, the Company and a third-party valuation consultant will calculate an implied fair value of goodwill for the reporting unit. The implied fair value of goodwill is determined in a manner similar to how goodwill is calculated in a business combination. If the implied fair value of goodwill exceeds the carrying value of goodwill assigned to the reporting unit, there is no impairment. If the carrying value of goodwill assigned to a reporting unit exceeds the implied fair value of the goodwill, an impairment loss is recorded to write down the carrying value. An impairment loss cannot exceed the carrying value of goodwill assigned to a reporting unit but may indicate certain long-lived and amortizable intangible assets associated with the reporting unit may require additional impairment testing.

Completion of the Company's annual impairment test during the quarter ended June 30, 2014 indicated no potential impairment of its goodwill balances. The Company expects to complete its next annual impairment test during the quarter ending June 30, 2015.

During the quarter ended March 31, 2015, triggering events occurred which required the Company to test the goodwill of its Australia Marketing and Data Services unit for impairment, however, the results of the interim test indicated no impairment (see note 6). During the quarter ended March 31, 2014, triggering events occurred which required the Company to test the goodwill and certain other assets of its European Marketing and Data Services unit and its Other Services unit for impairment. Results of the two-step test indicated impairment. The Company recorded goodwill impairment charges of \$23.3 million during fiscal 2014 (see note 6). During the quarter ended March 31, 2013, triggering events occurred which required the Company to test the goodwill of its European Marketing and Data Services unit for impairment, however, the results of the interim test indicated no impairment (see note 6).

Impairment of Long-lived Assets and Long-lived Assets to Be Disposed Of -

Long-lived assets and certain identifiable intangibles as well as equity investments are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Company considers factors such as operating losses, declining outlooks, and business conditions when evaluating the necessity for an impairment analysis. 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. If such assets 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 shall be classified as held for sale and are reported at the lower of the carrying amount or fair value less costs to sell.

During the quarter ended March 31, 2014, in conjunction with the goodwill impairment test noted above, the Company also tested certain database assets and other long-lived assets in the affected units for impairment. The Company recorded impairment charges of \$4.6 million related to data assets and \$0.9 million related to other long-lived assets (see note 6).

ACXIOM CORPORATION AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
MARCH 31, 2015, 2014 AND 2013

Deferred Costs and Data Acquisition Costs -

The Company defers certain costs, primarily salaries and benefits and other direct and incremental third party costs, in connection with client contracts and various other contracts and arrangements. Direct and incremental costs incurred during the setup phase under client contracts for database management or for IT management arrangements are deferred until such time as the database or the outsourcing services are operational and revenue recognition begins. These costs are directly related to the individual client, are to be used specifically for the individual client and have no other use or future benefit. In addition, revenue recognition of billings, if any, related to these setup activities are deferred during the setup phase. All deferred costs and billings are then amortized as contract revenue recognition occurs over the remaining term of the arrangement. During the period when costs are being deferred, the Company performs a net realizable value review on a quarterly basis to ensure that the deferred costs are recoverable through either 1) recognition of previously deferred revenue, 2) future minimum contractual billings or 3) billings in excess of contractual minimum billings that can be reasonably estimated and are deemed likely to occur. Once revenue recognition begins, these deferred costs are assessed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Some contracts contain provisions allowing the customer to request reductions in pricing if they can demonstrate that the Company charges lower prices for similar services to other customers, or if the prices charged are higher than certain benchmarks. Any resulting reduction in pricing is only implemented on a prospective basis. If pricing is renegotiated, deferred costs are assessed for impairment.

The test of recoverability is performed by comparing the carrying value of the asset to its undiscounted expected future cash flows. If such review indicates that the carrying amount of an asset exceeds the sum of its expected future cash flows, the asset's carrying amount is written down to its estimated fair value. Fair value is determined by an internally developed discounted projected cash flow analysis of the asset.

In addition to client contract costs, the Company defers direct and incremental costs incurred in connection with obtaining other contracts, including debt facilities, lease facilities, and various other arrangements. Costs deferred in connection with obtaining scheduled debt facilities are amortized over the term of the arrangement using the interest method. Costs deferred in connection with lease facilities or revolving credit facilities are amortized over the term of the arrangement on a straight-line basis.

The Company also defers certain costs related to the acquisition or licensing of data for the Company's proprietary databases which are used in providing data products and services to customers. These costs are amortized over the useful life of the data, which is from two to seven years. In order to estimate the useful life of any acquired data, the Company considers several factors including 1) the type of data acquired, 2) whether the data becomes stale over time, 3) to what extent the data will be replaced by updated data over time, 4) whether the stale data continues to have value as historical data, 5) whether a license places restrictions on the use of the data, and 6) the term of the license.

Deferred Revenue -

Deferred revenue consists of amounts billed in excess of revenue recognized. Deferred revenues are subsequently recorded as revenue in accordance with the Company's revenue recognition policies.

Revenue Recognition -

The Company provides database management and IT management services under long-term arrangements. These arrangements may require the Company to perform setup activities such as the design and build of a database for the customer under the database management contracts and migration of the customer's IT environment under IT management contracts. In some cases, the arrangements also contain provisions requiring customer acceptance of the setup activities prior to commencement of the ongoing services arrangement. Up-front fees billed during the setup phase for these arrangements are deferred and setup costs that are direct and incremental to the contract are capitalized. Revenue recognition does not begin until after customer acceptance in cases where contracts contain acceptance provisions. Once the setup phase is complete and customer acceptance occurs, the Company recognizes revenue and the related costs for each element as delivered. In situations where the arrangement does not require customer acceptance before the Company begins providing services, revenue is recognized for each element as delivered and no costs are deferred.

The Company evaluates its database management and IT management arrangements to determine whether the arrangement contains a lease. If the arrangement is determined to contain a lease, applicable accounting standards require the Company

ACXIOM CORPORATION AND SUBSIDIARIES  
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to account for the lease component separately from the remaining components of the arrangement. In cases where database management or IT management arrangements are determined to include a lease, the lease is evaluated to determine whether it is a capital lease or operating lease and accounted for accordingly. These lease revenues are not significant to the Company's consolidated financial statements.

Sales of third-party software, hardware and certain other equipment are recognized when delivered. If such sales are part of a multiple-element arrangement, they are recognized as a separate element unless collection of the sales price is dependent upon delivery of other products or services. Additionally, the Company evaluates revenue from the sale of data, software, hardware and equipment in accordance with accounting standards to determine whether such revenue should be recognized on a gross or a net basis. All of the factors in the accounting standards are considered with the primary factor being whether the Company is the primary obligor in the arrangement. "Out-of-pocket" expenses incurred by, and reimbursed to, the Company in connection with customer contracts are recorded as gross revenue.

Revenues from onboarding customer data into digital marketing applications are recognized as the services are delivered over the contract.

Revenues from the licensing of data are recognized upon delivery of the data to the customer. Revenue from the licensing of data to the customer in circumstances where the license agreement contains a volume cap is recognized in proportion to the total records to be delivered under the arrangement. Revenue from the sale of data on a per-record basis is recognized as the records are delivered.

The relative selling price for each unit of accounting in a multiple-element arrangement is established using vendor-specific objective evidence (VSOE), if available, third-party evidence (TPE), if available, or management's best estimate of stand-alone selling price (BESP). In most cases, the Company has neither VSOE nor TPE and therefore uses BESP. The objective of BESP is to determine the price at which the Company would transact a sale if the product or service were sold on a stand-alone basis. Management's BESP is determined by considering multiple factors including actual contractual selling prices when the item is sold on a stand-alone basis, as well as market conditions, competition, internal costs, profit objectives and pricing practices. The amount of revenue recognized for a delivered element is limited to an amount that is not contingent upon future delivery of additional products or services. As pricing and marketing strategies evolve, we may modify our pricing practices in the future, which could result in changes to BESP, or to the development of VSOE or TPE for individual products or services. As a result, future revenue recognition for multiple-element arrangements could differ from recognition in the current period. Our relative selling prices are analyzed on an annual basis, or more frequently if we experience significant changes in selling prices.

All taxes assessed on revenue-producing transactions described above are presented on a net basis, or excluded from revenues.

The Company also performs services on a project basis outside of, or in addition to, the scope of long-term arrangements. The Company recognizes revenue from these services as the services are performed.

Some contracts contain benchmarking provisions or provisions allowing the customer to request a future reduction in pricing under certain circumstances. Any resulting reduction in pricing is only implemented on a prospective basis. The Company's contracts provide a warranty that the services or products will meet the agreed-upon criteria or any necessary modifications will be made. The Company ensures that services or products delivered meet the agreed-upon criteria prior to recognition of revenue.

Concentration of Credit Risk -

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of trade accounts, unbilled and notes receivable. The Company's receivables are from a large number of customers. Accordingly, the Company's credit risk is affected by general economic conditions. The Company maintains deposits in federally insured financial institutions in excess of federally insured limits. Management, however, believes the Company is not exposed to significant credit risk due to the financial position of the depository institutions in which those deposits are held.

ACXIOM CORPORATION AND SUBSIDIARIES  
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Income Taxes -

The Company and its domestic subsidiaries file a consolidated federal income tax return. The Company's foreign subsidiaries file separate income tax returns in the countries in which their operations are based.

The Company provides for deferred taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be reversed. Valuation allowances are recorded to reduce deferred tax assets to an amount whose realization is more likely than not. In determining the recognition of uncertain tax positions, the Company applies a more-likely-than-not recognition threshold and determines the measurement of uncertain tax positions considering the amounts and probabilities of the outcomes that could be realized upon ultimate settlement with taxing authorities. Income taxes payable are classified in the accompanying consolidated balance sheets based on their estimated payment date.

Foreign Currency Translation -

The balance sheets of the Company's foreign subsidiaries are translated at period-end rates of exchange, and the statements of operations are translated at the weighted-average exchange rate for the period. Gains or losses resulting from translating foreign currency financial statements are included in accumulated other comprehensive income (loss) in the consolidated statements of stockholders' equity and comprehensive income (loss).

Advertising Expense -

The Company expenses advertising costs as incurred. Advertising expense was approximately \$5.4 million, \$6.0 million and \$5.3 million for the years ended March 31, 2015, 2014 and 2013, respectively. Advertising expense is included in selling, general and administrative expense on the accompanying consolidated statements of operations.

Guarantees -

The Company accounts for the guarantees of indebtedness of others under applicable accounting standards which require a guarantor to recognize, at the inception of the guarantee, a liability for the fair value of the obligation undertaken in issuing the guarantee. A guarantor is also required to make additional disclosures in its financial statements about obligations under certain guarantees issued. The Company's liability for the fair value of guarantees is not material (see note 11).

Loss Contingencies and Legal Expenses -

The Company records a liability for loss contingencies when the liability is probable and reasonably estimable. Legal fees associated with loss contingencies are recorded when the legal fees are incurred.

