
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):

July 31, 2008

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))
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Item 7.01 Regulation FD Disclosure.

On July 31, 2008, Alliance Data Systems Corporation issued a press release announcing that it has signed an agreement with Beall's Department Stores, Inc. to provide private label credit card services to more than 85 Beall's Department Stores throughout Florida and its e-commerce website www.beallsflorida.com. 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 July 31, 2008 announcing an agreement with Beall's Department 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

July 31, 2008

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 July 31, 2008 announcing an agreement with Beall's Department Stores, Inc.

Contact: Alliance Data
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ALLIANCE DATA SIGNS NEW LONG-TERM AGREEMENT WITH BEALL'S DEPARTMENT STORES, INC.

• Alliance Data to Provide Beall's Department Stores, Inc. Private Label Credit Card Services for its Multi-Channel Operations

DALLAS, Texas, July 31, 2008 — Alliance Data Systems Corporation (NYSE: ADS), a leading provider of loyalty and marketing solutions derived from transaction-rich data, today announced it has signed an agreement with Beall's Department Stores, Inc. to provide private label credit card services to more than 85 Beall's Department Stores throughout Florida and its e-commerce website www.beallsflorida.com. Headquartered in Bradenton, Fla., Beall's Department Stores is a leading retailer of brand name clothing and accessories for men, women and children, as well as specialty home goods and gourmet food.

Beall's Department Stores is a subsidiary of Beall's, Inc., which operates more than 560 retail stores in the South and West United States through its Beall's Department Stores, Beall's Outlet Stores and Burke's Outlet Stores brands – total annual sales exceed \$1 billion.

Under terms of the new agreement, Alliance Data will provide 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 to Beall's Department Stores.

In addition to today's announced new agreement with Beall's Department Stores, Alliance Data also provides private label credit card services for the Beall's, Inc. subsidiaries, Beall's Outlet Stores and Burke's Outlet Stores. Cardholders that have a Beall's Outlet card or the new Beall's Department Stores card may use both branded cards interchangeably across both chains.

"The Florida lifestyle is reflected in all facets of our organization and serving the Beall's customer is our singular priority," said Daniel Love, chief financial officer for Beall's, Inc. "Through Alliance Data's industry expertise and support systems, Beall's will now be able to offer benefits including expanded reward offerings, more payment and credit options along with targeted discount offers. This will further enhance the shopping experience for existing customers and should help to generate new accounts. We believe the association with Alliance Data will help us to build long-term rewarding relationships with our Beall's credit card customers."

"We are pleased about our new relationship with Beall's Department Stores," said Ivan Szeftel, president of Alliance Data's Retail Services. "We are equally excited that this announcement is indicative of a much deeper relationship with Beall's, Inc. as we are now providing solutions for all of their brands. We're confident in our ability to deliver integrated credit and marketing services that result in increased sales, and stronger, more loyal customers that frequent the brand more often."

About Beall's Department Stores, Inc.

Beall's Department Stores, Inc. (a subsidiary of Beall's, Inc.) operates over 85 stores in Florida and specializes in apparel and footwear for men, women and children, and gifts and housewares for the Florida lifestyle. Since its modest beginnings in 1915, Beall's Department Store has grown to be a major employer in the State of Florida as well as a valued asset to all the communities it serves. Beall's Department Stores' principal operating strategy is to grow the corporation through the reinvestment of its profits. A long history of strong ethical values and commitment to customers, employees and community has earned the company trust and respect in the marketplace.

Beall's, Inc. is the parent company of Beall's Department Stores, Beall's Outlet Stores, and Burke's Outlet Stores. The Company, through its subsidiaries, has annual sales exceeding one billion dollars. For more information about Beall's Department Stores or Beall's, Inc., please visit their website, www.beallsinc.com.

About Alliance Data

Alliance Data (NYSE: ADS) is a leading provider of marketing, loyalty and transaction services, managing over 120 million consumer relationships for some of North America's most recognizable companies. Using transaction-rich data, Alliance Data creates and manages customized solutions that change consumer behavior and that enable its clients to create and enhance customer loyalty to build stronger, mutually beneficial relationships with their customers. Headquartered in Dallas, Alliance Data employs over 9,000 associates at more than 60 locations worldwide. Alliance Data's brands include AIR MILES®,

North America's premier coalition loyalty program, and Epsilon®, a leading provider of multi-channel, data-driven technologies and marketing services. For more information about the Company, visit its website, www.AllianceData.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 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. These risks, uncertainties and assumptions include those made with respect to and any developments related to the termination of the proposed merger with an affiliate of The Blackstone Group, including risks and uncertainties arising from actions that the parties to the merger agreement or third parties may take in connection therewith. 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.

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