

Motes Joseph L III
Form 4
February 20, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Motes Joseph L III

2. Issuer Name and Ticker or Trading Symbol
ALLIANCE DATA SYSTEMS
CORP [ADS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7500 DALLAS PARKWAY, SUITE 700

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, General Counsel & Secy

(Street)
PLANO, TX 75024

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/15/2018		A ⁽¹⁾	479 A (1)	5,914	D	
Common Stock	02/15/2018		A ⁽²⁾	961 A (2)	6,875	D	
Common Stock	02/15/2018		A ⁽³⁾	961 A (3)	7,836	D	
Common Stock	02/15/2018		A ⁽⁴⁾	251 A (4)	8,087	D	
Common Stock	02/15/2018		F ⁽⁵⁾	183 D \$ 243.99	7,619 (6) (7)	D	

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Motes Joseph L III 7500 DALLAS PARKWAY, SUITE 700 PLANO, TX 75024			SVP, General Counsel & Secy	

Signatures

Cynthia L. Hageman, Attorney
in Fact
02/20/2018
**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) The new grant is for 479 shares of common stock represented by time-based restricted stock units. The restrictions will lapse on 158 units on each of 2/15/19 and 2/18/20 and on 163 units on 2/16/21, subject to continued employment by the Reporting Person on the vesting dates.
- (2) The new grant is for 961 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 2/15/19 and 2/18/20 and with respect to 34% of such shares on 2/16/21 contingent on meeting an EBT metric for 2018 and subject to continued employment by the Reporting Person on the vesting dates.
- (3) The new grant is for 961 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 2/18/20 contingent

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on meeting a relative total shareholder return metric for 2018 and 2019 and subject to continued employment by the Reporting Person on the vesting dates.

Based on the Company's EBT performance in 2017, 150% of the original award of 502 performance-based restricted stock units granted

- (4) 2/15/17 were earned, resulting in an additional 251 units, for a total of 753 units. The restrictions will lapse with respect to 376 units on 2/15/19, subject to continued employment by the Reporting Person on the remaining vesting dates.
- (5) 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) 1,793 unrestricted shares; (b) 565 unvested units from an award of 1,661 time-based restricted stock units granted 8/17/15; (c) 283 unvested units from an award of 423 time-based restricted stock units granted 2/16/16; (d) 506 unvested units from an award of 755 performance-based restricted stock units granted 2/16/16; (e) 315 unvested units

- (6) from an award of 470 time-based restricted stock units granted 2/15/17; (f) 439 unvested units from an award of 656 performance-based restricted stock units granted 2/15/17; (g) 941 unvested performance-based restricted stock units granted 2/15/17; (h) 376 unvested units from an award of 753 performance-based restricted stock units granted 2/15/17; (i) the new grant for 479 time-based restricted stock units; (j) the new grant for 961 performance-based restricted stock units; and (k) the new grant for 961 performance-based restricted stock units.

Based on the Company's EBT performance in 2017, 69.7% of the original award of 941 performance-based restricted stock units granted

- (7) 2/15/17, or 656 units, were earned. The restrictions will lapse with respect to 217 units on 2/15/19 and with respect to 222 units on 2/18/20, subject to continued employment by the Reporting Person on the remaining vesting dates.

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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