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Earnings (Loss) per Share -

A reconciliation of the numerator and denominator of basic and diluted earnings (loss) per share is shown below (in thousands, except per share amounts):

(dollars in thousands)

	<u>2015</u>	<u>2014</u>	<u>2013</u>
<u>Basic earnings (loss) per share:</u>			
Net earnings (loss) from continuing operations	\$ (9,147)	\$ 10,992	\$ 55,825
Earnings (loss) from discontinued operations	(1,884)	(2,189)	1,294
Net earnings (loss)	\$ (11,031)	\$ 8,803	\$ 57,119
Net loss attributable to noncontrolling interest	-	(60)	(488)
Net earnings (loss) attributable to Acxiom	<u>\$ (11,031)</u>	<u>\$ 8,863</u>	<u>\$ 57,607</u>
Basic weighted-average shares outstanding	<u>77,106</u>	<u>74,690</u>	<u>74,814</u>
<u>Basic earnings (loss) per share:</u>			
Continuing operations	\$ (0.12)	\$ 0.15	\$ 0.75
Discontinued operations	(0.02)	(0.03)	0.02
Net earnings (loss)	\$ (0.14)	\$ 0.12	\$ 0.76
Net loss attributable to noncontrolling interest	(0.00)	(0.00)	(0.01)
Net earnings (loss) attributable to Acxiom	<u>\$ (0.14)</u>	<u>\$ 0.12</u>	<u>\$ 0.77</u>
 <u>Diluted earnings (loss) per share:</u>			
Basic weighted-average shares outstanding	77,106	74,690	74,814
Dilutive effect of common stock options, warrants, and restricted stock as computed under the treasury stock method	-	2,264	1,683
Diluted weighted-average shares outstanding	<u>77,106</u>	<u>76,954</u>	<u>76,497</u>
<u>Diluted earnings (loss) per share:</u>			
Continuing operations	\$ (0.12)	\$ 0.14	\$ 0.73
Discontinued operations	(0.02)	(0.03)	0.02
Net earnings (loss)	\$ (0.14)	\$ 0.11	\$ 0.75
Net loss attributable to noncontrolling interest	(0.00)	(0.00)	(0.01)
Net earnings (loss) attributable to Acxiom	<u>\$ (0.14)</u>	<u>\$ 0.12</u>	<u>\$ 0.75</u>

Some earnings (loss) per share amounts may not add due to rounding.

Due to the net loss incurred by the Company in fiscal 2015, the dilutive effect of options, warrants and restricted stock units covering 1.4 million shares of common stock was excluded from the earnings per share calculation since the impact on the calculation was anti-dilutive. Additional options and warrants to purchase shares of common stock and restricted stock units, including performance-based restricted stock units not meeting performance criteria, that were outstanding during the periods presented but were not included in the computation of diluted earnings per share because the effect was anti-dilutive are shown below (in thousands, except per share amounts):

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Number of shares outstanding under options, warrants and restricted stock units	1,829	834	6,709
Range of exercise prices for options and warrants	<u>\$19.18-\$62.06</u>	<u>\$29.30-\$62.06</u>	<u>\$13.10-\$62.06</u>

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Share-based Compensation -

The Company accounts for share-based compensation under applicable accounting standards which require the cost of employee services received in exchange for an award of equity instruments (including stock options) based on the grant-date fair value of the award to be recognized in the statement of operations over the service period of the award. Expense for awards with graded vesting is recognized on a straight-line basis over the service period of the entire award.

Share-based Compensation Plans -

The Company has stock option plans and equity compensation plans (collectively referred to as the “share-based plans”) administered by the compensation committee of the board of directors under which options and restricted stock units were outstanding as of March 31, 2015.

The Company’s equity compensation plan provides that all associates (employees, officers, directors, affiliates, independent contractors or consultants) are eligible to receive awards (grant of any option, stock appreciation right, restricted stock award, restricted stock unit award, performance award, performance share, performance unit, qualified performance-based award, or other stock unit award) under the plan with the terms and conditions applicable to an award set forth in applicable grant documents.

Incentive stock option awards granted under the share-based plans cannot be granted with an exercise price less than 100% of the per-share market value of the Company’s shares at the date of grant and have a maximum duration of ten years from the date of grant. Board policy currently requires that nonqualified options also must be priced at or above the fair market value of the common stock at the time of grant with a maximum duration of ten years.

Restricted stock units may be issued under the equity compensation plan and represent the right to receive shares in the future by way of an award agreement which includes vesting provisions. Award agreements can further provide for forfeitures triggered by certain prohibited activities, such as breach of confidentiality. All restricted stock units will be expensed over the vesting period as adjusted for estimated forfeitures. The vesting of some restricted stock units is subject to the Company’s achievement of certain performance criteria, as well as the individual remaining employed by the Company for a period of years.

The Company also has outstanding performance-based stock appreciation rights and performance-based stock units. These are expensed over the vesting period of the award.

The Company receives income tax deductions as a result of the exercise of stock options and the vesting of other stock-based awards. The tax benefit of share-based compensation expense in excess of the book compensation expense is reflected as a financing cash inflow and operating cash outflow included in changes in operating assets and liabilities. The Company has elected the short-cut method in accounting for the tax benefits of share-based payment awards.

Hedging -

The Company has entered into an interest rate swap as a cash flow hedge against LIBOR interest rate movements on the term loan. All changes in fair value of the derivative are deferred and recorded in other comprehensive income (loss) until the related forecasted transaction is recognized in the consolidated statement of operations. The fair value of the interest rate swap agreement recorded in accumulated other comprehensive income (loss) may be recognized in the statement of operations if certain terms of the floating-rate debt change, if the floating-rate debt is extinguished or if the interest rate swap agreement is terminated prior to maturity.

Derivatives -

Derivative financial instruments are valued in the market using regression analysis. Significant inputs to the derivative valuation for interest rate swaps are observable in active markets and are classified as Level 2 in the fair value hierarchy.

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Restructuring -

The Company records costs associated with employee terminations and other exit activity in accordance with applicable accounting standards, depending on whether the costs relate to exit or disposal activities under the accounting standards, or whether they are other post-employment termination benefits. Under applicable accounting standards related to exit or disposal costs, the Company records employee termination benefits as an operating expense when the benefit arrangement is communicated to the employee and no significant future services are required. Under the accounting standards related to post employment termination benefits the Company records employee termination benefits when the termination benefits are probable and can be estimated. The Company recognizes the present value of facility lease termination obligations, net of estimated sublease income and other exit costs, when the Company has future payments with no future economic benefit or a commitment to pay the termination costs of a prior commitment. In future periods the Company will record accretion expense to increase the liability to an amount equal to the estimated future cash payments necessary to exit the leases. This requires a significant amount of judgment and management estimation in order to determine the expected time frame it will take to secure a subtenant, the amount of sublease income to be received and the appropriate discount rate to calculate the present value of the future cash flows. Should actual lease exit costs differ from estimates, the Company may be required to adjust the restructuring charge which will impact net income in the period any adjustment is recorded.

2. RESTRUCTURING, IMPAIRMENT AND OTHER CHARGES:

The following table summarizes the restructuring activity included in gains, losses and other items, net in the consolidated statements of operations for the years ended March 31, 2015, 2014 and 2013 (dollars in thousands):

	Reserves included in other accrued expenses and other liabilities:		
	Associate-related reserves	Lease accruals	Total
March 31, 2012	\$ 9,597	\$ 11,049	\$ 20,646
Restructuring charges and adjustments	2,577	58	2,635
Payments	(8,485)	(2,086)	(10,571)
March 31, 2013	\$ 3,689	\$ 9,021	\$ 12,710
Restructuring charges and adjustments	13,916	3,796	17,712
Payments	(11,063)	(2,600)	(13,663)
March 31, 2014	\$ 6,542	\$ 10,217	\$ 16,759
Restructuring charges and adjustments	13,757	8,061	21,818
Payments	(13,088)	(4,628)	(17,716)
March 31, 2015	<u>\$ 7,211</u>	<u>\$ 13,650</u>	<u>\$ 20,861</u>

Restructuring Plans

In fiscal 2015, the Company recorded a total of \$23.8 million in restructuring charges and adjustments included in gains, losses and other items, net in the consolidated statement of operations. The expense included severance and other associate-related charges of \$13.8 million, lease accruals of \$8.1 million, and the write-off of leasehold improvements of \$2.0 million.

The associate-related accruals of \$13.8 million relate to the termination of associates in the United States, Europe, Australia, and China and include an increase of \$0.7 million to the fiscal 2014 restructuring plan. Of the amount accrued for 2015, \$7.2 million remained accrued as of March 31, 2015. These costs are expected to be paid out in fiscal 2016.

The lease accruals of \$8.1 million were evaluated under the accounting standards which govern exit costs and include increases of \$0.6 million and \$0.7 million to the fiscal 2014 and fiscal 2008 restructuring plans, respectively. These accounting standards require the Company to make an accrual for the liability for lease costs that will continue to be incurred without economic benefit to the Company upon the date that the Company ceases using the leased properties. The Company has ceased using certain leased office facilities. The Company intends to attempt to sublease the facilities to the

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extent possible. The Company established a liability for the fair value of the remaining lease payments, partially offset by the estimated sublease payments to be received over the course of the leases. The fair value of these liabilities is based on a net present value model using a credit-adjusted risk-free rate. The liability will be paid out over the remainder of the leased properties' terms, which continue through November 2021. Actual sublease terms may differ from the estimates originally made by the Company. Any future changes in the estimates or in the actual sublease income could require future adjustments to the liabilities, which would impact net earnings (loss) in the period the adjustment is recorded. Of the amount accrued for 2015, \$4.9 million remained accrued as of March 31, 2015.

In fiscal 2014, the Company recorded a total of \$17.7 million in restructuring charges and adjustments included in gains, losses and other items, net in the consolidated statement of operations. The expense includes severance and other associate-related charges of \$13.9 million and lease accruals of \$3.8 million. The associate-related accruals of \$13.9 million relate to the termination of associates in the United States, Australia, China, and Europe. These costs were paid out by the end of fiscal 2015.

The lease accruals of \$3.8 million were evaluated under the accounting standards which govern exit costs. The liability will be paid out over the remainder of the leased property's term, which continues through November 2021. Any future changes in the estimates or in the actual sublease income could require future adjustments to the liability for this lease, which would impact net income in the period the adjustment is recorded. The remaining amount accrued at March 31, 2015 is \$3.4 million.

In fiscal 2013, the Company recorded a total of \$2.6 million in restructuring charges and adjustments included in gains, losses and other items, net in the consolidated statement of operations. The expense included severance and other associate-related payments of \$2.6 million and lease accruals of \$0.1 million. The associate-related accruals of \$2.6 million relate to the termination of associates in the United States, Australia, and Europe. All of these costs were paid out by the end of fiscal 2015.

As part of its restructuring plans in fiscal years prior to fiscal 2013, the Company recorded lease accruals included in gains, losses and other items, net in the consolidated statement of operations. The lease accruals were evaluated under the accounting standards which govern exit costs. These liabilities will be paid out over the remainder of the leased properties' terms, of which the longest continues through November 2021. Any future changes in the estimates or in the actual sublease income could require future adjustments to the liability for these leases, which would impact net income in the period the adjustment is recorded. The remaining amount accrued at March 31, 2015 is \$5.4 million.

