

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):
April 24, 2013

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.)

7500 DALLAS PARKWAY, SUITE 700
PLANO, TEXAS 75024
(Address and Zip Code of Principal Executive Offices)

(214) 494-3000
(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

ITEM 7.01. Regulation FD Disclosure

Attached as Exhibit 99.1 is a 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

Exhibit No. Document Description

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: April 24, 2013

By: /s/ Charles L. Horn
Charles L. Horn
Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit No. **Document Description**

99.1 Investor Presentation Materials.

Alliance Data Company Overview NYSE: ADS



Second Quarter 2013
Investor Presentation



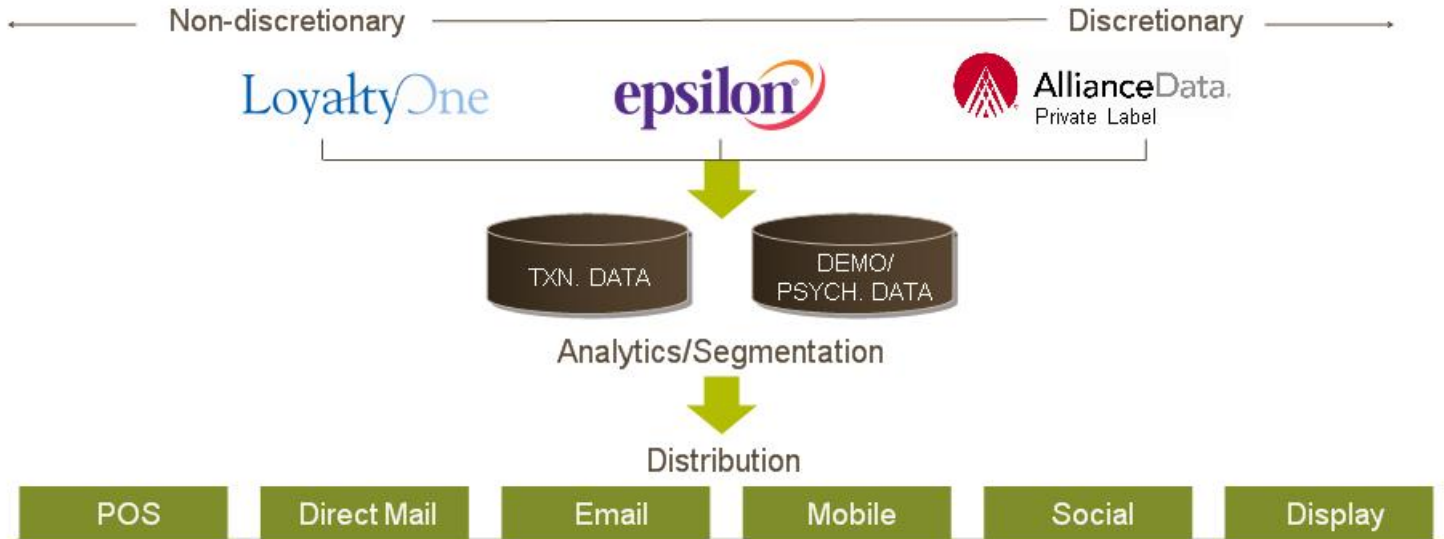
\$400 Billion Opportunity

Opportunity:

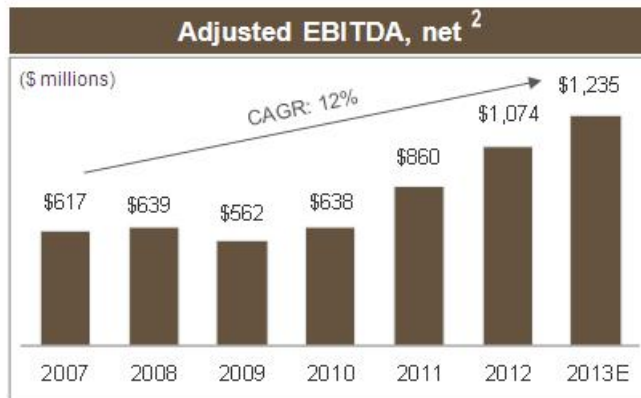
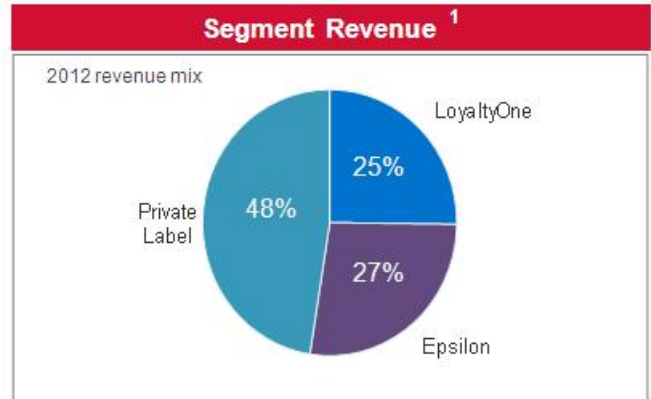
- \$400 Billion in North American marketing spend expected by 2016
- Over half has shifted to data-enabled, multi-channel direct marketing

