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DIGITAL IMPACT INC /DE/
Form SC TO-T/A
April 29, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Amendment No. 3)
Tender Offer Statement under Section 14(d) (1) or 13(e) (1)
of the Securities Exchange Act of 1934

DIGITAL IMPACT, INC.
(Name of Subject Company (Issuer))

ADAM MERGER CORPORATION
a wholly-owned subsidiary of

ACXIOM CORPORATION
(Names of Filing Persons (Offerors))

COMMON STOCK, PAR VALUE \$0.001 PER SHARE
(Title of Class of Securities)

25385G 10 6
(CUSIP Number of Class of Securities)

Jerry C. Jones
Acxiom Corporation
#1 Information Way
P. O. Box 8180
Little Rock, Arkansas 72203
Telephone: (501) 342-1000
(Name, address and telephone number of
person authorized to receive notices
and communications on behalf of filing persons)

With a 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

CALCULATION OF FILING FEE

Transaction Valuation (1)

\$151,330,102

(1) Estimated for purposes of calculating the filing fee only. The transaction valuation assumes shares of common stock of Digital Impact, Inc. (based on shares outstanding as of March 23, 2005) share. The transaction value also includes the offer price of \$3.50 per share multiplied by 6,000 outstanding options to purchase shares of common stock of Digital Impact, Inc. with an exercise price per share.

(2) The amount of the filing fee is calculated in accordance with Regulation 240.0-11 of the act as amended, and equals 0.00011770 of the transaction valuation based on Fee Rate Advisory #6 for Securities and Exchange Commission on December 9, 2004.

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Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the offsetting fee was previously paid. Identify the previous filing by registration statement number and date of its filing.

Amount Previously Paid: \$17,812 Filing Party: Acxiom Corporation
Form or Registration No.: Schedule TO-T Date Filed: April 1, 2005

Check the box if the filing relates solely to preliminary communications made before the filing of this statement.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

AMENDMENT NO. 3 TO SCHEDULE TO

This Amendment No. 3 (this "Amendment") amends and supplements the Tender Offer Statement originally filed with the Securities and Exchange Commission on April 1, 2005, and amended on April 12, 2005, and April 15, 2005, relating to the tender offer by Adam Merger Corporation, a Delaware corporation (the "Purchaser") and wholly-owned subsidiary of Acxiom Corporation ("Acxiom"), and Acxiom, relating to a tender offer by the Purchaser to purchase all of the outstanding common stock, par value \$0.001 per share, of Digital Impact, Inc., a Delaware corporation, including the associated voting rights (together with the Common Stock, the "Shares"), for a purchase price of \$3.50 per Share, and any interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase the "Offer"), and in the related Letter of Transmittal, copies of which are filed as Exhibit (a) (1) (I) and (a) (1) (J) to this Statement, respectively.

Item 8. Interest in Securities of the Subject Company

Item 11. Additional Information

Items 8 and 11 of the Schedule TO are hereby amended to include the following:

At 12:00 midnight, New York City time, on Thursday, April 28, 2005, the Offer expired. The EquiServe Trust Company, N.A., has advised Acxiom that, as of the expiration of the initial Offer period, approximately 72.62% of the outstanding Shares, were validly tendered and not withdrawn. In addition, notices of guaranteed delivery were received with respect to an additional 7,843,158 Shares validly tendered and not withdrawn pursuant to the Offer, represent approximately 92.9% of the outstanding Shares. The Shares validly tendered and not withdrawn pursuant to the Offer, represent approximately 92.9% of the outstanding Shares. The Shares validly tendered during the subsequent offering period may not be withdrawn.

On April 29, 2005, Purchaser, commenced a subsequent offering period for all remaining outstanding Shares. The subsequent offering period will expire at 5:00 p.m., New York City time, on May 5, 2005. Purchaser will immediately accept for payment all Shares tendered, as they are tendered, during the subsequent offering period and will pay the tendering price for all Shares accepted for payment. The same price offered in the original offer period of \$3.50 per Share will be paid for all Shares accepted for payment during the subsequent offer period. The subsequent offer is on the same terms and subject to the same conditions set forth in the Offer to Purchase the "Offer"), and in the related Letter of Transmittal enclosed hereto as Exhibit (a) (1) (J) to this Statement, respectively.

On April 29, 2005 Acxiom issued a press release announcing the results of the Offer as of the expiration of the initial Offer period and the commencement of a subsequent offer period until 5:00 p.m., New York City time. The press release is filed as Exhibit (a) (1) (J) hereto and is incorporated by reference herein.

Item 12. Exhibits

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Item 12 of the Schedule TO is hereby amended and supplemented to include the following:

(a) (1) (J) Press Release issued by Acxiom Corporation on April 29, 2005.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information contained in this Schedule TO is true, complete and correct.

