
UNITED STATES
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):

June 22, 2006

Alliance Data Systems Corporation

(Exact name of registrant as specified in its charter)

Delaware

001-15749

31-1429215

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

17655 Waterview Parkway, Dallas, Texas

75252

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(972) 348-5100

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing 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 (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 7.01 Regulation FD Disclosure.

On June 22, 2006, Alliance Data Systems Corporation issued a press release announcing that it has signed a five-year agreement to provide private label credit card services for Bealls Outlet Stores, Inc. and Burke's Outlet Stores, Inc. A copy of this press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release dated June 22, 2006 announcing a five-year agreement to provide private label credit card services for Bealls Outlet Stores, Inc. and Burke's Outlet Stores, Inc.

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, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Alliance Data Systems Corporation

June 22, 2006

By: *Edward J. Heffernan*

Name: Edward J. Heffernan

Title: Executive Vice President and Chief Financial Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated June 22, 2006 announcing a five-year agreement to provide private label credit card services for Bealls Outlet Stores, Inc. and Burke's Outlet Stores, Inc.

Contact: Alliance Data

Ed Heffernan
Analysts/Investors
972.348.5191
 eheff@alldata.net

Bealls Outlet Stores, Inc.

Bill Webster
 Director of Sales Promotion –Media
 941-744-4268
 billw@beallsinc.com

Shelley Whiddon – Media
972.348.4310
 swhiddon@alldata.net

**ALLIANCE DATA SIGNS MULTI-YEAR AGREEMENT
 WITH BEALLS AND BURKE’S OUTLET STORES**

DALLAS, Texas, June 22, 2006 – Alliance Data Systems Corporation (NYSE: ADS), a leading provider of transaction services, credit services and marketing services, today announced that it has signed a five-year agreement to provide private label credit card services for Bealls Outlet Stores, Inc. and Burke’s Outlet Stores, Inc. With annual combined sales of \$600 million, Bealls Outlet Stores and Burke’s Outlet Stores have a total of more than 500 stores in 14 states and are leading retailers of value priced apparel and accessories, as well as home furnishings. The stores feature apparel and footwear for the entire family, with an everyday low price format emphasizing name brands priced far below department store prices. The retail chain operates as Bealls Outlet stores in Arizona, Florida, and Georgia. The Burke’s Outlet name is used in North Carolina, South Carolina, Tennessee, Alabama, Mississippi, Louisiana, Arkansas, Texas, New Mexico, Nevada and California. A rapid expansion is underway with plans to open at least 40 new stores within the next 12 months.

Under terms of the agreement, Alliance Data will provide turnkey private label credit card services including account acquisition and activation; receivables funding; card authorization; private label credit card issuance; statement generation; remittance processing; customer service functions; and marketing services.

Paul Galizia, president of Bealls Outlet Stores and Burke’s Outlet Stores, said, “We view customer loyalty programs as a core component of our brand and marketing strategy, and a key driver of sales. We selected Alliance Data to provide our private label credit card services because their integrated credit and marketing solution is driven by consumer insights, resulting in customer relationships that are stronger and more profitable. In choosing Alliance Data, we have selected a proven partner whose credit and marketing tools, coupled with their extensive retail expertise, will help support our aggressive growth goals.”

“We are pleased to join in a partnership with Bealls Outlet Stores and Burke’s Outlet Stores, to help them meet their aggressive growth targets,” said Ivan Szeftel, president of Retail Services for Alliance Data. “Both Bealls and Burke’s have a very consumer-focused approach to their business, which aligns closely with Alliance Data’s approach of leveraging consumer insight to drive sales and increase customer loyalty. Through this private label credit card program, we look forward to helping further cultivate both retail brands and extend their market reach as they continue to grow.”

About Bealls Outlet Stores, Inc.

Bealls Outlet Stores and Burke’s Outlet Stores are a division of Beall’s Inc. Headquartered in Bradenton, FL where it was founded in 1915, the corporation is family and employee owned. Beall’s Inc. consists of 80 department stores in the state of Florida, and 500 outlet locations. Further information may be accessed at www.beallsinc.com.

About Alliance Data

Alliance Data (NYSE: ADS) is a leading provider of transaction services, credit services and marketing services, managing over 105 million consumer relationships for some of North America’s most recognizable companies. Alliance Data creates and manages customized solutions that change consumer behavior and that enable its clients to build stronger, mutually beneficial relationships with their customers. Headquartered in Dallas, Alliance Data employs approximately 8,000 associates at more than 40 locations worldwide. For more information about the company, visit its web site, www.AllianceDataSystems.com.

Alliance Data’s Safe Harbor Statement/Forward Looking Statements

This release 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 news release 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 press release 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.

