

<b>OMB APPROVAL</b>	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Santillan Laura</u>  (Last) (First) (Middle) 7500 DALLAS PARKWAY, SUITE 700  (Street) PLANO TX 75024  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ALLIANCE DATA SYSTEMS CORP [ADS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Chief Acctg. Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/15/2019		A <sup>(1)</sup>		762	A	(1)	22,945	D	
Common Stock	02/15/2019		A <sup>(2)</sup>		3,048	A	(2)	25,993	D	
Common Stock	02/15/2019		F <sup>(3)</sup>		318	D	\$171.22	25,675	D	
Common Stock	02/19/2019		F <sup>(3)</sup>		156	D	\$174.28	24,980 <sup>(4)(5)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The new grant is for 762 shares of common stock represented by time-based restricted stock units. The restrictions will lapse on 251 units on each of 2/18/20 and 2/16/21 and on 260 units on 2/15/22, subject to continued employment by the Reporting Person on the vesting dates.
- The new grant is for 3,048 shares of common stock represented by performance-based restricted stock units, which may be adjusted up or down at the time the performance restriction lapses. The restriction may lapse with respect to 33% of such shares on each of 2/18/20 and 2/16/21 and with respect to 34% of such shares on 2/15/22 contingent on meeting an EBT metric for 2019 and subject to continued employment by the Reporting Person on the vesting dates.
- Shares withheld by the Company to satisfy the Reporting Person's tax withholding obligation upon the vesting of restricted stock units.
- The total number of securities beneficially owned includes: (a) 18,674 unrestricted shares; (b) 400 shares held in an IRA account; (c) 155 unvested units from an award of 455 time-based restricted stock units granted 2/15/17; (d) 433 unvested units from an award of 1,272 performance-based restricted stock units granted 2/15/17; (e) 374 unvested units from an award of 557 time-based restricted stock units granted 2/15/18; (f) 1,134 unvested units from an award of 1,692 performance-based restricted stock units granted 2/15/18; (g) the new grant for 762 time-based restricted stock units; and (h) the new grant for 3,048 performance-based restricted stock units.
- Based on the Company's EBT performance in 2018, 75.8% of the original award of 2,231 performance-based restricted stock units granted 2/15/18, or 1,692 units, were earned. The restrictions will lapse with respect to 558 units on 2/18/20 and with respect to 576 units on 2/16/21, subject to continued employment by the Reporting Person on the remaining vesting dates.

**Remarks:**

Cynthia L. Hageman, Attorney 02/20/2019  
in Fact

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.