ADAM MERGER CORPORATION

By: /s/ Jerry C. Jones

Name: Jerry C. Jones

Title: Vice President/Assistant Secretary

ACXIOM CORPORATION

By: /s/ Jerry C. Jones

Name: Jerry C. Jones

Title: Business Development/Legal Counsel

Exhibit Index

Exhibit No.	Description
(a) (1) (A) *	Offer to Purchase dated April 1, 2005
(a) (1) (B) *	Letter of Transmittal
(a) (1) (C) *	Notice of Guaranteed Delivery
(a) (1) (D) *	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
(a) (1) (E) *	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
(a) (1) (F) *	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9
(a) (1) (G)	Press Release issued by Acxiom and the Company on March 28, 2005 (incorporated by reference to Exhibit 10.1 to the pre-commencement Schedule TO filed by Acxiom on March 28, 2005)
(a) (1) (H) *	Summary Advertisement as published in The Wall Street Journal on April 1, 2005
(a) (1) (I) **	Press Release issued by Acxiom on April 12, 2005
(a) (1) (J) +	Press Release issued by Acxiom on April 29, 2005
(b)	Third Amended and Restated Credit Agreement dated as of March 24, 2005 among Acxiom, the Company, and the lenders thereto and Program Chase Bank, N. A. (incorporated by reference to Exhibit 10.1 to the Schedule TO filed by Acxiom on March 29, 2005)
(d) (1)	Agreement and Plan of Merger, dated March 25, 2005, among Acxiom, Purchaser and the Company (incorporated by reference to Exhibit 10.1 to Acxiom's Current Report on Form 8-K dated March 29, 2005)
(d) (2) *	Form of Stockholder Agreement, dated March 25, 2005, between Acxiom and certain stockholders
(d) (3) *	Confidentiality Agreement, dated March 9, 2005, between Acxiom and the Company
(d) (4)	Amendment No. 1 to Preferred Stock Rights Agreement dated as of March 24, 2005, between Acxiom and the Company (incorporated by reference to Exhibit 10.1 to the Schedule TO filed by Acxiom on March 29, 2005)
(d) (5) *	Registration Statement on Form 8A/A dated March 28, 2005
(d) (5) *	Employment Agreement, dated March 25, 2005, between William Park and Acxiom
(d) (6) *	Employment Agreement, dated March 25, 2005, between Gerardo Capiel and Acxiom
(d) (7) *	Employment Agreement, dated March 25, 2005, between Kevin Johnson and Acxiom
(g)	Not applicable
(h)	Not applicable

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- * Incorporated herein by reference to the Schedule TO filed by Adam Merger Corporation and A
- ** Incorporated by reference from Amendment No. 1 to the Schedule TO filed by Adam Merger Cor April 12, 2005.
- + Filed herein

[ACXIOM® LOGO]

ACXIOM® ASSUMES CONTROL OF DIGITAL IMPACT; ANNOUNCES SUBSEQUENT OFFERING PERIOD

LITTLE ROCK, AR - April 29, 2005 - Acxiom Corporation (Nasdaq: ACXM) announced today the period for the offer to purchase all outstanding shares of common stock, par value \$0.001 per share (Nasdaq: DIGI) for a purchase price of \$3.50 per share, net to the seller in cash. The initial of York City time, on April 28, 2005.

The depositary for the offer, EquiServe Trust Company, N.A., has advised Acxiom that, as offer period, 28,104,957 shares of common stock of Digital Impact, Inc., representing approximately shares, were validly tendered and not withdrawn pursuant to the offer. In addition, notices of g with respect to an additional 7,843,158 shares, which, together with the shares validly tendered offer, represent approximately 92.9% of the outstanding shares of Digital Impact, Inc. All valid accepted for purchase in accordance with the terms of the tender offer and payment will be made p

Acxiom's wholly-owned subsidiary, Adam Merger Corporation, hereby commences a subsequent untendered shares of Digital Impact, Inc. The subsequent offering period will expire at 5:00 p.m. 2005. Adam Merger Corporation will immediately accept all shares of common stock of Digital Impa are tendered, during the subsequent offering period and will pay the tendering shareholders promp price offered in the original offer period of \$3.50 per share will be paid during the subsequent offer is on the same terms and subject to the same conditions set forth in the Offer to Purchase, April 12, 2005 and April 15, 2005, and the Letter of Transmittal enclosed therewith, except that subsequent offering period may not be withdrawn.

Acxiom expects to complete the merger of Adam Merger Corporation into Digital Impact, In subsequent offering period. The subsequent offering period will permit all stockholders who did offering period to obtain the \$3.50 per share offer price for their shares prior to consummation

Acxiom will immediately designate three representatives to serve on the board of directors to replace Digital Impact board members who have resigned, giving Acxiom majority board representation. Members of Digital Impact, Inc. will remain on the board.
About Acxiom Corporation

Acxiom Corporation integrates data, services and technology to create and deliver custom solutions for many of the largest, most respected companies in the world. The core components of Customer Data Integration (CDI) technology, data, database services, IT outsourcing, consulting and leadership. Founded in 1969, Acxiom is headquartered in Little Rock, Arkansas, with locations throughout Europe, and in Australia and China. For more information, visit www.acxiom.com.

Acxiom is a registered trademark of Acxiom Corporation.

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Important Information Regarding the Tender Offer

This announcement is neither an offer to purchase nor a solicitation of an offer to sell. The tender offer is being made pursuant to a tender offer statement and related materials. Investors are strongly advised to read both the tender offer statement and the solicitation/recommendation statement referred to in this press release, because they contain important information. The tender offer statement was filed on April 1, 2005 with the Securities and Exchange Commission (SEC) and amended on April 12, 2005 and the solicitation/recommendation statement by Digital Impact was filed on April 1, 2005 with the SEC and amended on April 27, 2005. Investors and security holders may obtain a free copy of these statements and related materials from Digital Impact at the SEC's Web site at www.sec.gov. The tender offer statement and related materials also contain information directing such requests to The Proxy Advisory Group of Strategic Stock Surveillance, L.L.C., 331 West 42nd Street, New York, NY 10017, or by calling toll free (866) 657-8728.

DISCLAIMER: The information contained in this item was current as of the date of original publication. Some of the information may have been "forward-looking" based upon then current expectations, forecasts and assumptions, and is subject to risks and uncertainties that could cause actual outcomes and results to differ materially from those anticipated. Digital Impact has no obligation to update or revise this information (including any forward-looking information), whether as a result of future events, or otherwise.