

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):
January 17, 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
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Item 7.01 Regulation FD Disclosure.

On January 17, 2013, Alliance Data Systems Corporation issued a press release announcing that its Epsilon business has signed a multiyear agreement with Road Scholar, a not-for-profit organization providing adults with educational travel opportunities around the globe. A copy of this 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 January 17, 2013

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: January 17, 2013

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

EXHIBIT INDEX

**Exhibit
No.**

Document Description

99.1 Press release dated January 17, 2013

**AllianceData****epsilon****NEWS RELEASE****Contact:****Alliance Data**

Julie Prozeller – Analysts/Investors
FTI Consulting
212-850-5721
alliancedata@fticonsulting.com

Epsilon

Jessica Nable – Media
212.457.7135
jnable@epsilon.com

Shelley Whiddon – Media

214-494-3811
shelley.whiddon@alliancedata.com

NOT-FOR-PROFIT EDUCATIONAL TRAVEL LEADER ROAD SCHOLAR SELECTS EPSILON FOR DATABASE MARKETING SERVICES***Epsilon to Host Comprehensive Marketing Database in Support of Campaign Execution Across Marketing Channels***

DALLAS, Texas (Jan. 17, 2013) – Road Scholar, a not-for-profit organization providing adults with educational travel opportunities around the globe, has signed a new multiyear agreement with Epsilon, an Alliance Data (NYSE: ADS) company. Epsilon will host Road Scholar’s marketing database of millions of educational traveler and donor records to enable more effective communications across marketing channels including direct mail and email.

Road Scholar’s mission is to inspire adults to learn, discover and travel. Their learning adventures engage expert instructors, provide extraordinary access, and stimulate discourse and friendship among people for whom learning is the journey of a lifetime. Since inception, more than 5 million people have enrolled in their 6,500 iconic educational adventures offered annually in 50 states and 150 countries around the world. Road Scholar educational adventures are created by Elderhostel, Inc., the not-for-profit world leader in lifelong learning since 1975.

Under the terms of the new multiyear agreement, Epsilon will develop and host a robust marketing database containing millions of participants, inquirers and donors. The database will support marketing campaign execution through channels such as direct mail and email in an effort to reach targeted Road Scholar households with relevant information. Road Scholar relies on hundreds of marketing campaigns each year to reach its core audience including communications such as newsletters, catalogs, emails and triggered messages based on specific actions. The database that Epsilon is providing will streamline these efforts and help Road Scholar improve communications through better segmentation and targeting.

“Epsilon is a leader in the database marketing space with extensive knowledge of both the nonprofit and travel industries and we are confident that they will help us achieve our goals,” said Mei Jones, director of customer relationship management at Road Scholar. “We are focused on improving our customer contact strategy and the right platform and partner will be essential to these efforts. As we strive to build more meaningful relationships with our participants by delivering valuable and timely information, the database infrastructure hosted by Epsilon will fuel these connections and uncover new opportunities for our organization.”

“From our earliest days as a marketing company, Epsilon has served nonprofit and travel organizations. Our newest client, Road Scholar, blends our passion and expertise for both of these industries,” said Bryan Kennedy, chief executive officer of Epsilon. “The educational-oriented travel programs that Road Scholar hosts are truly exceptional, uncovering not only new exciting destinations but also insightful knowledge about unique locations. By investing in their database technology, Road Scholar is committing to more relevant and insightful conversations with travelers.”

About Epsilon

Epsilon is the global leader in delivering direct-to-customer connections that drive business performance. Epsilon's integrated solutions leverage the power of rich transactional and demographic marketing data, strategic insights, analytics, award-winning creative and robust digital and database marketing technologies to connect brands with consumers both online and offline, increasing engagement to generate measurable marketing outcomes. Founded in 1969, Epsilon works with over 2,000 global clients and employs nearly 4,800 associates in 61 offices worldwide. For more information, visit www.epsilon.com, follow us on Twitter [@EpsilonMktg](https://twitter.com/EpsilonMktg) or call 1.800.309.0505.

About Road Scholar

Not-for-profit Road Scholar's mission is to inspire adults to learn, discover and travel. Our learning adventures engage expert instructors, provide extraordinary access, and stimulate discourse and friendship among people for whom learning is the journey of a lifetime. Since inception, more than 5 million people have enrolled in our 6,500 iconic educational adventures offered annually in 50 states and 150 countries around the world.

Road Scholar educational adventures are created by Elderhostel, Inc., the not-for-profit world leader in lifelong learning since 1975. To learn more, please visit our website at www.roadscholar.org/press.

About Alliance Data

Alliance Data® (NYSE: ADS) and its combined businesses is North America's largest and most comprehensive provider of transaction-based, 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 other emerging technologies. Headquartered in Dallas, Alliance Data and its three businesses employ approximately 11,000 associates at more than 70 locations worldwide.

Alliance Data consists of three businesses: Alliance Data Retail Services, a leading provider of marketing-driven credit solutions; Epsilon®, a leading provider of multichannel, data-driven technologies and marketing services; and LoyaltyOne®, which owns and operates the AIR MILES® Reward Program, Canada's premier coalition loyalty program. For more information about the company, visit our web site, www.AllianceData.com, or you can follow us on Twitter at www.Twitter.com/AllianceData.

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. 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.

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