

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>ValueAct Holdings, L.P.</u>  (Last) (First) (Middle) ONE LETTERMAN DRIVE BUILDING D, 4TH FLOOR  (Street) SAN FRANCISCO CA 94129  (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 04/25/2019	
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	04/25/2019		J <sup>(1)</sup>		1,500,000 <sup>(1)</sup>	D	(1)	3,707,646	I	See Footnotes <sup>(2)(3)</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	(A)	(D)	Date Exercisable	Expiration Date						Title
Series A Non-Voting Convertible Preferred Stock	(4)	04/25/2019		J <sup>(1)</sup>		150,000		(5)	(6)	Common Stock	1,500,000	(1)	150,000	I	See Footnotes <sup>(2)(3)</sup>

1. Name and Address of Reporting Person* <u>ValueAct Holdings, L.P.</u>  (Last) (First) (Middle) ONE LETTERMAN DRIVE BUILDING D, 4TH FLOOR  (Street) SAN FRANCISCO CA 94129  (City) (State) (Zip)		
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1. Name and Address of Reporting Person\*

[ValueAct Capital Master Fund, L.P.](#)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE  
BUILDING D, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[VA Partners I, LLC](#)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE  
BUILDING D, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[ValueAct Capital Management, L.P.](#)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE  
BUILDING D, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[ValueAct Capital Management, LLC](#)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE  
BUILDING D, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[ValueAct Holdings II, L.P.](#)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE  
BUILDING D, FOURTH FLOOR

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<u>ValueAct Holdings GP, LLC</u>		
(Last)	(First)	(Middle)
ONE LETTERMAN DRIVE BUILDING D, 4TH FLOOR		
(Street)		
SAN FRANCISCO CA		94129
(City) (State) (Zip)		

**Explanation of Responses:**

- Pursuant to an exchange agreement approved by the Board of Directors of Alliance Data Systems Corporation, 1,500,000 shares of common stock, par value \$0.01 per share ("Common Stock") of Alliance Data Systems Corporation, were exchanged for 150,000 shares of Series A Non-Voting Convertible Preferred Stock, par value \$0.01 per share. This transaction is exempt under 16b-3.
- Each reporting person listed herein disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- The securities reported herein are held by ValueAct Capital Master Fund, L.P. and may be deemed to be indirectly beneficially owned by (i) VA Partners I, LLC as General Partner of ValueAct Capital Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P., (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P., (iv) ValueAct Holdings, L.P. as the majority owner of the membership interests of VA Partners I, LLC, (v) ValueAct Holdings II, L.P. as the sole owner of the membership interests of ValueAct Capital Management, LLC and as the majority owner of the limited partnership interests of ValueAct Capital Management, L.P., and (vi) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P. and ValueAct Holdings II, L.P.
- The Nonvoting Preferred Stock is convertible into shares of Common Stock on a ten-for-one basis.
- The Nonvoting Preferred Stock is convertible into shares of Common Stock immediately upon issuance.
- The conversion of the Nonvoting Preferred Stock has no expiration date.

**Remarks:**

- The reporting persons herein may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. Each reporting person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by such reporting person. This report shall not be deemed an admission that such reporting person is a member of a group or the beneficial owner of any securities not directly owned by such reporting person. - Kelly J. Barlow, a Partner at ValueAct Capital, serves on the board of directors of the Issuer. As a result, the other reporting persons herein may be deemed directors by deputization.

VALUEACT HOLDINGS, L.P.  
By: VALUEACT HOLDINGS  
GP, LLC, its General Partner. 04/29/2019  
By: /s/ Bradley E. Singer,  
Chief Operating Officer  
VALUEACT CAPITAL  
MASTER FUND, L.P., By: VA  
PARTNERS I, LLC, its  
General Partner. By: /s/ 04/29/2019  
Bradley E. Singer, Chief  
Operating Officer  
VA PARTNERS I, LLC, By:  
/s/ Bradley E. Singer, Chief 04/29/2019  
Operating Officer  
VALUEACT CAPITAL  
MANAGEMENT, L.P., By:  
VALUEACT CAPITAL  
MANAGEMENT, LLC, its 04/29/2019  
General Partner. By: /s/  
Bradley E. Singer, Chief  
Operating Officer  
VALUEACT CAPITAL  
MANAGEMENT, LLC, By: /s/ 04/29/2019  
Bradley E. Singer, Chief  
Operating Officer  
VALUEACT HOLDINGS II,  
L.P., By: VALUEACT  
HOLDINGS GP, LLC, its  
General Partner. By: /s/ 04/29/2019  
Bradley E. Singer, Chief  
Operating Officer  
VALUEACT HOLDINGS GP,  
LLC, By: /s/ Bradley E. 04/29/2019  
Singer, Chief Operating  
Officer

\*\* 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.