Gains, Losses and Other Items

Gains, losses and other items for each of the years presented are as follows (dollars in thousands):

	2015	2014	2013
Restructuring plan charges and adjustments	\$ 23,794	\$ 17,712	\$ 2,635
Legal contingencies	-	4,202	-
LiveRamp acquisition-related costs (see note 3)	820	-	-
Other	19	-	(884)
	<u>\$ 24,633</u>	<u>\$ 21,914</u>	<u>\$ 1,751</u>

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3. ACQUISITIONS:

*LiveRamp*

On July 1, 2014, the Company acquired all of the outstanding shares of LiveRamp, Inc. (“LiveRamp”), a leading service provider for onboarding customer data into digital marketing applications. As a result of this transaction, LiveRamp is now a wholly-owned subsidiary of the Company. The Company acquired LiveRamp to, among other things, provide clients with solutions for bringing offline customer data online with better matching, more connectivity, and faster onboarding. The Company has included the financial results of LiveRamp in the consolidated financial statements from the date of acquisition. LiveRamp is included in the Marketing and Data Services segment. The acquisition date fair value of the consideration transferred for LiveRamp was approximately \$272.7 million which consisted of the following (dollars in thousands):

	<b>July 1, 2014</b>
Cash, net of \$12.0 million cash acquired	\$ 234,672
Restricted cash held in escrow	31,000
Fair value of stock options issued included in purchase price	6,978
Total fair value of consideration transferred	\$ 272,650

The fair value of the stock options issued by the Company was determined using a binomial lattice approach (see note 12). The total fair value of the stock options issued was \$30.5 million of which \$7.0 million was allocated to the purchase consideration and \$23.5 million was allocated to future services and will be expensed over the remaining service periods on a straight-line basis, net of any forfeitures.

On the acquisition date, the Company delivered \$31.0 million of cash to an escrow agent according to the terms of the purchase agreement. The cash is restricted as to withdrawal or use by the Company and is expected to be delivered to the LiveRamp sellers one year from the acquisition date. The escrowed cash can be used to reimburse the Company for any indemnification claims against the sellers, as described in the purchase agreement. The principal escrow amount is owned by the Company until funds are delivered to the LiveRamp sellers. All interest and earnings on the principal escrow amount remain property of the Company. The restricted cash is reported as restricted cash held in escrow, with an offsetting liability reported as acquisition escrow payable, on the consolidated balance sheet.

The following table summarizes the estimated fair values of assets acquired and liabilities assumed as of the date of the acquisition (dollars in thousands):

	<b>July 1, 2014</b>
Assets acquired:	
Cash	\$ 12,016
Trade accounts receivable	5,206
Deferred income tax assets	10,444
Goodwill	213,093
Developed technology (Software)	40,000
Other intangible assets (Other assets, net)	26,500
Other current and noncurrent assets	1,306
	308,565
Deferred income tax liabilities	(18,945)
Accounts payable, accrued expenses and deferred revenue	(4,954)
Net assets acquired	284,666
Less:	
Cash acquired	12,016
Net purchase price allocated	\$ 272,650
Less:	
Fair value of stock options issued included in purchase price	6,978
Net cash paid	\$ 265,672

The excess of purchase consideration over the fair value of net tangible and identifiable intangible assets acquired was recorded as goodwill and is primarily attributed to expectations to continue to develop future technology and products

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related to the onboarding of customer data into digital marketing applications, development of future customer relationships, and LiveRamp's assembled workforce. The fair values assigned to tangible and identifiable intangible assets acquired and liabilities assumed were based on preliminary calculations and valuations and on management's estimates and assumptions and were based on the information that was available as of the date of the acquisition. The Company believes that the information provides a reasonable basis for estimating the fair values of assets acquired and liabilities assumed, but certain items such as current and noncurrent income taxes payable and deferred taxes may be subject to change as additional information is received and certain tax returns are finalized. Therefore, the provisional measurements of fair value shown above are subject to change. Any adjustments required will result in adjustment to goodwill. The Company will finalize purchase price adjustments prior to July 1, 2015. The goodwill balance is not deductible for U.S. income tax purposes.

The fair value of trade accounts receivable consisted of \$5.2 million of gross accounts receivable, of which an immaterial amount is expected to be uncollectible. The amounts allocated to other intangible assets in the table above included developed technology, customer relationships, and a trade name. Intangible assets will be amortized on a straight-line basis over the estimated useful lives of 2 to 6 years. The following table presents the components of intangible assets acquired and their estimated useful lives as of the acquisition date (dollars in thousands):

	<u>Fair value</u>	<u>Useful life (in years)</u>
Developed technology	\$ 40,000	4
Customer relationships	25,000	6
Trade name	1,500	2
Total intangible assets subject to amortization	<u>\$ 66,500</u>	

The amounts of revenue and loss of LiveRamp included in the Company's consolidated statement of operations from the acquisition date of July 1, 2014 to March 31, 2015 are as follows (dollars in thousands):

Revenues	\$ 27,030
Net loss	<u>\$ (16,549)</u>

The \$17.7 million net loss reported above includes pretax expenses of \$11.2 million of intangible asset amortization associated with acquired LiveRamp intangible assets and \$16.9 million of non-cash share-based compensation expense.

Following are the Company's supplemental consolidated results on an unaudited pro forma basis, as if the LiveRamp acquisition had taken place at the beginning of each of the fiscal years presented (dollars in thousands, except per-share amounts):

	<u>2015</u>	<u>2014</u>
Revenues	\$ 1,026,767	\$ 1,081,518
Net loss attributable to Acxiom	<u>\$ (16,402)</u>	<u>\$ (11,936)</u>
Diluted loss per share	<u>\$ (0.21)</u>	<u>\$ (0.16)</u>

These pro forma results are based on estimates and assumptions, which we believe are reasonable. They are not the results that would have been realized had we been a combined company during the periods presented and are not necessarily indicative of our consolidated results of operations in future periods. The pro forma results include adjustments primarily related to purchase accounting adjustments, including amortization expense of \$3.7 million and \$14.9 million for fiscal years 2015 and 2014, respectively, related to acquired intangible assets, stock-based compensation expense of approximately \$5.0 million and \$21.3 million for fiscal years 2015 and 2014, respectively, related to unvested stock options and restricted stock units issued to former LiveRamp employees, and the related income tax effects as though the acquisition occurred as of the beginning of the Company's fiscal years 2015 and 2014.

During fiscal year 2015, the Company incurred \$0.8 million of acquisition costs related to the purchase of LiveRamp. The costs are included in gains, losses, and other items, net on the consolidated statement of operations.

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*GoDigital*

During fiscal 2014, the Company acquired the balance of the outstanding equity interests it did not already own in its GoDigital subsidiary in Brazil for \$0.6 million. As a result, the subsidiary is now wholly-owned and the Company reduced its \$0.4 million carrying value of the noncontrolling interest to zero and adjusted its equity investment by \$1.0 million in additional paid-in capital in the consolidated balance sheet.

Other Intangible Assets -

The amounts allocated to other intangible assets from acquisitions include software, customer relationship intangibles and trademarks. Amortization lives for those intangibles range from two years to six years. The following table shows the amortization activity of purchased intangible assets (dollars in thousands):

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Developed technology assets, gross (Software)	\$ 42,524	\$ 3,485	\$ 18,014
Accumulated amortization	<u>(9,924)</u>	<u>(3,297)</u>	<u>(17,881)</u>
Net developed technology assets	<u>\$ 32,600</u>	<u>\$ 188</u>	<u>\$ 133</u>
Customer/trademark assets, gross (Other assets)	\$ 34,166	\$ 7,674	\$ 18,823
Accumulated amortization	<u>(11,265)</u>	<u>(7,393)</u>	<u>(18,259)</u>
Net customer/trademark assets	<u>\$ 22,901</u>	<u>\$ 281</u>	<u>\$ 564</u>
Total intangible assets, gross	\$ 76,690	\$ 11,159	\$ 36,837
Total accumulated amortization	<u>(21,189)</u>	<u>(10,690)</u>	<u>(36,140)</u>
Net intangible assets	<u>\$ 55,501</u>	<u>\$ 469</u>	<u>\$ 697</u>
Amortization expense	<u>\$ 11,447</u>	<u>\$ 340</u>	<u>\$ 1,671</u>

The intangible assets in the table above will be amortized over the next six years.

4. DISCONTINUED OPERATIONS:

On May 30, 2014, the Company substantially completed the sale of its U.K. call center operation, 2Touch, to Parseq Ltd., a European business process outsourcing service provider. Some assets of the 2Touch operation were subject to a second closing, which occurred in March 2015, resulting in the complete disposal of the operation. The 2Touch business qualified for treatment as discontinued operations during fiscal 2015. The results of operations, cash flows, and the balance sheet amounts pertaining to 2Touch have been classified as discontinued operations in the consolidated financial statements.

Prior to receiving the discontinued operations classification, the 2Touch business unit was included in the Other Services segment in the Company's segment results. However, beginning in the first quarter of fiscal 2015, the 2Touch business unit was excluded from segment results and segregated as discontinued operations.

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Summary results of operations of the 2Touch business unit for the fiscal years ended March 31, 2015, 2014 and 2013 are segregated and included in earnings (loss) from discontinued operations, net of tax, in the consolidated statements of operations and are as follows (dollars in thousands):

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Revenues	\$ 8,484	\$ 35,267	\$ 31,201
Earnings (loss) from discontinued operations before income taxes	\$ 4	\$ (2,189)	\$ 1,703
Loss on sale of discontinued operations before income taxes	(1,888)	-	-
Income taxes	-	-	(409)
Earnings (loss) from discontinued operations, net of tax	<u>\$ (1,884)</u>	<u>\$ (2,189)</u>	<u>\$ 1,294</u>

The carrying amounts of the major classes of assets and liabilities of the 2Touch business unit are segregated and included in assets from discontinued operations and liabilities from discontinued operations in the consolidated balance sheets and are as follows (dollars in thousands):

	<u>March 31, 2015</u>	<u>March 31, 2014</u>
Trade accounts receivable, net	\$ 112	\$ 6,451
Other current assets	-	881
Assets from discontinued operations	<u>\$ 112</u>	<u>\$ 7,332</u>
Trade accounts payable and accrued expenses	\$ -	\$ 4
Accrued payroll and related expenses	-	1,790
Other accrued expenses	1,008	2,350
Deferred revenue	-	106
Liabilities from discontinued operations	<u>\$ 1,008</u>	<u>\$ 4,250</u>

5. OTHER CURRENT AND NONCURRENT ASSETS:

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

	<u>March 31, 2015</u>	<u>March 31, 2014</u>
Prepaid expenses	\$ 31,391	\$ 40,339
Assets of non-qualified retirement plan	14,174	13,900
Other miscellaneous assets	117	245
Other current assets	<u>\$ 45,682</u>	<u>\$ 54,484</u>

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

	<u>March 31, 2015</u>	<u>March 31, 2014</u>
Acquired intangible assets, net	\$ 22,901	\$ 281
Deferred data acquisition costs	2,347	4,502
Deferred expenses	7,939	16,143
Other miscellaneous noncurrent assets	3,267	3,551
Noncurrent assets	<u>\$ 36,454</u>	<u>\$ 24,477</u>

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6. GOODWILL:

Goodwill is measured and tested for impairment on an annual basis in the first quarter of the Company's fiscal year in accordance with applicable accounting standards, or more frequently if indicators of impairment exist. Triggering events for interim impairment testing include indicators such as adverse industry or economic trends, restructuring actions, downward revisions to projections of financial performance, or a sustained decline in market capitalization. The performance of the impairment test involves a two-step process. The first step requires comparing the estimated fair value of a reporting unit to its net book value, including goodwill. A potential impairment exists if the estimated fair value of the reporting unit is lower than its net book value. The second step of the impairment test involves assigning the estimated fair value of the reporting unit to its identifiable assets, with any residual fair value being assigned to goodwill. If the carrying value of an individual indefinite-lived intangible asset (including goodwill) exceeds its estimated fair value, such asset is written down by an amount equal to the excess, and a corresponding amount is recorded as a charge to operations for the period in which the impairment test is completed. Completion of the Company's annual impairment test during the quarter ended June 30, 2014 indicated no potential impairment of its goodwill balances.

