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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**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 5, 2010**

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**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**

Attached is a slide presentation to be given to investors and others by senior officers of Alliance Data Systems Corporation.

**ITEM 9.01. Financial Statements and Exhibits**

(d) Exhibits

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
99.1	Investor Presentation Materials.

*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: May 5, 2010

By: \_\_\_\_\_ /s/ CHARLES L. HORN  
Charles L. Horn  
Executive Vice President and  
Chief Financial Officer

**EXHIBIT INDEX**

**EXHIBIT  
NUMBER**

**DESCRIPTION**

99.1

Investor Presentation Materials.

# Alliance Data

## NYSE: ADS

Q2 2010



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# A Unique Business Model.

***Alliance Data is the largest and most comprehensive provider of transaction-based marketing and loyalty solutions.***



Comprehensive suite of products that span many traditional marketing channels:

- Multi-channel marketing strategy
- Data products
- Database design and build
- Analytics
- Permission-based email
- Customer care
- Processing
- Credit

Advantages over traditional marketing channels:

- Transaction-based programs allow micro-segmentation of clients' customer data
- Provide high, measurable ROIs for our clients



## Three Businesses. One Focus.

These solutions are delivered through three businesses.



# Business Overview

LoyaltyOne

epsilon.

 AllianceData.  
Private Label

## Q1, 2010:

Revenue – \$200mm ↑ 24%  
Adj. EBITDA – \$54mm ↓ 2%

**10 million** – number of Canadian households in the AIR MILES® Reward Program (over 70% of entire nation)

**39 billion** – number of reward miles issued to date

**1,000 times each minute** – frequency an AIR MILES card is swiped

**International Expansion** – *dotz* coalition loyalty program in Brazil

## Q1, 2010:

Revenue – \$126mm ↑ 7%  
Adj. EBITDA – \$27mm ↑ 24%

**232 million** – direct mail pieces per year

**35 billion** – permission-based emails per year

**100** – major creative and marketing awards

**Client Wins** – record signings in 2009

## Q1, 2010:

Revenue – \$339mm ↑ 14%  
Adj. EBITDA – \$140mm ↑ 16%

**24.2 million** – number of active accounts

**11 million** – credit card applications processed in 2009

**\$8 billion** – credit card sales in 2009

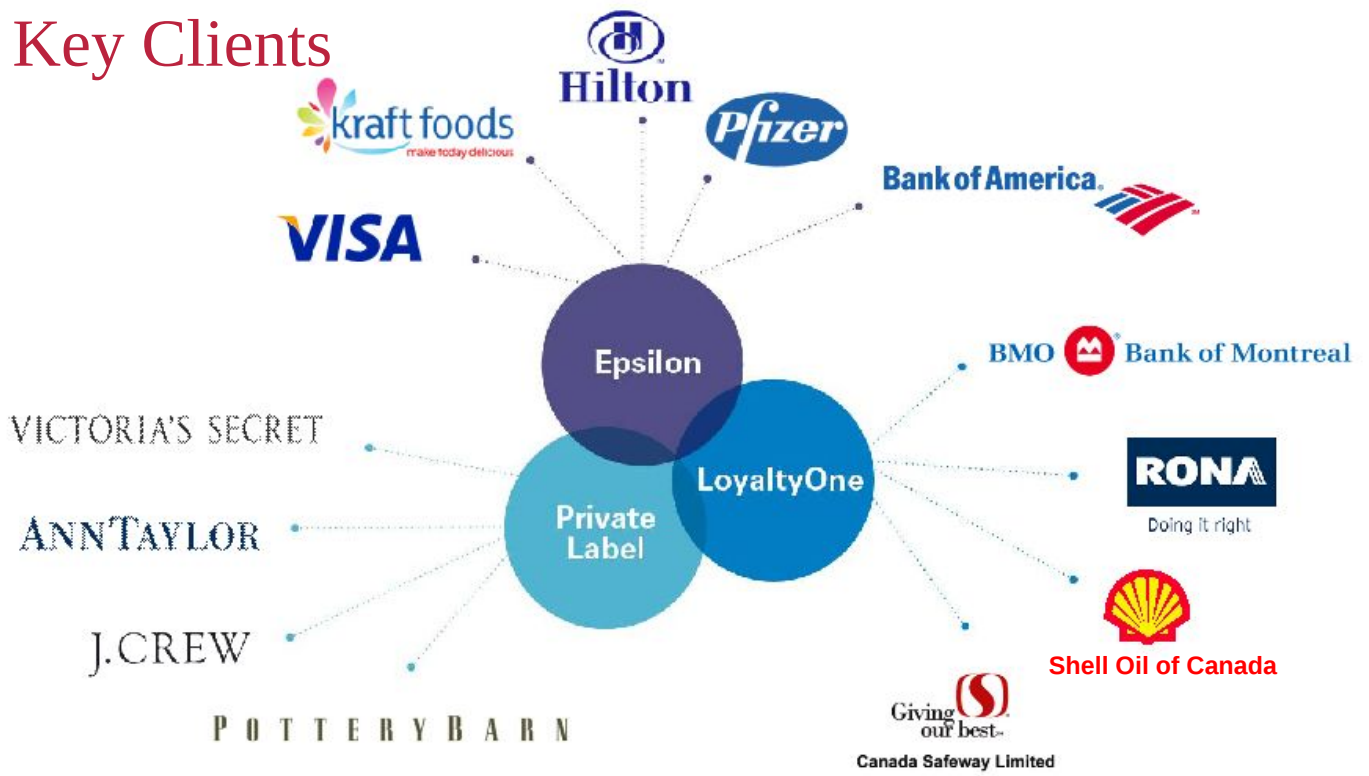
**Over \$5 billion** – average accounts receivable

