

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>ValueAct Holdings, L.P.</u> _____ (Last) (First) (Middle) ONE LETTERMAN DRIVE BUILDING D, 4TH FLOOR _____ (Street) SAN FRANCISCO CA 94129 _____ (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) 10/28/2019					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person					

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	10/28/2019		S		2,000,000	D	\$101.5	1,707,646	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock	10/29/2019		J ⁽³⁾		1,500,000	A	⁽³⁾	3,207,646	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock	10/29/2019		S		1,830,000	D	\$102	1,377,646	I	See Footnotes ⁽¹⁾⁽²⁾

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Non-Voting Convertible Preferred Stock	⁽⁴⁾	10/29/2019		J ⁽³⁾		150,000		⁽⁵⁾	⁽⁶⁾	Common Stock	1,500,000	⁽³⁾	0	I	See Footnotes ⁽¹⁾⁽²⁾

1. Name and Address of Reporting Person* <u>ValueAct Holdings, L.P.</u> _____ (Last) (First) (Middle) ONE LETTERMAN DRIVE BUILDING D, 4TH FLOOR _____ (Street) SAN FRANCISCO CA 94129 _____ (City) (State) (Zip)		
1. Name and Address of Reporting Person* <u>ValueAct Capital Master Fund, L.P.</u> _____ (Last) (First) (Middle) ONE LETTERMAN DRIVE BUILDING D, 4TH FLOOR _____ (Street) SAN FRANCISCO CA 94129 _____ (City) (State) (Zip)		
1. Name and Address of Reporting Person*		

[VA Partners I, LLC](#)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE
BUILDING D, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ValueAct Capital Management, L.P.](#)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE
BUILDING D, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ValueAct Capital Management, LLC](#)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE
BUILDING D, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ValueAct Holdings II, L.P.](#)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE
BUILDING D, FOURTH FLOOR

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ValueAct Holdings GP, LLC](#)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE
BUILDING D, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

Explanation of Responses:

1. Each reporting person listed herein disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
2. The securities reported herein are held by ValueAct Capital Master Fund, L.P. and may be deemed to be indirectly beneficially owned by (i) VA Partners I, LLC as General Partner of ValueAct Capital Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P., (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P., (iv) ValueAct Holdings, L.P. as the majority owner of the membership interests of VA Partners I, LLC, (v) ValueAct Holdings II, L.P. as the sole owner of the membership interests of ValueAct Capital Management, LLC and as the majority owner of the limited partnership interests of ValueAct Capital Management, L.P., and (vi) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P. and ValueAct Holdings II, L.P.
3. On October 29, 2019 the Reporting Persons converted the previously disclosed 150,000 shares of Series A Non-Voting Convertible Preferred Stock to 1,500,000 shares of Common Stock.
4. The Nonvoting Preferred Stock is convertible into shares of Common Stock on a ten-for-one basis.
5. The Nonvoting Preferred Stock is convertible into shares of Common Stock immediately upon issuance.
6. The conversion of the Nonvoting Preferred Stock has no expiration date.

Remarks:

- The reporting persons herein may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. Each reporting person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by such reporting person. This report shall not be deemed an admission that such reporting person is a member of a group or the beneficial owner of any securities not directly owned by such reporting person.

[VALUEACT HOLDINGS, L.P.](#), 10/30/2019
By: [VALUEACT HOLDINGS](#)

GP, LLC, its General Partner,
By: /s/ Bradley E. Singer, Chief
Operating Officer

VALUEACT CAPITAL
MASTER FUND, L.P., By: VA
PARTNERS I, LLC, its General 10/30/2019
Partner, By: /s/ Bradley E.
Singer, Chief Operating Officer

VA PARTNERS I, LLC, By: /s/
Bradley E. Singer, Chief 10/30/2019
Operating Officer

VALUEACT CAPITAL
MANAGEMENT, L.P., By:
VALUEACT CAPITAL
MANAGEMENT, LLC, its 10/30/2019
General Partner, By: /s/ Bradley
E. Singer, Chief Operating
Officer

VALUEACT CAPITAL
MANAGEMENT, LLC, By: /s/ 10/30/2019
Bradley E. Singer, Chief
Operating Officer

VALUEACT HOLDINGS II,
L.P., By: VALUEACT
HOLDINGS GP, LLC, its 10/30/2019
General Partner, By: /s/ Bradley
E. Singer, Chief Operating
Officer

VALUEACT HOLDINGS GP,
LLC, By: /s/ Bradley E. Singer, 10/30/2019
Chief Operating Officer

** 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.