The carrying amount of goodwill, by operating segment, at March 31, 2015, 2014 and 2013, and the changes in those balances are presented in the following table (dollars in thousands).

	IT			Total
	Marketing and Data Services	Infrastructure Management	Other Services	
Balance at March 31, 2013	\$ 306,854	\$ 71,508	\$ 2,767	\$ 381,129
Goodwill impairment	(20,283)	-	(3,030)	(23,313)
Acquisition	350	-	-	350
Change in foreign currency translation adjustment	(45)	-	263	218
Balance at March 31, 2014	\$ 286,876	\$ 71,508	\$ -	\$ 358,384
Acquisition	213,093	-	-	213,093
Change in foreign currency translation adjustment	(2,607)	-	-	(2,607)
Balance at March 31, 2015	<u>\$ 497,362</u>	<u>\$ 71,508</u>	<u>\$ -</u>	<u>\$ 568,870</u>

Year end balances in the table above are net of accumulated impairment losses of \$114.2 million at March 31, 2015 and 2014.

Goodwill by component included in Marketing and Data Services as of March 31, 2015 is US, \$479.9 million; Australia, \$10.9 million; Asia, \$6.0 million; and Brazil, \$0.6 million.

In order to estimate the fair value for each of the components, management uses an income approach based on a discounted cash flow model together with valuations based on an analysis of public company market multiples and a similar transactions analysis.

The key assumptions used in the discounted cash flow valuation model include discount rates, growth rates, cash flow projections and terminal value rates. Discount rates, growth rates and cash flow projections are the most sensitive and susceptible to change as they require significant management judgment. Discount rates are determined by using a weighted average cost of capital ("WACC"). The WACC considers market and industry data as well as company-specific risk factors for each reporting unit in determining the appropriate discount rate to be used. The discount rate utilized for each reporting unit is indicative of the return an investor would expect to receive for investing in such a business. Management, considering industry and company-specific historical and projected data, develops growth rates and cash flow projections for each reporting unit. Terminal value rate determination follows common methodology of capturing the present value of perpetual cash flow estimates beyond the last projected period assuming a constant WACC and low long-term growth rates.

The public company market multiple method is used to estimate values for each of the components by looking at market value multiples to revenue and EBITDA (earnings before interest, taxes, depreciation and amortization) for selected public companies that are believed to be representative of companies that marketplace participants would use to arrive at

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comparable multiples for the individual component being tested. These multiples are then used to develop an estimated value for each respective component.

The similar transactions method compares multiples based on acquisition prices of other companies believed to be those that marketplace participants would use to compare to the individual component being tested. Those multiples are then used to develop an estimated value for that component.

In order to arrive at an estimated value for each component, management uses a weighted-average approach to combine the results of each analysis. Management believes that using multiple valuation approaches and then weighting them appropriately is a technique that a marketplace participant would use.

As a final test of the annual valuation results, the total of the values of the components is reconciled to the actual market value of Acxiom common stock as of the valuation date. Management believes the resulting control premium is reasonable compared to historical control premiums observed in actual transactions.

Goodwill is tested for impairment at the reporting unit level, which is defined as either an operating segment or one step below an operating segment, known as a component. At April 1, 2014, Acxiom's segments were the Marketing and Data Services segment and the IT Infrastructure Management segment. Because the Marketing and Data Services segment contains both U.S. and International components, and there are differences in economic characteristics between the components in the different geographic regions, management tested a total of five components at the beginning of the year. The goodwill amounts as of April 1, 2014 included in each component tested were: U.S. Marketing and Data Services, \$266.7 million; Australia Marketing and Data Services, \$13.3 million; China Marketing and Data Services, \$6.0 million; Brazil Marketing and Data Services, \$0.9 million; and U.S. IT Infrastructure Management, \$71.5 million.

As of April 1, 2014, each of the components had an estimated fair value in excess of its carrying value, indicating no impairment. All of the components had an excess fair value exceeding 35%, except for U.S. IT Infrastructure Management. The fair value of the U.S. IT Infrastructure Management segment has decreased by a significant amount since the prior annual test as a result of client contract terminations. If the U.S. IT Infrastructure Management segment experiences additional client losses in the future, this could lead to a further deterioration in value, which could lead to an impairment in the future.

Each quarter the Company considers whether indicators of impairment exist such that additional impairment testing may be necessary. During the quarter ended March 31, 2015, a triggering event occurred which required the Company to test the recoverability of the goodwill associated with its Australia Marketing and Data Services reporting unit. The triggering event was a lowering of projections associated with the Australian unit. The results of step one of the test indicated the goodwill was not impaired, although the fair value of the component had decreased significantly compared to the previous annual test.

During the quarter ended March 31, 2014, triggering events occurred which required the Company to test the recoverability of goodwill associated with its European Marketing and Data Services reporting unit and its Other Services reporting unit. The triggering event was the initiation of a restructuring of the European Marketing and Data Services unit. The restructuring includes exiting the analog paper survey business in Europe. The triggering event related to the Other Services reporting unit was a potential exit from that business. In addition to testing the recoverability of goodwill, the Company also tested certain other long-lived assets in those units for impairment. In the case of the Other Services unit, the step one fair value indicated that all of the goodwill and other long-lived assets were impaired. Therefore there was no need to perform detailed step two calculations in order to conclude that all of the goodwill and other long-lived assets of this unit should be written off. In the case of the European Marketing and Data Services unit, the Company first tested certain data assets within the unit, and concluded that \$4.6 million of these data assets were impaired and should be written off. Then the Company performed step one of the two-step goodwill test, which indicated the goodwill was impaired. Step two of the goodwill test required the Company to perform a hypothetical purchase price allocation, under which the estimated fair value was allocated to the unit's tangible and intangible assets based on their estimated fair values. This hypothetical purchase price allocation indicated that all of the unit's goodwill should be written off. The amount of impairment for the European Marketing and Data Services unit was \$25.0 million, of which \$20.3 million was goodwill and \$4.6 million related to data assets. The amount of impairment for the Other Services unit was \$3.9 million, of which \$3.0 million was goodwill and \$0.9 million was other assets, primarily property and equipment. The impairment related to the Other Services unit is now included in discontinued operations.

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During the quarter ended March 31, 2013, triggering events occurred which required the Company to test the goodwill in its European Marketing and Data Services unit for impairment. The triggering events included the revision of the Company's long-term projections in conjunction with the fiscal 2014 budget. However, the results of the interim test indicated no impairment.

Management believes that the estimated valuations it arrived at are reasonable and consistent with what other marketplace participants would use in valuing the Company's components. However, management cannot give any assurance that these market values will not change in the future. For example, if discount rates demanded by the market increase, this could lead to reduced valuations under the income approach. If the Company's projections are not achieved in the future, this could lead management to reassess their assumptions and lead to reduced valuations under the income approach. If the market price of the Company's stock decreases, this could cause the Company to reassess the reasonableness of the implied control premium, which might cause management to assume a higher discount rate under the income approach which could lead to reduced valuations. If future similar transactions exhibit lower multiples than those observed in the past, this could lead to reduced valuations under the similar transactions approach. And finally, if there is a general decline in the stock market and particularly in those companies selected as comparable to the Company's components, this could lead to reduced valuations under the public company market multiple approach. The Company's next annual impairment test will be performed during the first quarter of fiscal 2016. The fair value of the Company's components could deteriorate which could result in the need to record impairment charges in future periods. The Company continues to monitor potential triggering events including changes in the business climate in which it operates, attrition of key personnel, the volatility in the capital markets, the Company's market capitalization compared to its book value, the Company's recent operating performance, and the Company's financial projections. The occurrence of one or more triggering events could require additional impairment testing, which could result in impairment charges.

7. SOFTWARE AND RESEARCH AND DEVELOPMENT COSTS:

The Company recorded amortization expense related to internally developed computer software of \$29.0 million, \$9.7 million, and \$8.6 million for fiscal 2015, 2014 and 2013, respectively. Of the amount recorded for fiscal 2015, \$7.5 million relates to internally developed software acquired as part of the LiveRamp acquisition. Amortization expense in fiscal 2015 also included \$4.3 million of accelerated amortization expense resulting from adjusting the remaining estimated useful lives of certain capitalized software products which the Company will no longer be using as a result of the LiveRamp acquisition. The Company also recorded amortization expense related to purchased software licenses of \$6.7 million, \$7.1 million and \$9.7 million in 2015, 2014 and 2013, respectively. Amortization expense related to both internally developed and purchased software is included in cost of revenue in the accompanying consolidated statements of operations. Additionally, the Company charged \$20.3 million, \$23.6 million and \$11.7 million of research and development costs to cost of revenue during 2015, 2014 and 2013, respectively.

8. PROPERTY AND EQUIPMENT:

Property and equipment, some of which has been pledged as collateral for long-term debt, is summarized as follows (dollars in thousands):

	March 31, 2015	March 31, 2014
Land	\$ 6,737	\$ 6,737
Buildings and improvements	253,236	273,451
Data processing equipment	426,005	520,927
Office furniture and other equipment	37,028	51,121
	<u>723,006</u>	<u>852,236</u>
Less accumulated depreciation and amortization	502,416	635,330
	<u>\$ 220,590</u>	<u>\$ 216,906</u>

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Depreciation expense on property and equipment (including amortization of property and equipment under capitalized leases) was \$63.2 million, \$58.3 million and \$61.8 million for the years ended March 31, 2015, 2014 and 2013, respectively.

9. LONG-TERM DEBT:

Long-term debt consists of the following (dollars in thousands):

	March 31, 2015	March 31, 2014
Term loan credit agreement	\$ 270,000	\$ 292,500
Capital leases and installment payment obligations on buildings and equipment payable in monthly payments of principal plus interest at rates ranging from approximately 4% to 8%; remaining terms up to seven years	7,400	12,990
Other debt and long-term liabilities	10,024	12,120
Total long-term debt and capital leases	287,424	317,610
Less current installments	32,885	28,567
Long-term debt, excluding current installments	\$ 254,539	\$ 289,043

On October 9, 2013, the Company refinanced its prior term loan credit agreement. On that day, the Company borrowed \$300 million of the new term loan and used the proceeds to pay off the prior \$215 million term loan balance in its entirety along with \$4.4 million in fees related to the new credit agreement. The remaining proceeds were used for other general corporate purposes. The amended and restated credit agreement contains customary representations, warranties, affirmative and negative covenants, default, and acceleration provisions.

The Company's amended and restated credit agreement provides for (1) term loans up to an aggregate principal amount of \$300 million and (2) revolving credit facility borrowings consisting of revolving loans, letter of credit participations and swing-line loans up to an aggregate amount of \$300 million.

The term loan agreement is payable in quarterly installments of \$7.5 million through September 2017, followed by quarterly installments of \$11.3 million through June 2018, with a final payment of \$161.3 million due October 9, 2018. The revolving loan commitment expires October 9, 2018.

Term loan and revolving credit facility borrowings bear interest at LIBOR or at an alternative base rate plus a credit spread. At March 31, 2015, the LIBOR credit spread was 2.00%. There were no revolving credit borrowings outstanding at March 31, 2015 or March 31, 2014. The weighted-average interest rate on term loan borrowings at March 31, 2015 was 2.3%. Outstanding letters of credit at March 31, 2015 were \$2.1 million.

The term loan allows for prepayments before maturity. The credit agreement is secured by the accounts receivable of Acxiom and its domestic subsidiaries, as well as by the outstanding stock of certain Acxiom subsidiaries.

