

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported):

April 11, 2013

**ALLIANCE DATA SYSTEMS CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**DELAWARE**

(State or Other Jurisdiction  
of Incorporation)

**001-15749**

(Commission  
File Number)

**31-1429215**

(IRS Employer  
Identification No.)

**7500 DALLAS PARKWAY, SUITE 700**

**PLANO, TEXAS 75024**

(Address and Zip Code of Principal Executive Offices)

**(214) 494-3000**

(Registrant's Telephone Number, including Area Code)

**NOT APPLICABLE**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
-

**ITEM 7.01. Regulation FD Disclosure**

On April 11, 2013, Alliance Data Systems Corporation provided to market analysts an IR Update announcing that its Epsilon business has signed a multiyear renewal and expansion agreement with Kroger, one of the world's largest retailers. A copy of this IR Update is attached hereto as Exhibit 99.1.

**ITEM 9.01. Financial Statements and Exhibits**

(d) Exhibits

| <b><u>Exhibit No.</u></b> | <b><u>Document Description</u></b> |
|---------------------------|------------------------------------|
|---------------------------|------------------------------------|

|      |   |
|------|---|
| 99.1 | IR Update dated April 11, 2013 announcing an agreement with Kroger. |
|------|---|

*Note:* The information contained in this report (including Exhibit 99.1) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such a filing.

---

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Alliance Data Systems Corporation

Date: April 11, 2013

By: /s/ Charles L. Horn  
Charles L. Horn  
Executive Vice President and  
Chief Financial Officer

---

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Document Description</b>   |
|--------------------|---|
| 99.1               | IR Update dated April 11, 2013 announcing an agreement with Kroger. |

---



# Investor Relations Update

**April 11, 2013**

**KROGER SIGNS RENEWAL, EXPANSION AGREEMENTS WITH EPSILON FOR EMAIL MARKETING; ADDS STRATEGIC, CREATIVE AND ANALYTIC SERVICES**

Kroger, one of the world's largest retailers, serving customers in 2,424 supermarkets and multi-department stores in 31 states under two dozen local banner names including Kroger, City Market, Dillons, Jay C, Food 4 Less, Fry's, King Soopers, QFC, Ralphs and Smith's, has signed a multiyear renewal and expansion agreement with Epsilon, an Alliance Data (NYSE: ADS) company.

Under the terms of the renewal agreement, Epsilon will continue providing permission-based email marketing deployment in support of Kroger's email program in the United States.

Expanding on the relationship with Kroger, Epsilon will now also provide strategic, creative and analytic services to enhance Kroger's digital marketing program.

###

---