

Pearson Bryan A
Form 4
February 20, 2018

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

OMB APPROVAL

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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 *
Pearson Bryan A
(Last) (First) (Middle)
7500 DALLAS PARKWAY, SUITE 700
(Street)
PLANO, TX 75024
(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
EVP & President, LoyaltyOne

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

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) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 02/15/2018 | | A ⁽¹⁾ | 1,833 | A | 19,869 | D |
| Common Stock | 02/15/2018 | | A ⁽²⁾ | 3,667 | A | 23,536 | D |
| Common Stock | 02/15/2018 | | A ⁽³⁾ | 3,667 | A | 27,203 | D |
| Common Stock | 02/15/2018 | | A ⁽⁴⁾ | 1,086 | A | 28,289 | D |
| Common Stock | 02/15/2018 | | F ⁽⁵⁾ | 1,716 | D | \$ 243.99 | 25,366 ⁽⁶⁾ ⁽⁷⁾ D |

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(2) The new grant is for 3,667 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 3,667 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 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.

(4) Based on the Company's EBT performance in 2017, 150% of the original award of 2,172 performance-based restricted stock units granted 2/15/17 were earned, resulting in an additional 1,086 units, for a total of 3,258 units. The restrictions will lapse with respect to 1,629 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.

(6) The total number of securities beneficially owned includes: (a) 1,487 unrestricted shares; (b) 499 unvested units from an award of 1,465 time-based restricted stock units granted 2/17/15; (c) 1,994 unvested units from an award of 5,864 performance-based restricted stock units granted 2/17/15; (d) 1,226 unvested units from an award of 1,830 time-based restricted stock units granted 2/16/16; (e) 2,183 unvested units from an award of 3,259 performance-based restricted stock units granted 2/16/16; (f) 1,335 unvested units from an award of 1,992 time-based restricted stock units granted 2/15/17; (g) 1,861 unvested units from an award of 2,778 performance-based restricted stock units granted 2/15/17; (h) 3,985 unvested performance-based restricted stock units granted 2/15/17; (i) 1,629 unvested units from an award of 3,258 performance-based restricted stock units granted 2/15/17; (j) the new grant for 1,833 time-based restricted stock units;

(7) Based on the Company's EBT performance in 2017, 69.7% of the original award of 3,985 performance-based restricted stock units granted 2/15/17, or 2,778 units, were earned. The restrictions will lapse with respect to 917 units on 2/15/19 and with respect to 944 units on 2/18/20, subject to continued employment by the Reporting Person on the remaining vesting dates.

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

Remarks:

(6) Continued from above: (k) the new grant for 3,667 performance-based restricted stock units; and (l) the new grant for 3,667 performance-based restricted stock units.

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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