Under the terms of the term loan, the Company is required to maintain certain debt-to-cash flow and debt service coverage ratios, among other restrictions. At March 31, 2015, the Company was in compliance with these covenants and restrictions. In addition, if certain financial ratios and other conditions are not satisfied, the revolving credit facility limits the Company's ability to pay dividends in excess of \$30 million in any fiscal year (plus additional amounts in certain circumstances).

On March 10, 2014, the Company entered into an interest rate swap agreement. The agreement provides for the Company to pay interest through March 10, 2017 at a fixed rate of 0.98% plus the applicable credit spread on \$50.0 million notional amount, while receiving interest for the same period at the LIBOR rate on the same notional amount. The LIBOR rate as of March 31, 2015 was 0.27%. The swap was entered into as a cash flow hedge against LIBOR interest rate movements on the term loan. The Company assesses the effectiveness of the hedge based on the hypothetical derivative method. There was no ineffectiveness for the period ended March 31, 2015. Under the hypothetical derivative method, the cumulative change in fair value of the actual swap is compared to the cumulative change in fair value of the hypothetical swap, which has terms that identically match the critical terms of the hedged transaction. Thus, the hypothetical swap is presumed to

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perfectly offset the hedged cash flows. The change in the fair value of the hypothetical swap will then be regarded as a proxy for the present value of the cumulative change in the expected future cash flows from the hedged transactions. All of the fair values are derived from an interest-rate futures model. As of March 31, 2015, the hedge relationship qualified as an effective hedge under applicable accounting standards. Consequently, all changes in fair value of the derivative will be deferred and recorded in other comprehensive income (loss) until the related forecasted transaction is recognized in the consolidated statements of operations. The fair market value of the derivative was zero at inception and an unrealized loss of \$0.2 million since inception is recorded in other comprehensive income (loss). The fair value of the interest rate swap agreement recorded in accumulated other comprehensive income (loss) may be recognized in the consolidated statements of operations if certain terms of the floating-rate debt change, if the floating-rate debt is extinguished or if the interest rate swap agreement is terminated prior to maturity. The Company has assessed the creditworthiness of the counterparty of the swap and concludes that no substantial risk of default exists as of March 31, 2015.

The Company's future obligations, excluding interest, under its long-term debt at March 31, 2015 are as follows (dollars in thousands):

Year ending March 31,		
2016	\$	32,885
2017		33,020
2018		40,740
2019		175,169
2020		2,637
Thereafter		2,973
	<u>\$</u>	<u>287,424</u>

10. ALLOWANCE FOR DOUBTFUL ACCOUNTS:

A summary of the activity of the allowance for doubtful accounts, returns and credits is as follows (dollars in thousands):

	<u>Balance at beginning of period</u>	<u>Additions charged to costs and expenses</u>	<u>Other changes</u>	<u>Bad debts written off, net of amounts recovered</u>	<u>Balance at end of period</u>
2013:					
Allowance for doubtful accounts, returns and credits	<u>\$ 4,876</u>	<u>\$ 902</u>	<u>\$ (112)</u>	<u>\$ (1,525)</u>	<u>\$ 4,141</u>
2014:					
Allowance for doubtful accounts, returns and credits	<u>\$ 4,141</u>	<u>\$ 1,058</u>	<u>\$ 117</u>	<u>\$ (405)</u>	<u>\$ 4,911</u>
2015:					
Allowance for doubtful accounts, returns and credits	<u>\$ 4,911</u>	<u>\$ 731</u>	<u>\$ (288)</u>	<u>\$ (895)</u>	<u>\$ 4,459</u>

Other changes in the table above result primarily from the effects of exchange rates.

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11. COMMITMENTS AND CONTINGENCIES:

Legal Matters

The Company is involved in various claims and legal proceedings. Management routinely assesses the likelihood of adverse judgments or outcomes to these matters, as well as ranges of probable losses, to the extent losses are reasonably estimable. The Company records accruals for these matters to the extent that management concludes a loss is probable and the financial impact, should an adverse outcome occur, is reasonably estimable. These accruals are reflected in the Company's consolidated financial statements. In management's opinion, the Company has made appropriate and adequate accruals for these matters and management believes the probability of a material loss beyond the amounts accrued to be remote; however, the ultimate liability for these matters is uncertain, and if accruals are not adequate, an adverse outcome could have a material effect on the Company's consolidated financial condition or results of operations. The Company maintains insurance coverage above certain limits. Listed below is one matter pending against the Company and one of its subsidiaries for which the potential exposure is considered material to the Company's consolidated financial statements.

A putative class action is pending against the Company, AISS (which was sold to another company in fiscal 2012), and Acxiom Risk Mitigation, Inc., a Colorado corporation and wholly-owned subsidiary of Acxiom (now known as Acxiom Identity Solutions, LLC), in the United States District Court for the Eastern District of Virginia. This action seeks to certify nationwide classes of persons who requested a consumer file from any Acxiom entity from 2007 forward; who were the subject of an Acxiom report sold to a third party that contained information not obtained directly from a governmental entity and who did not receive a timely copy of the report; who were the subject of an Acxiom report and about whom Acxiom adjudicated the hire/no hire decision on behalf of the employer; who, from 2010 forward, disputed an Acxiom report and Acxiom did not complete the investigation within 30 days; or who, from 2007 forward, were the subject of an Acxiom report for which no permissible purpose existed. The complaint alleges various violations of the Fair Credit Reporting Act. The parties have reached a settlement agreement and the Company has accrued \$3.7 million as its estimate of its probable loss associated with this matter. On April 21, 2015, the Court preliminarily approved the class action settlement. A hearing on whether to grant final approval to the settlement is tentatively scheduled for July 29, 2015. The Company believes the chances of additional loss are remote.

In the opinion of management, the ultimate disposition of this matter will not have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

Commitments

The Company leases data processing equipment, office furniture and equipment, land and office space under noncancellable operating leases. The Company has a future commitment for lease payments over the next 25 years of \$138.8 million.

Total rental expense on operating leases was \$20.6 million, \$22.9 million and \$21.7 million for the years ended March 31, 2015, 2014 and 2013, respectively. Future minimum lease payments under all noncancellable operating leases for the five years ending March 31, 2020, are as follows: 2016, \$23.3 million; 2017, \$21.3 million; 2018, \$19.0 million; 2019, \$16.1 million; and 2020, \$14.9 million.

In connection with the disposal of certain assets, the Company guaranteed a lease for the buyer of the assets. This guarantee was made by the Company primarily to facilitate favorable financing terms for the third party. Should the third party default, the Company would be required to perform under this guarantee. At March 31, 2015 the Company's maximum potential future payments under this guarantee were \$1.0 million.

12. STOCKHOLDERS' EQUITY:

The Company has authorized 200 million shares of \$0.10 par value common stock and 1 million shares of \$1.00 par value preferred stock. The board of directors of the Company may designate the relative rights and preferences of the preferred stock when and if issued. Such rights and preferences could include liquidation preferences, redemption rights, voting rights and dividends, and the shares could be issued in multiple series with different rights and preferences. The Company currently has no plans for the issuance of any shares of preferred stock.

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At March 31, 2015 the Company had outstanding 4,942 warrants to purchase shares of its common stock. The outstanding warrants carry an exercise price of \$13.24 and expire March 17, 2019.

On August 29, 2011, the board of directors adopted a common stock repurchase program. That program was subsequently modified and expanded several times, most recently on November 12, 2014. Under the modified common stock repurchase program, the Company may purchase up to \$250.0 million of its common stock through the period ending November 12, 2015. During the fiscal year ended March 31, 2013, the Company repurchased 4.6 million shares of its common stock for \$71.7 million. During the fiscal year ended March 31, 2014, the Company repurchased 2.0 million shares of its common stock for \$52.7 million. During fiscal year ended March 31, 2015, the Company repurchased 0.5 million shares of its common stock for \$9.9 million. Through March 31, 2015, the Company has repurchased 12.9 million shares of its stock for \$202.4 million, leaving remaining capacity of \$47.6 million under the stock repurchase program. Cash paid for acquisition of treasury stock in the consolidated statement of cash flows may differ from the aggregate purchase price due to trades made during one fiscal period that settle in a different fiscal period.

The Company paid no dividends on its common stock for any of the years reported.

#### *Share-based Compensation Plans*

The Company has stock option and equity compensation plans for which a total of 26.4 million shares, as of March 31, 2015, of the Company's common stock have been reserved for issuance since inception of the plans. These plans provide that the exercise prices of qualified options will be at or above the fair market value of the common stock at the time of the grant. Board policy requires that nonqualified options also be priced at or above the fair market value of the common stock at the time of grant. On May 13, 2013 the Company's compensation committee, acting on behalf of the full board of directors, approved an amendment to one of the Company's equity compensation plans which would permit the issuance of an additional 4,000,000 shares under the plan. That amendment received shareholder approval at the August 6, 2013 annual shareholders' meeting. On May 23, 2013, the board terminated one of the Company's equity compensation plans under which 1.7 million shares remained available for future grant. This plan termination did not require shareholder approval. At March 31, 2015, there were a total of 3.3 million shares available for future grants under the plans.

#### *Stock Option Activity*

The Company granted 415,639 stock options in fiscal 2015, exclusive of replacement options granted in connection with the LiveRamp acquisition. The per-share weighted-average fair value of the stock options granted during 2015 was \$8.05. This valuation was determined using a customized binomial lattice approach with the following weighted-average assumptions: dividend yield of 0.0% since Acxiom does not currently pay dividends; risk-free interest rate of 2.5% based on the rate of U.S. Treasury securities with a term equal to the term of the options; expected option life of 4.4 years which is an output of the lattice model; expected volatility of 43% based on the historical volatility of Acxiom stock and the implied volatility of traded Acxiom options, and a suboptimal exercise multiple of 1.4 based on historical exercise activity of Acxiom options. The per-share weighted-average fair value of the stock options granted during 2014 was \$6.99. This valuation was determined using a customized binomial lattice approach with the following weighted-average assumptions: dividend yield of 0.0%; risk-free interest rate of 2.0%; expected option life of 4.3 years; expected volatility of 35% and a suboptimal exercise multiple of 1.3. The per-share weighted-average fair value of the stock options granted during 2013 was \$5.00. This valuation was determined using a customized binomial lattice approach with the following weighted-average assumptions: dividend yield of 0.0%; risk-free interest rate of 1.7%; expected option life of 4.5 years; expected volatility of 43% and a suboptimal exercise multiple of 1.4.

As part of the Company's acquisition of LiveRamp, the Company issued 1,473,668 replacement stock options to LiveRamp employees who had outstanding unvested stock options to purchase LiveRamp stock. The fair value of the replacement options was determined using a customized binomial lattice model with the following assumptions: dividend yield of 0.0% since Acxiom does not currently pay dividends; risk-free interest rates of from 1.57% to 2.54%, based on the rate of U.S. Treasury securities with a term equal to the remaining term of each option; remaining terms of each option of from 6.1 to 9.7 years; expected volatility of 43%, based on both the historical volatility of Acxiom stock, as well as the implied volatility of traded Acxiom options; and a suboptimal exercise multiple of 1.4, based on actual historical exercise activity of Acxiom options.