Alliance Data:

- The largest and most comprehensive provider of transaction-based marketing and loyalty solutions
- Three businesses → same focus



Financial Snapshot



¹ Segment revenue exclude corporate and eliminations.

² Adjusted EBITDA values are net of discontinued operations and credit card funding costs. Note: 2013E reflects annual guidance.





Business Segment Review



LoyaltyOne

- LoyaltyOne has two coalition loyalty programs: the AIR MILES® Reward Program in Canada and the dotz joint venture in Brazil
- A coalition loyalty program allows Collectors to earn points for their every day shopping across a wide range of retail brands and categories
- All points accumulate in a *single* account so the Collectors can redeem sooner and more often
 - In the US, a consumer has *separate* loyalty accounts with retailers, airlines, hotels, etc.
- Program is payment-method-neutral and provides 360-degree customer view
- Collectors have hundreds of rewards options and stay loyal to coalition retail partners in order to continue earning
- Each retail partner has some level of category or geographic exclusivity

Major Coalition Loyalty Programs



Reliability & Visibility

Total Marketing Spend - Canada

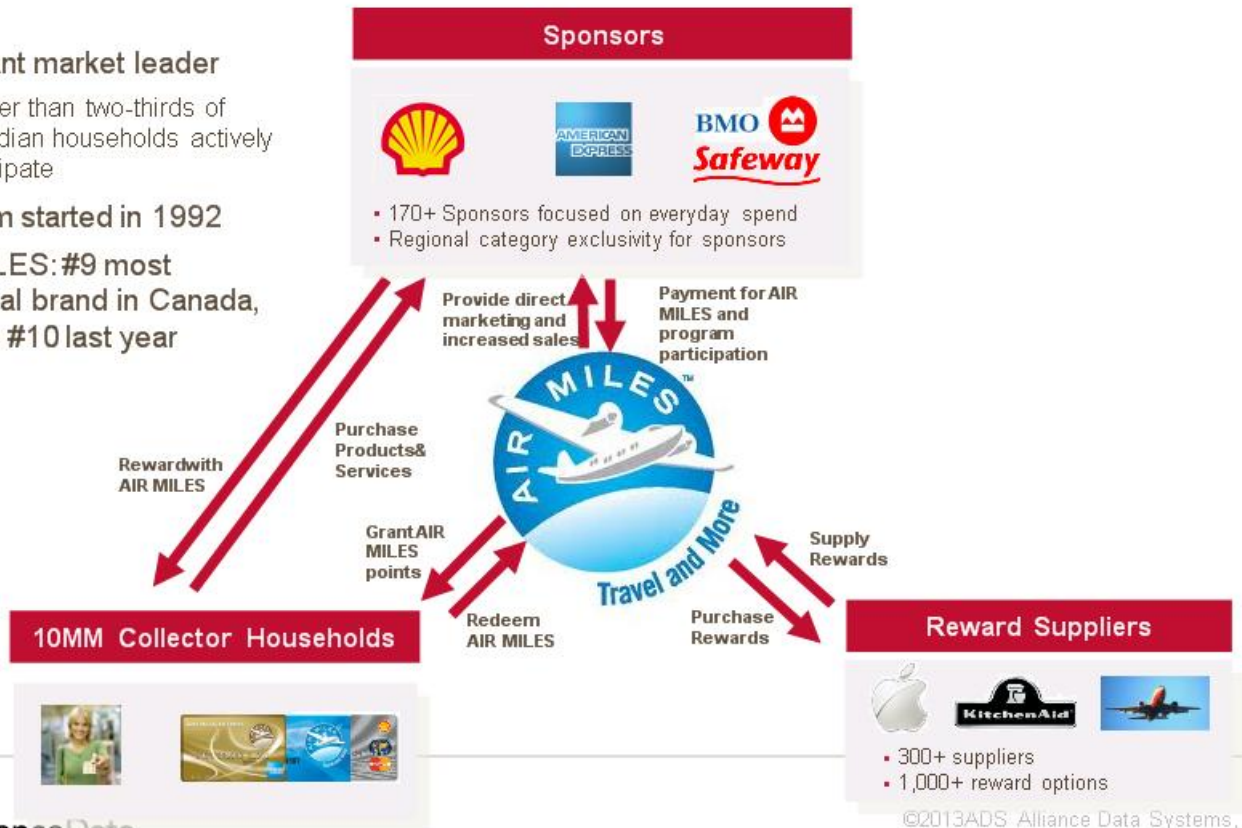


\$23 bn
+3% CAGR

LoyaltyOne AIR MILES Reward Program(Canada) Overview

Alliance Data provides all customer service, communication and reward and redemption management

- Dominant market leader
 - Greater than two-thirds of Canadian households actively participate
- Program started in 1992
- AIR MILES: #9 most influential brand in Canada, up from #10 last year



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Marketing Database
Design • Development • Hosting

Digital & Interactive
Email Service Provider
Web design & hosting
Real-time decision support

Loyalty Management
Technology platforms & Program
Strategy Services

Data Processing Services
CDI/PDI
Data Hygiene
NCOA, PCOA, M/P



Demographics
