

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE TO

(Amendment No. 2)

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1) OF THE SECURITIES EXCHANGE ACT
OF 1934**

Alliance Data Systems Corporation

(Name Of Subject Company (Issuer) And Filing Person (Offeror))

Ordinary Shares, par value \$0.01 per share
(Title of Class of Securities)

018581108

(CUSIP Number of Ordinary Shares)

Joseph L. Motes III

EVP, Chief Administrative Officer, General Counsel & Secretary

Alliance Data Systems Corporation

7500 Dallas Parkway, Suite 700

Plano, Texas 75024

(214) 494-3000

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

With a copy to:

Senet Bischoff

Luke J. Bergstrom

Chad G. Rolston

Latham & Watkins LLP

885 Third Avenue

New York, NY 10022

(212) 906-1200

CALCULATION OF FILING FEE

Transaction Valuation*	Amount Of Filing Fee**
\$750,000,000	\$90,900.00

* The transaction value is estimated only for purposes of calculating the filing fee. This amount is based on the offer to purchase up to not more than \$750,000,000 in aggregate up to 5,208,333 shares of common stock, par value \$0.01 per share, at the maximum tender offer price equal to \$162.00.

** The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #1 for fiscal year 2019, issued August 24, 2018, by multiplying the transaction valuation by 0.0001212.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$90,900.00

Filing Party:

Alliance Data Systems
Corporation

Form or Registration No.: Schedule TO

Date Filed:

July 19, 2019

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

SCHEDULE TO

This Amendment No. 2 filed with the Securities and Exchange Commission on August 16, 2019 (this “**Amendment**”), amends and supplements the Tender Offer Statement filed on Schedule TO (together with any subsequent amendments and supplements thereto, the “**Schedule TO**”) with the Securities and Exchange Commission on July 19, 2019 by Alliance Data Systems Corporation, a Delaware corporation (the “**Company**”). The Schedule TO relates to the offer by the Company to purchase up to \$750,000,000 in value of shares of its common stock, par value \$0.01 per share (each, a “**Share**,” and collectively, “**Shares**”), at a price not greater than \$162.00 nor less than \$144.00 per Share to the seller in cash, less any applicable withholding taxes and without interest. The Company’s offer is being made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated July 19, 2019 (together with any amendments or supplements thereto, the “**Offer to Purchase**”), the related Letter of Transmittal (together with any amendments or supplements thereto, the “**Letter of Transmittal**”) and other related materials as may be amended or supplemented from time to time (collectively, with the Offer to Purchase and the Letter of Transmittal, the “**Offer**”). This Tender Offer Statement on Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) under the Securities Exchange Act of 1934, as amended.

Except as otherwise set forth in this Amendment, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference to the extent relevant to the items in this Amendment. All capitalized terms used in this Amendment and not otherwise defined have the respective meanings ascribed to them in the Schedule TO. This Amendment should be read together with the Schedule TO.

ITEM 11. ADDITIONAL INFORMATION

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

(d) On August 16, 2019, the Company issued a press release announcing the preliminary results of the tender offer, which expired at one (1) minute after 11:59 p.m., New York City time, on August 15, 2019. A copy of such press release is filed as Exhibit (a)(5)(A) to this Schedule TO and is incorporated herein by reference.

ITEM 12. EXHIBIT INDEX

Item 12 of the Schedule TO is hereby amended and supplemented by renumbering Exhibit (a)(5) as Exhibit (a)(5)(A) and adding the following exhibit:

(a)(5)(B) [Press Release Announcing Preliminary Results of Modified Dutch Auction Tender Offer, dated August 16, 2019.](#)

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

Dated: August 16, 2019

Alliance Data Systems Corporation

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

NEWS RELEASE

FOR IMMEDIATE RELEASE

COLUMBUS and NEW YORK, August 16, 2019

Alliance Data Announces Preliminary Results of Modified Dutch Auction Tender Offer

COLUMBUS and NEW YORK, August 16, 2019/The Wall Street Journal/ — Alliance Data Systems Corporation (NYSE: ADS) (“**Alliance Data**”) today announced the preliminary results of its “modified Dutch Auction” tender offer, which expired one (1) minute after 11:59 p.m., New York City time, on August 15, 2019.

