

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 18, 2019

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.)

3075 LOYALTY CIRCLE
COLUMBUS, OH 43219
(Address and Zip Code of Principal Executive Offices)

(614) 729-4000
(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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading symbol</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.01 per share	ADS	New York Stock Exchange

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

In connection with its succession planning responsibilities, on November 18, 2019, the Board of Directors (the “*Board*”) of Alliance Data Systems Corporation (the “*Company*”) announced the appointment of Ralph J. Andretta as the Company’s President, Chief Executive Officer and a member of the Company’s Board, in each case effective February 3, 2020. Mr. Andretta, 58, served most recently as the Managing Director and Head of US Cards for Citigroup where he has been employed in various roles since 2011. Mr. Andretta has also served in various executive roles at both Bank of America and American Express during his greater than 25-year career in the card industry.

Charles Horn, who transitioned from Executive Vice President and Chief Financial Officer to Executive Vice President and Vice Chairman of the Company in June 2019 and currently oversees the LoyaltyOne business, will serve as acting Chief Executive Officer of the Company during this interim period pending Mr. Andretta’s appointment. Melisa Miller, who has served as Alliance Data’s President and Chief Executive Officer since Ed Heffernan’s retirement in June 2019, stepped down from those positions and as a Director of the Company effective immediately but will continue to serve the Company in an advisory capacity. Material terms of Ms. Miller’s separation agreement will be disclosed when they are finalized.

Item 7.01 Regulation FD Disclosure.

On November 18, 2019, the Company issued a press release announcing the executive leadership changes set forth in Item 5.02 above. A copy of the Company’s press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

No. **Document Description**

[99.1](#) Press Release dated November 18, 2019.

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: November 18, 2019

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

**NEWS RELEASE****ALLIANCE DATA NAMES NEW PRESIDENT AND CEO**

- Veteran global financial executive Ralph Andretta will join Company as president and CEO effective early February 2020
- Andretta, 58, brings extensive card industry, operational and financial expertise with more than 25 years in global organizations Citi, American Express and Bank of America
- Alliance Data Vice Chairman Charles Horn to serve as acting CEO during interim period
- Previously announced guidance affirmed

COLUMBUS, Ohio, November 18, 2019 – Alliance Data Systems Corporation (NYSE: ADS), a leading global provider of data-driven marketing and loyalty solutions, today announced that Ralph Andretta has been named president and chief executive officer of the Company, effective February 3, 2020. Andretta joins Alliance Data from Citigroup, where he most recently served as managing director and head of its U.S. cards business. He succeeds Melisa Miller, who served in the role following the June 2019 retirement of long-time president and CEO Ed Heffernan. Mr. Andretta will also join the Alliance Data board of directors at the time he assumes the CEO role. Charles Horn, vice chairman of Alliance Data, will serve as acting CEO pending the effective date of Mr. Andretta’s appointment.

“As Alliance Data follows through on its business transformation, I want to thank Melisa Miller for her commitment and dedication to the Company and her invaluable contribution to the growth of our card business,” said Alliance Data Board Chairman Rob Minicucci.

“Today’s announcement reflects an opportunistic but carefully considered board decision. Earlier this year, the board initiated an executive search for a newly-created chief operating officer position. Consistent with board succession planning, the candidate selected as COO was intended to be positioned as successor to the Alliance Data CEO,” continued Minicucci. “As board members came to know Ralph Andretta and understand the breadth and depth of his card business experience, operational leadership strength and financial expertise, it became apparent that Ralph was an exceptional fit for the immediate strategic needs of Alliance Data and the interests of its investors, clients and associates. Hence, a decision was made by the full board to appoint Ralph as the Company’s new CEO. Pending Ralph’s arrival, Charles Horn will continue driving initiatives aimed at streamlining Alliance Data’s cost structure and operating model while overseeing the Company as acting CEO, and Melisa will serve in an advisory role during this interim period.”

Prior to his position as head of U.S. cards for Citi, Andretta held positions as head of loyalty, co-brand and product development for Citi. At Bank of America, he was a global affinity products and international card executive after spending 18 years with American Express, where Andretta's portfolio included the U.S. consumer card business, membership rewards, insurance sales and services, global internet sales and services, product development and re-engineering.

"I am both excited and honored to take on this new role with Alliance Data," said Ralph Andretta. "Having worked in many capacities across major financial institutions, I recognize the uniqueness of Alliance Data's business model, data-driven centricity and go-to-market approach. I appreciate the board's confidence in my abilities to lead the business, particularly during such an exciting, transformative time, and I look forward to working alongside the Company's talented associates across its lines of business to return to consistent, sustainable earnings growth."

The guidance provided in Alliance Data's third quarter earnings release on October 24, 2019, remains unchanged.

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 9,000 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

This release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements give our expectations or forecasts of future events and can generally be identified by the use of words such as “believe,” “expect,” “anticipate,” “estimate,” “intend,” “project,” “plan,” “likely,” “may,” “should” or other words or phrases of similar import. Similarly, statements that describe our business strategy, outlook, objectives, plans, intentions or goals also are forward-looking statements.

We believe that our expectations are based on reasonable assumptions. Forward-looking statements, however, are subject to a number of risks and uncertainties that could cause actual results to differ materially from the projections, anticipated results or other expectations expressed in this release, and no assurances can be given that our expectations will prove to have been correct. These risks and uncertainties include, but are not limited to, factors set forth in the Risk Factors section in our Annual Report on Form 10-K for the most recently ended fiscal year, which may be updated in Item 1A of, or elsewhere in, our Quarterly Reports on Form 10-Q filed for periods subsequent to such Form 10-K. Further risks and uncertainties include, but are not limited to, the impact of strategic initiatives on us or our business if any transactions are undertaken, and whether the anticipated benefits of such transactions can be realized as well as whether or when any share repurchases are completed.

Our forward-looking statements speak only as of the date made, and we undertake no obligation, other than as required by applicable law, to update or revise any forward-looking statements, whether as a result of new information, subsequent events, anticipated or unanticipated circumstances or otherwise.

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