115 million HH, 225 million individuals
with 31 different sources

Financials
HH Income, Credit Card Capacity,
Financials Stress Indicators, Home
Value, NetWorth

Lifestyles
Self-reported lifestyles & Interacts
from 40 million consumers

Market Activity
Online and Offline purchase
Information, with details RFM data
For 60 million+ HH

Triggers
Behavioral data w/ life event and life
stage triggers, + purchase propensity

Digital Engagement
Websites, Microsites & Custom Landing
Pages, Email & Mobile Campaigns,
Social & Word-of-mouth Programs,
Online Communities

Direct Response
Concept-to-Mailbox Campaigns,
Web-to-print Technology,
Database Management & In-house Lettershop

**Strategic Consulting & Advanced
Analytics**
Program Strategies, Investment Justification,
Implementation Road Maps, Customer
Segmentation, ROI Analytics, Predictive Modeling
& Marketing Mix Modeling

Creative Services
Strategic Thinking, Creative Ideation,
Copywriting, Art Direction, Digital
Design & Production

**Consumer Promotions
& Events**
Loyalty & Continuity Programs,
Partnerships & Sponsorships, In-Store
Marketing, Mobile Tours, Guerrilla
Marketing & Sampling, Events

Hispanic Marketing
Consumer Promotions, Direct, Digital
& Experiential Marketing

Total Marketing Spend - US



\$381 bn
+3% CAGR

- Mix Shift on Marketing Spend:
 - Away from **traditional** media
 - To ROI-based **digital** marketing
- Overall marketing spend: **+3% CAGR through 2015**
- But digital marketing spend: **+19% CAGR through 2015**
- **Epsilon** provides end-to-end, integrated, digital solutions

Innovation & Growth





Know more.
Sell more.®

- Why do Retailers prefer Alliance Data's private label card?
 - Transaction-level data for deeper understanding of customers
 - Reach their customers in meaningful ways with relevant, tailored offers
 - Replace broad, untargeted campaigns with targeted communication strategy
 - Enhance Consumer Loyalty and Marketing ROI
- Who are the Industry Leaders?