Based on the preliminary count by Computershare Trust Company, N.A., the depositary for the tender offer (the “**Depositary**”), a total of 13,488,067 shares of Alliance Data’s shares of common stock, \$0.01 par value per share, were properly tendered and not properly withdrawn at or below the purchase price of \$162.00 per share.

In accordance with the terms and conditions of the tender offer and based on the preliminary count by the Depositary, Alliance Data expects to acquire approximately 5,067,567 shares at a price of \$148.00 per share, for an aggregate cost of approximately \$750 million, excluding fees and expenses relating to the tender offer. These shares represent approximately 9.92 percent of the shares outstanding as of August 14, 2019.

The number of shares to be purchased and the purchase price are preliminary and subject to change. The preliminary information contained in this press release is subject to confirmation by the Depositary and is based on the assumption that all shares tendered through notice of guaranteed delivery will be delivered within the two trading day settlement period. The final number of shares to be purchased and the final purchase price will be announced following the expiration of the guaranteed delivery period and completion by the Depositary of the confirmation process. Payment for the shares accepted under the tender offer, and return of all other shares tendered and not purchased, will occur promptly thereafter.

J.P. Morgan Securities LLC, Mizuho Securities USA LLC and SunTrust Robinson Humphrey, Inc. acted as dealer managers for the tender offer. Shareholders who have questions or would like additional information about the tender offer may contact the information agent for the tender offer, D.F. King, toll-free at (800) 283-9185.

About Alliance Data

Alliance Data is a leading global provider of data-driven marketing and loyalty solutions serving large, consumer-based industries. The Company creates and deploys customized solutions, enhancing the critical customer marketing experience; the result is measurably changing consumer behavior while driving business growth and profitability for some of today's most recognizable brands. Alliance Data helps its clients create and increase customer loyalty through solutions that engage millions of customers each day across multiple touch points using traditional, digital, mobile and emerging technologies. An S&P 500, FORTUNE 500 and FORTUNE 100 Best Companies to Work For company headquartered in Columbus, Ohio, Alliance Data consists of businesses that together employ over 10,000 associates at more than 50 locations worldwide.

Alliance Data's card services business is a provider of market-leading private label, co-brand, and business credit card programs. LoyaltyOne owns and operates the AIR MILES® Reward Program, Canada's most recognized loyalty program, and Netherlands-based BrandLoyalty, a global provider of tailor-made loyalty programs for grocers. In July 2019 Alliance Data completed the sale of its Epsilon business to Publicis Groupe. More information about Alliance Data can be found at www.AllianceData.com.

Forward-Looking Statements

The statements in this release relating to matters that are not historical facts are forward-looking statements. These forward-looking statements are based upon assumptions of management which are believed to be reasonable at the time made and are subject to significant risks and uncertainties. Actual results could differ materially based on factors including, but not limited to: the loss of or reduction in demand for services from, significant clients; increases in net charge-offs in credit card and loan receivables; failure to identify or successfully integrate or disaggregate business acquisitions or divestitures; increases in the cost of doing business, including market interest rates; inability to access the asset-backed securitization funding market; loss of active AIR MILES® Reward Program collectors; disruptions in the airline or travel industries; increased redemptions by AIR MILES® Reward Program collectors; unfavorable fluctuations in foreign currency exchange rates; limitations on consumer credit, loyalty or marketing services from new legislative or regulatory actions related to consumer protection and consumer privacy; increases in FDIC, Delaware or Utah regulatory capital requirements for banks; failure to maintain exemption from regulation under the Bank Holding Company Act; loss or disruption, due to cyber attack or other service failures, of data center operations or capacity; and loss of consumer information due to compromised physical or cyber security. The accuracy of our expectations and predictions is also subject to the following risks and uncertainties: (1) the price and time at which we may make any additional Share repurchases following completion of the tender offer and the number of Shares acquired in such repurchases; and (2) changes in general economic, business and political conditions, including the possibility of intensified international hostilities, acts of terrorism, and changes in conditions of the United States or international lending, capital and financing markets. Additional factors that could cause results to differ materially from those described in the forward-looking statements can be found in the "Risk Factors" section of Alliance Data's Form 10-K for the year ended December 31, 2018, which can be found at www.AllianceData.com on the Investor page and on the Securities and Exchange Commission's website at www.sec.gov.

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Source: Alliance Data Systems Corporation

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