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DIGITAL IMPACT INC /DE/
Form SC TO-C
March 28, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Rule 14d-100)
Tender Offer Statement Under Section 14(d)(1) or Section 13(e)
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 No.: (501) 342 1000
(Name, address and telephone number of person
authorized to receive notices and communications on behalf of the filer)

With a copy to:

John P. Fletcher
Goodloe M. Partee
Kutak Rock LLP
425 West Capitol Avenue, Suite 1100
Little Rock, Arkansas 72201
Telephone No.: (501) 975-3000

CALCULATION OF FILING FEE

| Transaction Value | Amount of Filing Fee |
|-------------------|----------------------|
| N/A | N/A |

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

Amount Previously Paid: _____

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Form or Registration No.: _____
Filing Party: _____
Date Filed: _____

Check the box if the filing relates solely to preliminary communications made by the issuer in connection with a tender offer.

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: _____

This Tender Offer Statement on Schedule TO relates to a planned tender offer by Adam Merger Corporation and a wholly-owned subsidiary of Acxiom Corporation, a Delaware corporation ("Acxiom") for 100,000,000 shares of common stock of Digital Impact, Inc., a Delaware corporation ("Digital"), to be commenced pursuant to the Plan of Merger, dated as of March 25, 2005, by and among Acxiom Corporation, Adam Merger Corporation and Digital Impact, Inc.

This Schedule TO attaches correspondence, dated March 28, 2005, that was sent by Charles H. Smith and his associates of Acxiom. This correspondence was accompanied by a copy of the joint press release, dated March 28, 2005, of Acxiom and Digital that has previously been filed by Acxiom on Schedule TO.

The tender offer described in the attached correspondence for the outstanding shares of Digital Impact, Inc. has commenced, and the correspondence is neither an offer to purchase nor a solicitation of an offer to purchase. An offer to purchase will be made only through an Offer to Purchase and the related Letter of Transmittal. Acxiom urges all Digital Impact, Inc. holders to read the following documents, when they become available, regarding the tender offer as soon as possible because they will contain important information:

- * Acxiom Corporation's Tender Offer Statement on Schedule TO including the Offer to Purchase and Notice of Guaranteed Delivery
- * Digital Impact's Solicitation Recommendation Statement on Schedule 14D-9.

These documents and amendments to these documents will be filed with the United States Securities and Exchange Commission when the tender offer commences. When these and other documents are filed with the SEC, they may be viewed on the SEC's website at <http://www.sec.gov>. Free copies of each of these documents (when available) can also be obtained from Acxiom for the offer, which will be announced.

The correspondence contains forward-looking statements that are subject to certain risks that may cause actual results to differ materially. These forward looking statements include, among others, statements regarding the timing and benefits of the transaction and projected growth in the demand and market for online marketing services. Important factors, among others, that could cause actual results to differ materially from these forward-looking statements include: the risk that the conditions to the tender offer set forth in the agreement will not be satisfied; changes in market conditions during the period between now and the closing; the ability to retain key management and technical personnel; adverse reactions to the proposed transaction by customers, suppliers and strategic partners; development of new products; approvals for the transaction; the possibility that the integration of Digital Impact, Inc. and other businesses may not be as successful as planned; and the other factors specified in the press release and the accompanying correspondence. Acxiom undertakes no obligation to update the information contained in this press release or this forward-looking statement.

Item 12. Exhibits.

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Exhibit 99.1 Text of correspondence issued on March 28, 2005 from Charles Morgan, Acxiom's Co

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|--|
| 99.1 | Text of correspondence issued on March 28, 2005 from Charles Morgan, Acxiom's Co |