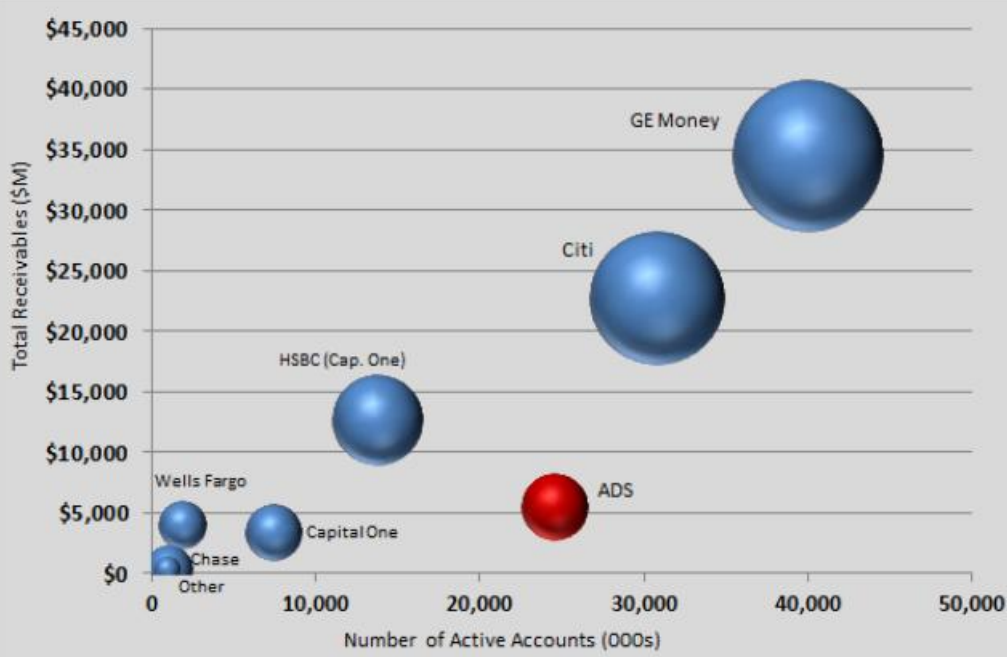
Non-Bank Issuer	{	<ul style="list-style-type: none"> • Alliance Data Private Label <ul style="list-style-type: none"> • 3rd largest overall (largest non-bank) third-party based on number of accounts • <i>Focused on specialty retailers (i.e. apparel) who value exceptional customer service</i>
Bank Issuers	{	<ul style="list-style-type: none"> • GE Money, Citi, Capital One (acquired HSBC's portfolio), Chase, Wells Fargo <ul style="list-style-type: none"> • <i>Focused on bigger-ticket retailers like electronics and home hardware</i>
- Who are our Customers?
 - National and regional retailers across the US
 - Victoria's Secret, Ann Taylor, J. Crew, Pottery Barn, Bon-Ton, Pier 1 and others

The Key Ingredient to a Successful and Loyal Customer Relationship



Private Label's Market Position

Bubbles represent share of private label credit card sales



Source: The Nilson Report, 2012 (Capital One acquisition of HSBC finalized in May, 2012)

Private Label's Strategic Niche

- The only sizable non-bank, marketing-services focused firm
- High number of active accounts
 - Repeat Customers, not one-time big ticket purchasers
 - Recent 2013 wins including Barneys New York and Caesars Entertainment
- Lower total receivables due to focusing on specialty retailers
- Collection risk minimized via lowest average balance per active account among peers



Financial Model

- ① Focus on Organic Growth
2012 and 2013e: high-single digits → 3x real GDP
- ② Double Digit EPS Growth
Minimal CAPEX and solid operating leverage
- ③ Robust and Growing Free Cash Flow
\$720 million guidance for 2013, up 15 percent from 2012
- ④ Additional Growth via Modest M&A
- ⑤ Additional Cash Flow Dedicated to Share Repurchases
Over \$120 million spent year-to-date
- ⑥ Track Record of Growth, Consistency and Visibility
48 quarters

ADS 2013 Guidance

(\$MM, exception per share)

	2011		2012		2013	
Avg. Share Price	\$90		\$130		\$158 (assumed)	
Revenue	\$3,173	+14%	\$3,641	+15%	\$4,250	+17%
Core Earnings	\$441	+35%	\$559	+27%	\$640	+14%
Diluted Shares	57.8		64.1		65.7	
Core EPS	\$7.63	+30%	\$8.71	+14%	\$9.75	+12%
Economic Core EPS*	\$8.30		\$10.06		\$11.09	
*excludes phantom shares of:	4.6		8.6		8.0	



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,” “continue,” “could,” “estimate,” “expect,” “intend,” “predict,” “project,” “would” 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, except as required by law.

“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, adjusted EBITDA net of funding costs, core earnings and core earnings per diluted share (core EPS). 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.