

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):  
May 10, 2021

**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.)

**3075 LOYALTY CIRCLE**  
**COLUMBUS, OH 43219**  
(Address and Zip Code of Principal Executive Offices)

**(614) 729-4000**  
(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 (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading symbol</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.01 per share	ADS	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## **Item 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.**

Wells Fargo Bank, N.A., the plan administrator of the Alliance Data Systems 401(k) and Retirement Savings Plan (the "Plan"), has advised of an upcoming blackout period in which Plan participants will be temporarily unable to make any changes to their accounts such as directing or diversifying investments in individual accounts (including investments in the Company's common stock) or requesting a loan, distribution, or withdrawal from the Plan. The blackout period is required to facilitate the transition of applicable Plan services, including trustee and record-keeper functions, to Principal Financial Group, who acquired the Wells Fargo Bank, N.A. Institutional Retirement & Trust business.

The blackout period is expected to commence on June 16, 2021, and is expected to end during the week of June 20, 2021.

As required by Section 306 of the Sarbanes-Oxley Act of 2002 and Section 245.104 of the Securities and Exchange Commission's Regulation BTR, and concurrently with the filing of this Current Report on Form 8-K, the Company transmitted a notice to its directors and executive officers informing them of the blackout period and certain restrictions on their trading in the Company's equity or derivative securities during the blackout period. The form of notice is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Stockholders or other interested persons may obtain, without charge, information regarding the blackout period, including the beginning and ending dates, by contacting Cynthia L. Hageman by mail at Alliance Data Systems Corporation, 7500 Dallas Parkway, Suite 700, Plano, Texas 75024 or by telephone at 214-494-3000.

## **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

### **Exhibit**

#### **No.**

#### **Document Description**

[99.1](#) Form of Notice of Blackout Period, dated as of May 10, 2021, to directors and executive officers.

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

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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: May 10, 2021

By: /s/ Joseph L. Motes III  
Joseph L. Motes III  
Executive Vice President, Chief  
Administrative Officer, General  
Counsel and Secretary

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## Internal Memo

To: Alliance Data Systems Corporation Executive Officers  
 Members of the Board of Directors  
 From: Cynthia L. Hageman, SVP, Assistant General Counsel  
 Date: May 10, 2021

### Notice of Blackout Period and Regulation BTR Trading Restrictions

As a director or executive officer of Alliance Data Systems Corporation (the "Company"), you are subject to Section 306(a) of the Sarbanes-Oxley Act of 2002 and Regulation BTR as promulgated by the Securities and Exchange Commission, which prohibit certain trades of the Company's common stock during benefit plan "blackout" periods. Please note the following in connection with an upcoming blackout period:

1. During the blackout period, participants in the Company's 401(k) Savings and Retirement Plan (the "Plan") will be temporarily unable to make any changes to their accounts such as directing or diversifying investments in individual accounts (including investments in the Company's common stock) or requesting a loan, distribution, or withdrawal from the Plan due to the transition of applicable Plan services, including trustee and record-keeper functions, to Principal Financial Group, who acquired the Wells Fargo Bank, N.A. Institutional Retirement & Trust business.
2. The blackout period is expected to commence on June 16, 2021, and end during the week of June 20, 2021. We will notify you of any changes that affect the dates of the blackout period.
3. You are not permitted to directly or indirectly purchase, sell or otherwise acquire or transfer any equity securities of the Company (or derivative securities of those equity securities) during the blackout period, regardless of the form of such securities or where such securities are held. This prohibition also applies to any direct or indirect pecuniary interest you may have in such securities, such as Company stock held by immediate family members living with you, or held in trust, or by controlled partnerships or corporations.
4. The prohibition on transactions described above applies only to equity securities of the Company (and derivatives of such securities) that you have acquired in connection with your service or employment as a director or executive officer of the Company. It is important to note that any such security you sell or otherwise transfer will be automatically treated as acquired in connection with your service or employment unless you establish that the securities were acquired from another source and this identification is consistent with your treatment of the securities for tax purposes and all other disclosure and reporting requirements.
5. Although certain transactions are exempt from this trading prohibition, those exemptions are limited. Given the applicable rules and the short time period involved, it is recommended that you avoid any change in your beneficial ownership of Company equity and derivative securities during the blackout period.
6. **Under the law, any profit realized by a director or executive officer from any purchase, sale or other transfer of any equity securities of the Company in violation of these blackout period restrictions will result in the profit inuring to and being recoverable by the Company, regardless of your reason for entering into the transaction.**

If you have questions regarding this notice, please contact me at (214) 494-3000 or in writing at 7500 Dallas Parkway, Suite 700, Plano, Texas 75024.