 AllianceData.

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# Key Clients



**We continue to work with some of the biggest brands in North America.**

# Alliance Data: Consolidated Results

(\$MM, except per share data)

	Three Months Ended March 31,			% Change 10/09PF
	2010	2009 Actual	2009 Pro forma (a)	
Revenue	\$ 664	\$ 480	\$ 607	9%
Income from continuing operations	47	43	43	8%
Income from continuing operations per diluted share	\$ 0.84	\$ 0.70	\$ 0.70	20%
<u>Non-GAAP Measures:</u>				
Adjusted EBITDA	\$ 203	\$ 152	\$ 185	10%
Core earnings per diluted share	\$ 1.38	\$ 1.19	\$ 1.19	16%

(a) Income from continuing operations, income from continuing operations per diluted share and core earnings per diluted share are not impacted by the change in accounting presentation.



## 2010 Trends

LoyaltyOne

↑ Third consecutive quarter of miles issuance growth

+ Consumer discretionary spending appears to be increasing

+ Stronger Canadian \$ in 2010

- Weak adj. EBITDA for several quarters as we refill breakage pool

epsilon.

↑ Revenue growth at Abacus

+ Significant number of wins yet to be implemented in 2009

+ New signings in 2010 replenishing backlog

+ Strong second-half of 2010 expected



AllianceData.

Private Label

↑ Double-digit growth in credit sales

↑ Double-digit growth in accounts receivable portfolio

+ Stable funding rates

+ Credit losses flat to down

+ Strong second-half of 2010 expected



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## 2010 Guidance

(\$MM, except per share data)

	<u>Pro forma 2009</u>	<u>Guidance 2010</u>	<u>% Change</u>
<b>Revenues</b>	\$2,513	\$2,762	10%
<b>Adjusted EBITDA</b>	\$734	\$792	8%
<b>Core EPS</b>	\$5.16	\$6.00	16%

Affirming 2010 Guidance of \$6.00



# Alliance Data's Safe Harbor Statement and Forward-Looking Statements

This presentation may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements may use words such as "anticipate," "believe," "estimate," "expect," "intend," "predict," "project" and similar expressions as they relate to us or our management. When we make forward-looking statements, we are basing them on our management's beliefs and assumptions, using information currently available to us. Although we believe that the expectations reflected in the forward-looking statements are reasonable, these forward-looking statements are subject to risks, uncertainties and assumptions, including those discussed in our filings with the Securities and Exchange Commission.

If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may vary materially from what we projected. Any forward-looking statements contained in this presentation reflect our current views with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to our operations, results of operations, growth strategy and liquidity. We have no intention, and disclaim any obligation, to update or revise any forward-looking statements, whether as a result of new information, future results or otherwise.

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995: Statements in this presentation regarding Alliance Data Systems Corporation's business which are not historical facts are "forward-looking statements" that involve risks and uncertainties. For a discussion of such risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see "Risk Factors" in the Company's Annual Report on Form 10-K for the most recently ended fiscal year. Risk factors may be updated in Item 1A in each of the Company's Quarterly Reports on Form 10-Q for each quarterly period subsequent to the Company's most recent Form 10-K



# Financial Measures

In addition to the results presented in accordance with generally accepted accounting principles, or GAAP, the Company presents financial measures that are non-GAAP measures, such as constant currency financial measures, adjusted EBITDA, adjusted EBITDA margin, core earnings and core earnings per diluted share. These non-GAAP financial measures exclude costs associated with the terminated merger with affiliates of The Blackstone Group and other costs. The Company believes that these non-GAAP financial measures, viewed in addition to and not in lieu of the Company's reported GAAP results, provide useful information to investors regarding the Company's performance and overall results of operations. These metrics are an integral part of the Company's internal reporting to measure the performance of reportable segments and the overall effectiveness of senior management. Reconciliations to comparable GAAP financial measures are available in the accompanying schedules and on the Company's website. The financial measures presented are consistent with the Company's historical financial reporting practices. Core earnings and core earnings per diluted share represent performance measures and are not intended to represent liquidity measures. The non-GAAP financial measures presented herein may not be comparable to similarly titled measures presented by other companies, and are not identical to corresponding measures used in other various agreements or public filings.