The number of shares of each replacement option and the exercise price of each replacement option was determined by converting LiveRamp options into equivalent Acxiom options by multiplying the number of shares subject to LiveRamp options by the exchange ratio of .63774 and by dividing the exercise price for each LiveRamp option by the exchange ratio of .63774. Once the value of each replacement option was determined, the percentage of that value which was attributed to

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employee service prior to the acquisition date was allocated to the purchase price of LiveRamp, and the remaining value will be expensed by the Company over the remaining vesting period of each option. The total included in the purchase price was \$7.0 million (see note 3) and the total to be expensed in the future was \$23.5 million, net of any forfeitures.

Stock option activity during the year ended March 31, 2015 was as follows:

	Number of shares	Weighted-average exercise price per share	Weighted-average remaining contractual term (in years)	Aggregate intrinsic value (in thousands)
Outstanding at March 31, 2014	4,538,518	\$ 20.30		
Granted	415,639	\$ 21.01		
LiveRamp replacement stock options	1,473,668	\$ 1.37		
Exercised	(648,460)	\$ 6.67		\$ 8,293
Forfeited or cancelled	(886,319)	\$ 27.77		
Outstanding at March 31, 2015	<u>4,893,046</u>	<u>\$ 15.11</u>	4.73	\$ 27,403
Exercisable at March 31, 2015	<u>3,152,866</u>	<u>\$ 17.74</u>	3.06	\$ 11,560

The aggregate intrinsic value for options exercised in fiscal 2015, 2014, and 2013 was \$8.3 million, \$51.5 million, and \$2.7 million, respectively. The aggregate intrinsic value at period end represents total pre-tax intrinsic value (the difference between Acxiom's closing stock price on the last trading day of the period and the exercise price for each in-the-money option) that would have been received by the option holders had option holders exercised their options on March 31, 2015. This amount changes based upon changes in the fair market value of Acxiom's stock.

Following is a summary of stock options outstanding as of March 31, 2015:

Range of exercise price per share	Options outstanding			Options exercisable	
	Options outstanding	Weighted- average remaining contractual life	Weighted-average exercise price per share	Options exercisable	Weighted-average exercise price per share
\$ 0.63 - \$ 8.90	1,082,710	7.42 years	\$ 1.66	257,094	\$ 2.33
\$ 11.08 - \$ 14.42	1,483,096	4.93 years	\$ 13.16	1,130,735	\$ 13.07
\$ 15.10 - \$ 19.76	577,388	2.32 years	\$ 16.32	543,258	\$ 16.14
\$ 20.44 - \$ 24.53	1,419,424	4.34 years	\$ 22.23	906,016	\$ 22.77
\$ 26.33 - \$ 35.16	200,049	1.10 years	\$ 30.84	185,384	\$ 30.68
\$ 41.38 - \$ 62.06	130,379	0.39 years	\$ 41.83	130,379	\$ 41.83
	<u>4,893,046</u>	<u>4.73 years</u>	<u>\$ 15.11</u>	<u>3,152,866</u>	<u>\$ 17.74</u>

Total expense related to stock options was approximately \$12.1 million for fiscal 2015, \$2.3 million for fiscal 2014, and \$1.9 million for fiscal 2013. Of the fiscal 2015 expense, \$9.4 million relates to the LiveRamp replacement stock options. Future expense for all options is expected to be approximately \$17.7 million in total over the next four years.

*Stock Appreciation Right (SAR) Activity*

During fiscal 2015, the Company granted 245,404 performance-based SARs with a value at the date of grant of \$0.5 million and having an exercise price of \$40. All of the performance-based SARs granted in fiscal 2015 vest subject to attainment of performance criteria established by the compensation committee of the board of directors. The units granted in fiscal 2015 may vest in a number of SARs up to 100% of the award, based on the attainment of certain revenue targets for the period from April 1, 2014 to March 31, 2017. At vesting, the SARs will be automatically exercised, and the award recipient may receive a number of common stock shares equal to the number of SARs that are being exercised multiplied by the quotient of (a) the final Company stock market value (up to a maximum share value of \$70) minus the SAR exercise price, divided by (b) the fair market value of a share of stock at the exercise date. The SARs contain an accelerated exercise provision if the closing market price of the Company's stock exceeds the \$70 maximum share value for 20 consecutive trading days during the performance period. The grant date value of the performance-based SARs is determined using a Monte Carlo simulation model.

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Stock appreciation right (SAR) activity during the year ended March 31, 2015 was as follows:

	Number of shares	Weighted-average exercise price per share	Weighted-average remaining contractual term (in years)	Aggregate intrinsic value (in thousands)
Outstanding at March 31, 2014	-	\$ -		
Granted	245,404	\$ 40.00		
Outstanding at March 31, 2015	<u>245,404</u>	<u>\$ 40.00</u>	2.00	\$ -
Exercisable at March 31, 2015	<u>-</u>	<u>\$ -</u>	-	\$ -

Total expense related to SARs was approximately \$0.2 million for fiscal 2015. Future expense for these SARs is expected to be approximately \$0.4 million over the next two years.

*Restricted Stock Unit Activity*

Non-vested time-vesting restricted stock units activity during the year ended March 31, 2015 was as follows:

	Number of shares	Weighted average fair value per share at grant date	Weighted-average remaining contractual term (in years)
Outstanding at March 31, 2014	1,078,029	\$ 18.46	2.17
Granted	1,810,199	\$ 21.16	
Vested	(432,276)	\$ 18.24	
Forfeited or cancelled	<u>(323,482)</u>	<u>\$ 21.02</u>	
Outstanding at March 31, 2015	<u>2,132,470</u>	<u>\$ 20.41</u>	<u>1.94</u>

During fiscal 2015, the Company granted time-vesting restricted stock units covering 1,810,199 shares of common stock with a value at the date of grant of \$38.3 million, of which units covering 1,075,392 shares, with a value at date of grant of \$23.7 million, were granted to former LiveRamp employees subsequent to the acquisition of LiveRamp (see note 3). Of the restricted stock units granted in fiscal 2015, 797,475 vest in equal annual increments over four years, 928,252 vest in equal annual increments over two years, and 84,472 vest in one year. During fiscal 2014, the Company granted time-vesting restricted stock units covering 523,000 shares of common stock with a value at the date of grant of \$12.5 million. Of the restricted stock units granted in fiscal 2014, 442,103 vest in equal annual increments over four years, 25,000 vest in equal annual increments over two years, and 55,897 vest in one year. During fiscal 2013, the Company granted time-vesting restricted stock units covering 681,408 shares of common stock with a value at the date of grant of \$9.6 million. Of the restricted stock units granted in fiscal 2013, 604,229 vest in equal annual increments over four years and 77,179 vested in one year. Valuation of time-vesting restricted stock units for all periods presented is equal to the quoted market price for the shares on the date of grant. The total fair value of time-vesting restricted stock units vested in fiscal 2015, 2014, and 2013 was \$9.0 million, \$11.1 million, and \$6.9 million, respectively.

Non-vested performance-based restricted stock units activity during the year ended March 31, 2015 was as follows:

	Number of shares	Weighted average fair value per share at grant date	Weighted-average remaining contractual term (in years)
Outstanding at March 31, 2014	1,066,828	\$ 14.19	0.91
Granted	266,751	\$ 18.85	
Vested	(523,378)	\$ 9.64	
Forfeited or cancelled	<u>(410,207)</u>	<u>\$ 16.28</u>	
Outstanding at March 31, 2015	<u>399,994</u>	<u>\$ 21.10</u>	<u>1.57</u>

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During fiscal 2015, the Company granted performance-based restricted stock units covering 266,751 shares of common stock with a value at the date of grant of \$5.0 million. All of the performance-based restricted stock units granted in fiscal 2015 vest subject to attainment of performance criteria established by the compensation committee of the board of directors. The units granted in fiscal 2015 may vest in a number of shares from zero to 200% of the award, based on the attainment of an earnings-per-share target for fiscal 2017, with a modifier based on the total shareholder return of Acxiom stock compared to total shareholder return of a group of peer companies established by the compensation committee of the board of directors for the period from April 1, 2014 to March 31, 2017. The value of the performance units is determined using a Monte Carlo simulation model. During fiscal 2015, 523,378 performance-based restricted stock units vested. Of the units vested, 115,086 vested due to attainment of performance and shareholder return targets established by the compensation committee of the board of directors in fiscal 2012. The remaining 408,292 units represent inducement awards granted to certain of the Company's chief executive officers.

During fiscal 2014, the Company granted performance-based restricted stock units covering 237,861 shares of common stock with a value at the date of grant of \$5.8 million. All of the performance-based restricted stock units granted in fiscal 2014 vest subject to attainment of performance criteria established by the compensation committee of the board of directors. The units granted in fiscal 2014 may vest in a number of shares from zero to 200% of the award, based on the attainment of an earnings-per-share target for fiscal 2016, with a modifier based on the total shareholder return of Acxiom stock compared to total shareholder return of a group of peer companies established by the committee for the period from April 1, 2013 to March 31, 2016. The value of the performance units is determined using a Monte Carlo simulation model. There were no performance-based restricted stock units vested in fiscal 2014.

During fiscal 2013, the Company granted performance-based restricted stock units covering 384,563 shares of common stock with a value at the date of grant of \$5.2 million. All of the performance-based restricted stock units granted in fiscal 2013 vest subject to attainment of performance criteria established by the compensation committee of the board of directors. Of the units granted in fiscal 2013, 333,463 were forfeited due to not achieving the earnings-per-share target for fiscal 2015. The remaining 51,100 units represent inducement awards granted to an executive officer. The executive officer vested in 100% of the inducement award based on price targets for the Company's common stock during the determination period from January 26, 2013 to July 26, 2014. The value of the performance units is determined using a Monte Carlo simulation model. There were no performance-based restricted stock units vested in fiscal 2013.

The expense related to restricted stock in fiscal 2015, 2014 and 2013 was \$15.7 million, \$11.6 million and \$10.1 million, respectively. Future expense for these restricted stock units is expected to be approximately \$20.7 million in fiscal 2016, \$9.2 million in fiscal 2017, \$3.8 million in fiscal 2018 and \$0.8 million in fiscal 2019.

*Other Performance Unit Activity*

During fiscal 2015, the Company granted 312,575 performance-based units with a value at the date of grant of \$1.6 million. All of the performance-based units granted in fiscal 2015 vest subject to attainment of performance criteria established by the compensation committee of the board of directors.

Of the units granted in fiscal 2015, 201,464 may vest in a number of units up to 100% of the award, based on the attainment of certain revenue targets for the period from April 1, 2014 to March 31, 2017. At vesting, the award recipient may receive a number of common stock shares equal to the number of units vested multiplied by a share price factor. The share price factor modifies the final number of common shares awarded based on the Company's stock price on the date of vesting and ranges from 0% at a \$40 Company stock price, or below, to 100% at a \$70 Company stock price. The units also contain an accelerated exercise provision if the closing market price of the Company's stock exceeds the \$70 maximum share value for 20 consecutive trading days during the performance period. The grant date value of the performance-based units is determined using a Monte Carlo simulation model.

The remaining 111,111 units granted in fiscal 2015 may vest in a number of units up to 100% of the award, based on the attainment of certain revenue targets for the period from April 1, 2015 to March 31, 2018. At vesting, the award recipient may receive a number of common stock shares equal to the number of units vested multiplied by a share price factor. The share price factor modifies the final number of common shares awarded based on the Company's stock price on the date of vesting and ranges from 0% at a \$25 Company stock price, or below, to 100% at a \$45 Company stock price. The units also contain an accelerated exercise provision if the closing market price of the Company's stock exceeds the \$45 maximum share value for 20 consecutive trading days during the performance period. The grant date value of the performance-based units is determined using a Monte Carlo simulation model.

