

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Motes Joseph L III</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, General Counsel & Secy</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2019	
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	02/15/2019		A ⁽¹⁾		728	A	(1)	8,113	D	
Common Stock	02/15/2019		A ⁽²⁾		1,457	A	(2)	9,570	D	
Common Stock	02/15/2019		A ⁽³⁾		1,457	A	(3)	11,027	D	
Common Stock	02/15/2019		F ⁽⁴⁾		281	D	\$171.22	10,746	D	
Common Stock	02/19/2019		F ⁽⁴⁾		98	D	\$174.28	9,475 ⁽⁵⁾⁽⁶⁾⁽⁷⁾	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	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- The new grant is for 728 shares of common stock represented by time-based restricted stock units. The restrictions will lapse on 240 units on each of 2/18/20 and 2/16/21 and on 248 units on 2/15/22, subject to continued employment by the Reporting Person on the vesting dates.
- The new grant is for 1,457 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 1,457 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) 3,681 unrestricted shares; (b) 160 unvested units from an award of 470 time-based restricted stock units granted 2/15/17; (c) 222 unvested units from an award of 656 performance-based restricted stock units granted 2/15/17; (d) 321 unvested units from an award of 479 time-based restricted stock units granted 2/15/18; (e) 488 unvested units from an award of 729 performance-based restricted stock units granted 2/15/18; (f) 961 unvested performance-based restricted stock units granted 2/15/18; (g) the new grant for 728 time-based restricted stock units; (h) the new grant for 1,457 performance-based restricted stock units; and (i) the new grant for 1,457 performance-based restricted stock units.
- Based on the Company's EBT performance in 2018, 75.8% of the original award of 961 performance-based restricted stock units granted 2/15/18, or 729 units, were earned. The restrictions will lapse with respect to 241 units on 2/18/20 and with respect to 247 units on 2/16/21, subject to continued employment by the Reporting Person on the remaining vesting dates.
- The grant for 941 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.

Remarks:

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

** 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.