

OMB APPROVAL	
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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>Pearson Bryan A</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>EVP &amp; President, LoyaltyOne</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>		2,782	A	(1)	22,488	D	
Common Stock	02/15/2019		A <sup>(2)</sup>		5,562	A	(2)	28,050	D	
Common Stock	02/15/2019		A <sup>(3)</sup>		5,562	A	(3)	33,612	D	
Common Stock	02/15/2019		F <sup>(4)</sup>		2,532	D	\$171.22	31,080	D	
Common Stock	02/19/2019		F <sup>(4)</sup>		926	D	\$174.28	25,282 <sup>(5)(6)(7)</sup>	D	
Common Stock								85,942	I	By 2456779 Ontario Inc. <sup>(8)</sup>

**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 2,782 shares of common stock represented by time-based restricted stock units. The restrictions will lapse on 918 units on each of 2/18/20 and 2/16/21 and on 946 units on 2/15/22, subject to continued employment by the Reporting Person on the vesting dates.
- The new grant is for 5,562 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.
- The new grant is for 5,562 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 100% of such shares on 2/16/21 contingent on meeting a relative total shareholder return metric for 2019 and 2020 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) 2,996 unrestricted shares; (b) 678 vested units from an award of 1,992 time-based restricted stock units granted 2/15/17; (c) 944 unvested units from an award of 2,778 performance-based restricted stock units granted 2/15/17; (d) 1,229 unvested units from an award of 1,833 time-based restricted stock units granted 2/15/18; (e) 1,862 unvested units from an award of 2,780 performance-based restricted stock units granted 2/15/18; (f) 3,667 unvested performance-based restricted stock units granted 2/15/18; (g) the new grant for 2,782 time-based restricted stock units; (h) the new grant for 5,562 performance-based restricted stock units; and (i) the new grant for 5,562 performance-based restricted stock units.
- Based on the Company's EBT performance in 2018, 75.8% of the original award of 3,667 performance-based restricted stock units granted 2/15/18, or 2,780 units, were earned. The restrictions will lapse with respect to 918 units on 2/18/20 and with respect to 944 units on 2/16/21, subject to continued employment by the Reporting Person on the remaining vesting dates.
- The grant for 3,985 performance-based restricted stock units awarded on 2/15/17 was forfeited due to failure to meet the relative total shareholder return metric for 2017 and 2018.

8. The shares are held by 2456779 Ontario Inc., an Ontario, Canada corporation, of which the reporting person is the sole shareholder.

**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.

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