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Other performance unit activity during the year ended March 31, 2015 was as follows:

	<u>Number of shares</u>	<u>Weighted average fair value per share at grant date</u>	<u>Weighted-average remaining contractual term (in years)</u>
Outstanding at March 31, 2014	-	\$ -	
Granted	<u>312,575</u>	<u>\$ 5.23</u>	
Outstanding at March 31, 2015	<u><u>312,575</u></u>	<u><u>\$ 5.23</u></u>	<u><u>2.36</u></u>

The expense related to other performance units for fiscal 2015 was \$0.3 million. Future expense for these performance units is expected to be approximately \$1.3 million over the next three years.

*Qualified Employee Stock Purchase Plan*

In addition to the share-based plans, the Company maintains a qualified employee stock purchase plan (“ESPP”) that permits substantially all employees to purchase shares of common stock at a discount from the market price. The number of shares available for issuance at March 31, 2015 was approximately 0.9 million. 88,603 shares were purchased under the ESPP during the combined fiscal years 2015, 2014 and 2013. The total expense to the Company for the year ended March 31, 2015 for the discount to the market price was approximately \$0.1 million.

*Accumulated Other Comprehensive Income*

The accumulated balances for each component of other comprehensive income are as follows (dollars in thousands):

	<u>March 31, 2015</u>	<u>March 31, 2014</u>
Foreign currency translation	\$ 9,612	\$ 13,686
Unrealized loss on interest rate swap	(199)	(24)
	<u>\$ 9,413</u>	<u>\$ 13,662</u>

13. INCOME TAXES:

Total income tax expense (benefit) was allocated as follows (dollars in thousands):

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Earnings (loss) from continuing operations	\$ (2,832)	\$ 29,627	\$ 32,649
Earnings from discontinued operations	-	-	409
Stockholders’ equity:			
Tax impact of stock options, warrants and restricted stock	<u>(4,645)</u>	<u>(11,295)</u>	<u>(357)</u>
	<u>\$ (7,477)</u>	<u>\$ 18,332</u>	<u>\$ 32,701</u>

Income tax expense (benefit) attributable to earnings (loss) from continuing operations consists of (dollars in thousands):

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Current:			
U.S. Federal	\$ 6,781	\$ 23,506	\$ 32,782
Non-U.S.	192	928	239
State	(116)	3,096	3,138
	<u>6,857</u>	<u>27,530</u>	<u>36,159</u>
Deferred:			
U.S. Federal	(5,462)	(5,436)	(3,874)
Non-U.S.	326	7,641	(506)
State	(4,553)	(108)	870
	<u>(9,689)</u>	<u>2,097</u>	<u>(3,510)</u>
Total	<u>\$ (2,832)</u>	<u>\$ 29,627</u>	<u>\$ 32,649</u>

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Earnings (loss) before income tax attributable to U.S. and non-U.S. continuing operations consist of (dollars in thousands):

	<u>2015</u>	<u>2014</u>	<u>2013</u>
U.S.	\$ 4,065	\$ 45,388	\$ 89,791
Non-U.S.	<u>(16,044)</u>	<u>(4,769)</u>	<u>(1,317)</u>
Total	<u>\$ (11,979)</u>	<u>\$ 40,619</u>	<u>\$ 88,474</u>

Earnings (loss) before income taxes, as shown above, are based on the location of the entity to which such earnings (loss) are attributable. However, since such earnings (loss) may be subject to taxation in more than one country, the income tax provision shown above as U.S. or non-U.S. may not correspond to the earnings (loss) shown above.

Below is a reconciliation of income tax expense computed using the U.S. federal statutory income tax rate of 35% of earnings (loss) before income taxes to the actual provision for income taxes (dollars in thousands) for continuing operations:

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Computed expected tax expense	\$ (4,193)	\$ 14,217	\$ 30,966
Increase (reduction) in income taxes resulting from:			
State income taxes, net of federal benefit	1,543	1,845	1,631
Research and other tax credits	(6,369)	(5,251)	(1,408)
Impairment of goodwill and intangibles not deductible for tax	-	5,368	-
Share-based compensation	2,276	-	-
Non-U.S. subsidiaries taxed at other than 35%	3,959	5,130	1,948
Adjustment to valuation allowances	(776)	7,604	726
Other, net	728	714	(1,214)
	<u>\$ (2,832)</u>	<u>\$ 29,627</u>	<u>\$ 32,649</u>

In fiscal 2014, the Company recorded \$7.7 million in valuation allowances due to a change in management's assessment of the realizability of deferred tax assets in certain foreign jurisdictions.

Below is a reconciliation of income tax expense computed using the U.S. federal statutory income tax rate of 35% of earnings before income taxes to the actual provision for income taxes for discontinued operations (dollars in thousands):

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Computed expected tax expense	\$ (659)	\$ (766)	\$ 596
Increase (reduction) in income taxes resulting from:			
Non-U.S. subsidiaries taxed at other than 35%	659	632	(187)
Adjustment to valuation allowances	-	134	-
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 409</u>

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The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities at March 31, 2015 and 2014 are presented below (dollars in thousands). In accordance with income tax accounting standards, as of March 31, 2015, the Company has not recognized deferred income taxes on approximately \$32.4 million of undistributed earnings of foreign subsidiaries that are indefinitely reinvested outside the respective parent's country. Calculation of the deferred income tax related to these earnings is not practicable.

	2015	2014
Deferred tax assets:		
Accrued expenses	\$ 14,394	\$ 10,606
Deferred revenue	4,065	3,859
Net operating loss and tax credit carryforwards	61,569	43,568
Share-based compensation	12,170	4,219
Other	6,838	6,192
Total deferred tax assets	99,036	68,444
Less valuation allowance	(50,598)	(43,436)
Net deferred tax assets	48,438	25,008
Deferred tax liabilities:		
Intangible assets	\$ (97,608)	\$ (70,892)
Capitalized software costs	(17,165)	(20,398)
Property and equipment	(8,678)	(11,074)
Total deferred tax liabilities	(123,451)	(102,364)
Net deferred tax liabilities	\$ (75,013)	\$ (77,356)

At March 31, 2015, the Company has net operating loss carryforwards of approximately \$26.6 million and \$105.0 million for U.S. federal and state income tax purposes, respectively. These net operating loss carryforwards expire in various amounts from 2016 through 2032. The Company has foreign net operating loss carryforwards of approximately \$129.8 million. Of this amount, \$126.8 million do not have expiration dates. The remainder expires in various amounts through 2023. The Company has state credit carryforwards of \$12.1 million of which \$2.0 million will be credited to additional paid-in capital when realized. Of the credits, \$2.6 million will not expire. The remainder expires in various amounts from 2023 to 2024.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible.

Based upon the Company's history of profitability and taxable income and the reversal of taxable temporary differences in the U.S., management believes that with the exception of carryforwards in certain states it is more likely than not the Company will realize the benefits of these deductible differences. The Company has established valuation allowances against \$8.0 million of deferred tax assets related to loss and credit carryforwards in the states where activity does not support the deferred tax asset.

Based upon the Company's history of losses in certain non-U.S. jurisdictions, management believes it is more likely than not the Company will not realize the benefits of certain foreign carryforwards and has established valuation allowances in the amount of \$42.6 million against substantially all of its foreign deferred tax assets.

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The following table sets forth changes in the total gross unrecognized tax benefits for the years ended March 31, 2015, 2014 and 2013.

(dollars in thousands)

	2015	2014	2013
Balance at beginning of period	\$ 2,457	\$ 3,646	\$ 3,109
Additions based on tax positions related to the current year	4,339	902	342
Additions due to acquisition	2,887	-	-
Reduction due to expiration of statute of limitations	(181)	(3,037)	-
Adjustments to tax positions taken in prior years	209	946	195
Balance at end of period	<u>\$ 9,711</u>	<u>\$ 2,457</u>	<u>\$ 3,646</u>

The total amount of gross unrecognized tax benefits as of March 31, 2015 was \$9.7 million, of which \$7.9 million would reduce the Company's effective tax rate in future periods if and when realized. The Company reports accrued interest and penalties related to unrecognized tax benefits in income tax expense. For the fiscal year ended March 31, 2015, the Company recognized \$0.1 million of tax-related interest expense and penalties and had \$0.3 million of accrued interest and penalties at March 31, 2015. It is reasonably possible that a reduction of up to \$1.3 million of unrecognized tax benefits may occur within the next 12 months. Depending on the nature of the settlement or expiration of statutes of limitations, the reduction of unrecognized tax benefits may affect the Company's income tax provision and therefore reduce its effective income tax rate.

The Company files a consolidated U.S. federal income tax return and tax returns in various state and local jurisdictions. The Company's subsidiaries also file tax returns in various foreign jurisdictions in which it operates. In the U.S., the statute of limitations for Internal Revenue Service examinations remains open for the Company's federal income tax returns for fiscal years subsequent to 2011. The status of state and local and foreign tax examinations varies by jurisdiction. The Company does not anticipate any material adjustments to its financial statements resulting from tax examinations currently in progress.

14. RETIREMENT PLANS:

The Company has a qualified 401(k) retirement savings plan which covers substantially all U.S. employees. The Company also offers a supplemental nonqualified deferred compensation plan ("SNQDC Plan") for certain highly-compensated employees. The Company matches 50% of the first 6% of employee's annual aggregate contributions. The Company may also contribute additional amounts to the plans at the discretion of the board of directors.

Company contributions for the above plans amounted to approximately \$6.6 million, \$5.9 million and \$6.1 million in fiscal years 2015, 2014 and 2013, respectively. Included in both other current assets and other accrued liabilities are the assets and liabilities of the SNQDC Plan in the amount of \$14.2 million and \$13.9 million at March 31, 2015 and 2014, respectively.

The Company has one small defined benefit pension plan covering certain employees in Germany. Both the projected benefit obligation and accumulated benefit obligation were \$0.5 million and \$0.6 million as of March 31, 2015 and 2014, respectively. There were no plan assets as of either March 31, 2015 or March 31, 2014. The excess of benefit obligations over plan assets was \$0.5 million at March 31, 2015 and \$0.6 million at March 31, 2014.

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15. FOREIGN OPERATIONS:

The Company attributes revenue to each geographic region based on the location of the Company's operations. The following table shows financial information by geographic area for the years 2015, 2014 and 2013 (dollars in thousands):

*Revenue*

	2015	2014	2013
United States	\$ 924,281	\$ 949,898	\$ 954,467
Foreign			
Europe	\$ 59,958	\$ 73,294	\$ 74,077
Asia/Pacific	32,658	34,540	34,876
Other	3,162	4,546	4,738
All Foreign	\$ 95,778	\$ 112,380	\$ 113,691
	<u>\$ 1,020,059</u>	<u>\$ 1,062,278</u>	<u>\$ 1,068,158</u>

*Long-lived assets excluding financial instruments (dollars in thousands)*

	2015	2014
United States	\$ 875,276	\$ 617,668
Foreign		
Europe	\$ 11,467	\$ 13,886
Asia/Pacific	20,683	24,912
Other	944	1,310
All Foreign	\$ 33,094	\$ 40,108
	<u>\$ 908,370</u>	<u>\$ 657,776</u>

16. FAIR VALUE OF FINANCIAL INSTRUMENTS:

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value.

