
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):

August 21, 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 August 21, 2008, Alliance Data Systems Corporation issued a press release announcing that it has signed a multi-year agreement with Southern Pipe & Supply Company, Inc. to provide a turnkey commercial private label credit card program. 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 August 21, 2008 announcing an agreement with Southern Pipe & Supply Company, 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

August 21, 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 August 21, 2008 announcing an agreement with Southern Pipe & Supply Company, Inc.

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**ALLIANCE DATA SIGNS MULTI-YEAR AGREEMENT WITH
 LEADING WHOLESALER OF PLUMBING, HEATING AND AIR-CONDITIONING MATERIALS**

Alliance Data to provide commercial private label credit card program for Southern Pipe & Supply Co., Inc.

DALLAS, Texas, Aug. 21, 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 a multi-year agreement with Southern Pipe & Supply Company, Inc. (Southern Pipe) to provide a turnkey commercial private label credit card program. Southern Pipe is one of the nation's largest privately held, independent wholesalers of plumbing and heating and air-conditioning materials with customers ranging from individual residential home owners to contractors, and large commercial real estate and hotel properties. Southern Pipe operates in more than 90 locations in Mississippi, Alabama, Arkansas, Georgia, Louisiana, Florida, and Tennessee.

Under terms of the agreement, Alliance Data will provide a full suite of services for Southern Pipe including account acquisition and activation, receivables funding, card authorization, card issuance, statement generation, marketing services, remittance processing, and customer service functions.

Each contractor applicant will be reviewed by a unique group within Alliance Data using its own proprietary business credit underwriting practices. The program will be offered to contractors who meet Alliance Data's traditional credit quality standards and provides a vehicle for them to purchase materials and supplies using a one-stop solution that also includes incentives toward rewards.

“Southern Pipe is excited to introduce this new private label credit program to our small-business customers; it demonstrates our commitment to their business success. This program will deliver speed and convenience, and reward them for their ongoing patronage,” said Kevin Giles, Corporate Credit Manager for Southern Pipe & Supply Co., Inc. “Alliance Data is the ideal partner for these services based on their extensive experience in providing both consumer and commercial private label credit card programs. Their customer care philosophy and practices are superior, and nicely align with our company's own approach.”

“Alliance Data is pleased to sign Southern Pipe as a new client and is looking forward to a successful launch of their private label program this fall,” said Ivan Szeftel, president of Alliance Data's Retail Services. “We are committed to providing a solution that helps Southern Pipe grow their business while offering a program that meets the needs of their diverse customer base. We look forward to working with them and developing a strong business partnership.”

About Southern Pipe & Supply Co., Inc.

Southern Pipe & Supply Company is one of the nation's largest privately held, independent wholesalers of plumbing and heating and air-conditioning materials. A family-owned business headquartered in Meridian, Mississippi, Southern Pipe operates more than ninety locations in Mississippi, Alabama, Arkansas, Georgia, Louisiana, Florida, and Tennessee. The company also operates Southern Supply branches featuring expanded product lines. Southern Pipe carries a full line of products from the world's most respected manufacturers, including Kohler, Delta Faucets, Rheem water heaters, Armstrong heating and air conditioning, and other industry leaders. Southern Pipe is large enough to offer a wide selection and competitive prices, yet small enough to be flexible and respond quickly to customer needs. The company handles jobs of every size, from projects as small as individual kitchens and baths to commercial jobs as large as the Ritz-Carlton New Orleans, Biloxi's Beau Rivage Hotel Casino and the Hard Rock Hotel Casino. Founded in 1938, the company was built on a tradition of superior service that remains a Southern Pipe hallmark. The Southern Pipe difference is a commitment to personal, unmatched service backed by more than sixty-five years experience and the industry's most knowledgeable experts. For more information about the Company, visit its website www.SouthernPipe.com.

About Alliance Data

Alliance Data (NYSE: ADS) is a leading provider of loyalty and marketing solutions derived from transaction-rich data. The Company manages more than 107 million consumer relationships for some of North America's most recognizable companies. Through the creation and deployment of customized solutions that change consumer behavior, Alliance Data enables its clients to create and enhance customer loyalty to build stronger, mutually beneficial relationships with their customers. Headquartered in Dallas, Alliance Data employs approximately 7,000 associates at more than 50 locations worldwide. Alliance Data's businesses include integrated credit and marketing solutions; 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 web site, 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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