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DIGITAL IMPACT INC /DE/
Form SC 13D/A
April 29, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)

DIGITAL IMPACT, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$.001 PER SHARE
(Title of Class of Securities)

25385G 10 6
(CUSIP Number)

Jerry C. Jones
Acxiom Corporation
#1 Information Way
P. O. Box 8180
Little Rock, Arkansas 72203
Telephone: (501) 342-1000

Copy to:

John P. Fletcher, Esq.
Goodloe M. Partee, Esq.
Kutak Rock LLP
425 W. Capitol Avenue, Suite 1100
Little Rock, Arkansas 72201
Telephone: (501) 975-3000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communi

April 29, 2005

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition t
subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f)
240.13d-1(g), check the following box. ?

Note: Schedules filed in paper format shall include a signed original and five copies of the sche
all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on
respect to the subject class of securities, and for any subsequent amendment containing informati
alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" fo
Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities
of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.

25385G 10 6

1. Name of Reporting Person

Acxiom Corporatio

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I.R.S. Identification
No. of Above Person (entities only)

2. Check the Appropriate Box (a)-----
if a Member of a Group (b)-----
(See Instructions)

3. SEC Use Only

4. Source of Funds BK, WC
(See Instructions)

5. Check Box if Disclosure of Legal Not Applicable
Proceedings is Required Pursuant
to Items 2(d) or 2(e)

6. Citizenship or Place Delaware
of Organization

Number of Shares Beneficially Owned by Each Reporting Person With :

7. Sole Voting Power 28,104,957
8. Shared Voting Power 0
9. Sole Dispositive Power 28,104,957
10. Shared Dispositive Power 0

11. Aggregate Amount Beneficially 28,104,957
Owned by Each Reporting Person

12. Check Box if the Aggregate Amount Not Applicable
in Row (11) Excludes Certain Shares
(See Instructions)

13. Percent of class represented by amount in Row (11) 72.62%*

14. Type of Reporting Person CO
(See Instructions)

* Based on 38,702,216 shares of common stock of Digital Impact, Inc. issued and outstanding as reported by Digital Impact's transfer agent, Computershare Investor Services, as of April 28, 2005.

CUSIP No. 25385G 10 6

1. Name of Reporting Person Adam Merger Corpo

I.R.S. Identification
No. of Above Person (entities only)

2. Check the Appropriate Box (a)-----

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if a Member of a Group
(See Instructions)

(b)-----

| | | |
|---|--|----------------|
| 3. | SEC Use Only | |
| 4. | Source of Funds (See Instructions) | AF |
| 5. | Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) | Not Applicable |
| 6. | Citizenship or Place of Organization | Delaware |
| Number of Shares Beneficially Owned by Each Reporting Person With : | | |
| 7. | Sole Voting Power | 28,104,957 |
| 8. | Shared Voting Power | 0 |
| 9. | Sole Dispositive Power | 28,104,957 |
| 10. | Shared Dispositive Power | 0 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person | 28,104,957 |
| 12. | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | Not Applicable |
| 13. | Percent of class represented by amount in Row (11) | 72.62%* |
| 14. | Type of Reporting Person (See Instructions) | CO |

* Based on 38,702,216 shares of common stock of Digital Impact, Inc. issued and outstanding as reported by Digital Impact's transfer agent, Computershare Investor Services, as of April 28, 2005.

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This Amendment No. 1 ("Amendment No. 1") amends the Schedule 13D filed on April 5, 2005 ("Schedule 13D") by Acxiom Corporation and Adam Merger Corporation in connection with the offer by Acxiom Corporation, a wholly owned subsidiary of Acxiom Corporation, to purchase all outstanding shares of common stock of Digital Impact, Inc. at a purchase price of \$3.50 per Share, net to the seller without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated April 5, 2005 (as amended, the "Offer"). Except as specifically provided herein, this Amendment No. 1 does not amend or change any of the information reported on the Schedule 13D filed on April 5, 2005.

Item 5. Interest in Securities of the Issuer.

Item 5 is amended and restated as follows:

(a)-(b) The initial Offer period expired at midnight, New York City time, on April 28, 2005. The depository for the Offer, EquiServe Trust Company, N.A., has advised Acxiom that, as of the expiration of the initial Offer period, 28,104,957 Shares, representing approximately 72.62% of the outstanding Shares, were validly tendered and not withdrawn pursuant to the Offer. In addition, notices of guaranteed delivery were received with respect to an additional 7,843,158 Shares, which, together with the Shares validly

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withdrawn pursuant to the Offer, represent approximately 92.9% of the outstanding Shares. All va Shares have been accepted for purchase in accordance with the terms of the Offer and payment will promptly.

(c) Except for the execution and delivery of the Stockholders' Agreements and the M as previously described in Items 4. and 5 of the Schedule 13D filed with the Securities and Excha on April 5, 2005, no transactions in the Shares were effected by Purchaser, Acxiom or, to their k person listed in Schedule I to the Schedule 13D, during the 60 days prior to the date hereof.

(d) Not applicable.

(e) Not applicable.

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SIGNATURE

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

Dated: April 29, 2005

ADAM MERGER CORPORATION

By: /s/ Jerry C. Jones

Name: Jerry C. Jones

Title: Vice President/Assistant Se

ACXIOM CORPORATION

By: /s/ Jerry C. Jones

Name: Jerry C. Jones

Title: Business Development/Legal

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EXHIBIT 1

JOINT FILING AGREEMENT

This will confirm the agreement by and between the undersigned that the Amendment No. 1 filed on or about this date and any amendments thereto with respect to beneficial ownership by th shares of common stock, par value \$0.001 per share, of Digital Impact, Inc. is being filed on beh the undersigned under the Securities Exchange Act of 1934, as amended. This agreement may be exe more counterparts, each of which shall be deemed an original, but all of which together shall con the same instrument.

Dated: April 29, 2005

ADAM MERGER CORPORATION

By: /s/ Jerry C. Jones

Name: Jerry C. Jones

Title: Vice President/Assistant Se

ACXIOM CORPORATION

By: /s/ Jerry C. Jones

Name: Jerry C. Jones

Title: Business Development/Legal