Cash and cash equivalents, trade receivables, unbilled and notes receivable, short-term borrowings and trade payables - The carrying amount approximates fair value because of the short maturity of these instruments.

Long-term debt - The interest rate on the term loan and revolving credit agreement is adjusted for changes in market rates and therefore the carrying value of these loans approximates fair value. The estimated fair value of other long-term debt was determined based upon the present value of the expected cash flows considering expected maturities and using interest rates currently available to the Company for long-term borrowings with similar terms. At March 31, 2015, the estimated fair value of long-term debt approximates its carrying value.

Derivative instruments included in other liabilities - The carrying value is adjusted to fair value through other comprehensive income (loss) at each balance sheet date. The fair value is determined from an interest-rate futures model.

Under applicable accounting standards financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurements. The Company assigned assets and liabilities to the hierarchy in the accounting standards, which is Level 1 - quoted prices in active markets for identical assets or liabilities, Level 2 - significant other observable inputs and Level 3 - significant unobservable inputs.

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The following table presents the balances of financial assets and liabilities measured at fair value as of March 31, 2015 and 2014 (dollars in thousands):

As of March 31, 2015	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets:				
Other current assets	\$ 14,174	\$ -	\$ -	\$ 14,174
Total assets	<u>\$ 14,174</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 14,174</u>
Liabilities:				
Other noncurrent liabilities	-	199	-	199
Total liabilities	<u>\$ -</u>	<u>\$ 199</u>	<u>\$ -</u>	<u>\$ 199</u>
As of March 31, 2014	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets:				
Other current assets	\$ 13,900	\$ -	\$ -	\$ 13,900
Total assets	<u>\$ 13,900</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 13,900</u>
Liabilities:				
Other noncurrent liabilities	-	24	-	24
Total liabilities	<u>\$ -</u>	<u>\$ 24</u>	<u>\$ -</u>	<u>\$ 24</u>

17. SEGMENT INFORMATION:

The Company reports segment information consistent with the way management internally disaggregates its operations to assess performance and to allocate resources. We regularly review our segments and the approach used by management to evaluate performance and allocate resources. Prior to fiscal 2015, the Company's business segments consisted of Marketing and Data Services, IT Infrastructure Management, and Other Services. The Other Services segment consisted solely of the Company's UK fulfillment business, 2Touch. On May 30, 2014, the Company substantially completed the sale of 2Touch to Parseq Ltd., a European business process outsourcing service provider (see Note 4 for further details). As a result, the 2Touch business unit is now excluded from segment results and reported as discontinued operations. The Marketing and Data Services segment includes the Company's global lines of business for Customer Data Integration (CDI), Consumer Insight Solutions, Marketing Management Services (including the Audience Operating System and LiveRamp on-boarding services), E-mail Fulfillment Services and Consulting and Agency Services. The IT Infrastructure Management segment develops and delivers IT outsourcing and transformational solutions.

Company management uses the revenues and income from operations of the remaining two operating segments, among other factors, for performance evaluation and resource allocation. The Company's calculation of segment income (loss) from operations does not include inter-company transactions and allocates all corporate expenses, excluding those reported as impairments or gains, losses and other items, as well as certain business separation and transformation expenses. The Company's calculation of segment operating income may be different from measures used by other companies and therefore comparability may be affected.

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The following tables present information by business segment (dollars in thousands). The prior-year segment information has been restated to conform to the new segment presentation:

	2015	2014	2013
Revenue:			
Marketing and Data Services	\$ 804,911	\$ 805,153	\$ 792,689
IT Infrastructure Management	215,148	257,125	275,469
Total revenue	<u>\$ 1,020,059</u>	<u>\$ 1,062,278</u>	<u>\$ 1,068,158</u>
Income (loss) from operations:			
Marketing and Data Services	\$ 46,728	\$ 78,500	\$ 73,696
IT Infrastructure Management	18,105	32,847	29,330
Corporate	(65,437)	(60,874)	(2,010)
Income from operations	<u>\$ (604)</u>	<u>\$ 50,473</u>	<u>\$ 101,016</u>
Depreciation and amortization:			
Marketing and Data Services	\$ 71,123	\$ 49,554	\$ 55,593
IT Infrastructure Management	43,395	52,872	60,043
Corporate	4,316	-	-
Depreciation and amortization	<u>\$ 118,834</u>	<u>\$ 102,426</u>	<u>\$ 115,636</u>
Total assets:			
Marketing and Data Services	\$ 952,225	\$ 649,321	
IT Infrastructure Management	240,278	267,110	
Corporate	129,921	406,870	
Total assets	<u>\$ 1,322,424</u>	<u>\$ 1,323,301</u>	

18. UNAUDITED SELECTED QUARTERLY FINANCIAL DATA:

(dollars in thousands except per-share amounts)	Quarter ended June 30, 2014	Quarter ended September 30, 2014	Quarter ended December 31, 2014	Quarter ended March 31, 2015
Revenue	\$ 242,215	\$ 260,037	\$ 260,440	\$ 257,367
Gross profit	49,912	54,719	56,712	51,247
Income (loss) from operations	(4,478)	3,307	5,192	(4,625)
Earnings (loss) from discontinued operations, net of tax	(1,532)	(48)	(318)	14
Net earnings (loss)	(7,604)	(1,544)	4,156	(6,039)
Net earnings (loss) attributable to Acxiom	(7,604)	(1,544)	4,156	(6,039)
Basic earnings (loss) per share:				
From continuing operations	(0.08)	(0.02)	0.06	(0.08)
From discontinued operations	(0.02)	(0.00)	(0.00)	(0.00)
Attributable to Acxiom stockholders	(0.10)	(0.02)	0.05	(0.08)
Diluted earnings (loss) per share:				
From continuing operations	(0.08)	(0.02)	0.06	(0.08)
From discontinued operations	(0.02)	(0.00)	(0.00)	(0.00)
Attributable to Acxiom stockholders	(0.10)	(0.02)	0.05	(0.08)

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(dollars in thousands except per-share amounts)	Quarter ended June 30, 2013	Quarter ended September 30, 2013	Quarter ended December 31, 2013	Quarter ended March 31, 2014
Revenue	\$ 257,178	\$ 267,777	\$ 268,761	\$ 268,562
Gross profit	61,073	68,670	67,331	69,642
Income (loss) from operations	23,458	19,227	19,291	(11,503)
Earnings (loss) from discontinued operations, net of tax	592	426	489	(3,696)
Net earnings (loss)	13,095	9,864	15,067	(29,223)
Net earnings (loss) attributable to Acxiom	13,180	9,839	15,067	(29,223)
Basic earnings (loss) per share:				
From continuing operations	0.17	0.13	0.19	(0.33)
From discontinued operations	0.01	0.01	0.01	(0.05)
Attributable to Acxiom stockholders	0.18	0.13	0.20	(0.38)
Diluted earnings (loss) per share:				
From continuing operations	0.17	0.12	0.19	(0.33)
From discontinued operations	0.01	0.01	0.01	(0.05)
Attributable to Acxiom stockholders	0.17	0.13	0.19	(0.38)

Some earnings per share amounts may not add due to rounding.

In the fourth quarter of fiscal 2015, the Company recorded \$12.1 million of restructuring plan charges and adjustments recorded in gains, losses and other items, net, \$7.0 million of business separation and transformation expenses recorded in selling, general and administrative expenses and \$4.3 million of accelerated software amortization recorded in cost of revenue.

In the third quarter of fiscal 2015, the Company recorded \$4.2 million of restructuring plan charges and adjustments recorded in gains, losses and other items, net, and \$8.1 million of business separation and transformation expenses recorded in selling, general and administrative expenses.

In the second quarter of fiscal 2015, the Company recorded restructuring charges and adjustments of \$0.9 million in gains, losses and other items, net, and \$9.3 million of business separation and transformation expenses in selling, general and administrative expenses.

In the first quarter of fiscal 2015, the Company recorded restructuring charges and adjustments of \$6.7 million and LiveRamp transaction costs of \$0.8 million recorded in gains, losses and other items, net and business separation and transformation expenses of \$12.0 million recorded in selling, general and administrative expenses.

In the fourth quarter of fiscal 2014, the Company recorded goodwill and other impairment charges of \$25.0 million, restructuring charges of \$10.7 million in gains, losses and other items, net, and business separation and transformation expenses of \$6.9 million in selling, general and administrative expenses in the consolidated statement of operations.

In the third quarter of fiscal 2014, the Company recorded restructuring charges and loss contingency accruals of \$4.7 million in gains, losses and other items, net, business separation and transformation expenses of \$4.9 million in selling, general and administrative expenses, and a \$2.6 million gain in other income from its investment in a real estate joint venture in the consolidated statement of operations.

In the second quarter of fiscal 2014, the Company recorded restructuring charges and loss contingency accruals of \$6.6 million in gains, losses and other items, net and business separation and transformation expenses of \$2.2 million in selling, general and administrative expenses in the consolidated statement of operations.

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19. SUBSEQUENT EVENTS:

On May 20, 2015, the Company announced it had entered into a definitive agreement to sell its IT Infrastructure Management business (ITO) to Charlesbank Capital Partners and M/C Partners. Under the terms of the agreement, the Company will receive \$140 million in cash at closing, and up to \$50 million in contingent payments subject to certain performance metrics. In addition, the Company will receive a 5% retained profits interest in the divested entity, subject to a defined value over which the Company will participate in profits. The sale is expected to close in the second quarter of fiscal 2016 ending September 30, 2015, following the satisfaction of regulatory requirements and other customary closing conditions. The Company will report ITO as a component of discontinued operations beginning in the first quarter of fiscal 2016. The Company expects to report a gain on the sale.

The Company will use proceeds from the sale to pay down debt and to fund expansion of its share repurchase program. As part of the revised program, the Company's board of directors has increased its share repurchase program by \$50 million. Under the revised share repurchase program, the Company may now purchase up to \$300 million of its common stock through the period ending December 31, 2016. The Company has previously purchased \$202.4 million of stock through the repurchase program, leaving remaining capacity of \$97.6 million under the revised stock repurchase program.

The Company has also entered into an agreement to amend its credit agreement. The effectiveness of the amendments contained in the agreement are conditioned on, among other things, the closing of the ITO disposition. Once the ITO disposition is completed and the amendment becomes fully effective, certain financial covenants in the credit agreement will be modified for the fiscal quarters ending on September 30, 2015, December 31, 2015 and March 31, 2016. Additionally the Company will not be entitled to declare or pay any dividends during this time and share repurchases will be limited to no more than \$100 million depending on the Company's leverage ratio. After March 31, 2016, the debt covenants and dividend and share repurchase limitations will return to the requirements in the credit agreement in effect prior to the amendment. In addition, the amendment revises certain definitions in the credit agreement to clarify the effect of acquisitions and dispositions on certain financial covenants.

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Acxiom Corporation  
Executive Officers

Scott E. Howe  
Chief Executive Officer & President

Warren C. Jenson  
Chief Financial Officer  
& Executive Vice President

Jerry C. Jones  
Chief Ethics and Legal Officer  
& Executive Vice President

Richard E. Erwin  
President and General Manager of  
Audience Solutions Division

S. Travis May  
President and General Manager of  
Connectivity Division

Jennifer B. Compton  
Senior Vice President - Human Resources

Acxiom Corporation  
Members of the Board of Directors

Jerry D. Gramaglia - Non-Executive Chairman of the Board  
Private Investor/Advisor  
Atherton, California

John L. Battelle  
sovrn Holdings/NewCo Platform, Inc.  
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