

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>Andretta Ralph J</u> (Last) (First) (Middle) 3075 LOYALTY CIRCLE (Street) COLUMBUS OH 43219 (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/18/2020</u>	
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	02/18/2020		A ⁽¹⁾		6,827	A	(1)	6,827	D	
Common Stock	02/18/2020		A ⁽²⁾		6,165	A	(2)	12,992	D	
Common Stock	02/18/2020		A ⁽³⁾		15,207	A	(3)	28,199	D	
Common Stock	02/18/2020		A ⁽⁴⁾		12,288	A	(4)	40,487	D	
Common Stock	02/18/2020		A ⁽⁵⁾		2,731	A	(5)	43,218	D	
Common Stock	02/18/2020		A ⁽⁶⁾		12,289	A	(6)	55,507 ⁽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)
						Date Exercisable	Expiration Date					

Explanation of Responses:

- The new grant is for 6,827 shares of common stock represented by time-based restricted stock units. The restrictions will lapse on 2,252 units on 2/18/21, on 2,253 units on 2/18/22 and on 2,322 units on 2/18/23, subject to continued employment by the Reporting Person on the vesting dates.
- The new grant is for 6,165 shares of common stock represented by time-based restricted stock units. The restrictions will lapse on 2,034 units on each of 2/18/21 and 2/18/22 and on 2,097 units on 2/18/23, subject to continued employment by the Reporting Person on the vesting dates.
- The new grant is for 15,207 shares of common stock represented by time-based restricted stock units. The restrictions will lapse on 7,603 units on 2/18/21 and on 7,604 units on 2/18/22, subject to continued employment by the Reporting Person on the vesting dates.
- The new grant is for 12,288 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 2/18/22 contingent on meeting a relative total shareholder return metric for 2020 and 2021 and subject to continued employment by the Reporting Person on the vesting dates.
- The new grant is for 2,731 shares of common stock represented by performance-based restricted stock units, which may be adjusted down at the time the performance restriction lapses. The restriction may lapse with respect to 33% of such shares on each of 2/18/21 and 2/18/22 and with respect to 34% of such shares on 2/18/23 contingent on meeting strategic and operational objectives performance metrics for 2020 and subject to continued employment by the Reporting Person on the vesting dates.
- The new grant is for 12,289 shares of common stock represented by performance-based restricted stock units, which may be adjusted down at the time the performance restriction lapses. The restriction may lapse with respect to 33% of such shares on each of 2/18/21 and 2/18/22 and with respect to 34% of such shares on 2/18/23 contingent on meeting strategic and operational objectives performance metrics for 2020 and subject to continued employment by the Reporting Person on the vesting dates.
- The total number of securities beneficially owned includes: (a) the new grant for 6,827 time-based restricted stock units; (b) the new grant for 6,165 time-based restricted stock units; (c) the new grant for 15,207 time-based restricted stock units; (d) the new grant for 12,288 performance-based restricted stock units; (e) the new grant for 2,731 performance-based restricted stock units; and (f) the new grant for 12,289 performance-based restricted stock units.

Remarks:

Cynthia L. Hageman, Attorney 02/20/2020
in Fact

** 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.