
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):
November 15, 2005

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.)

17655 WATERVIEW PARKWAY
DALLAS, TEXAS 75252
(Address and Zip Code of Principal Executive Offices)

(972) 348-5100
(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
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ITEM 7.01. Regulation FD Disclosure

On November 15, 2005, Alliance Data Systems Corporation (the “*Company*”) provided to market analysts an IR Update announcing that its Epsilon business unit has signed a multi-year agreement with Barnes & Noble, Inc. to design and implement a comprehensive database solution for its in-store and online customer marketing initiatives. A copy of this IR Update is attached hereto as Exhibit 99.1.

ITEM 9.01. Financial Statements and Exhibits

(c) Exhibits

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
99.1	IR Update dated November 15, 2005 announcing a multi-year agreement with Barnes & Noble, Inc. to design and implement a comprehensive database solution for its in-store and online customer marketing initiatives.

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: November 15, 2005

By: /s/ Edward J. Heffernan

Edward J. Heffernan

Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
99.1	IR Update dated November 15, 2005 announcing a multi-year agreement with Barnes & Noble, Inc. to design and implement a comprehensive database solution for its in-store and online customer marketing initiatives.



November 15, 2005

**ALLIANCE DATA'S EPSILON SIGNS AGREEMENT WITH
BARNES & NOBLE TO PROVIDE MARKETING AND LOYALTY
SERVICES**

- Alliance Data's Epsilon business unit announced the signing of a multi-year agreement with Barnes & Noble, Inc. to design and implement a comprehensive database solution for its in-store and online customer marketing initiatives.
- Barnes & Noble is the world's largest bookseller, operating more than 820 bookstores in all 50 states, and with annual sales of more than \$4.5 billion.
- Under terms of the agreement, Epsilon will build and host an advanced proprietary database platform that will support Barnes & Noble's ongoing multi-channel marketing and customer communications efforts.
- Epsilon will also provide consulting, technology services and marketing operations services that will deliver a scalable, flexible customer management platform geared toward streamlining campaign processing and reporting.
- Epsilon's mix of marketing and technology expertise will help Barnes & Noble leverage data and customer knowledge to create a better customer experience while growing brand loyalty.

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