

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):
May 27, 2021

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 (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))

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

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.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 27, 2021, Alliance Data Systems Corporation's (the "Company") Annual Meeting was held in a virtual-only format. A total of 42,096,255 shares of the Company's common stock were present or represented by proxy at the Annual Meeting, representing approximately 84.66% of the Company's shares outstanding as of March 31, 2021, the record date set for the Annual Meeting. The matters voted on at the Annual Meeting and the results for each matter were as follows:

(a) Each of Ralph J. Andretta, Roger H. Ballou, John C. Gerspach, Jr., Karin J. Kimbrough, Rajesh Natarajan, Timothy J. Theriault, Laurie A. Tucker and Sharen J. Turney was elected as a director of the Company to serve until the 2022 annual meeting of stockholders.

Ralph J. Andretta

36,698,746	For
166,663	Against
27,083	Abstain
5,203,763	Broker Non-Votes

Roger H. Ballou

34,013,558	For
2,850,992	Against
27,942	Abstain
5,203,763	Broker Non-Votes

John C. Gerspach, Jr.

36,810,191	For
56,173	Against
26,128	Abstain
5,203,763	Broker Non-Votes

Karin J. Kimbrough

34,769,646	For
2,096,662	Against
26,184	Abstain
5,203,763	Broker Non-Votes

Rajesh Natarajan

36,757,435	For
110,019	Against
25,038	Abstain
5,203,763	Broker Non-Votes

Timothy J. Theriault

36,408,318	For
457,430	Against
26,744	Abstain
5,203,763	Broker Non-Votes

Laurie A. Tucker

34,286,887	For
2,580,179	Against
25,426	Abstain
5,203,763	Broker Non-Votes

Sharen J. Turney

33,602,501	For
3,265,127	Against
24,864	Abstain
5,203,763	Broker Non-Votes

(b) Executive compensation was approved, on an advisory basis, by the Company's stockholders.

29,884,506	For
6,902,550	Against
105,436	Abstain
5,203,763	Broker Non-Votes

(c) The selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2021 was ratified by the Company's stockholders.

38,400,653	For
3,657,436	Against
38,166	Abstain

Item 7.01 Regulation FD Disclosure.

On June 1, 2021, the Company issued a press release announcing the election of Karin J. Kimbrough to its board of directors. 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 June 1, 2021.

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: June 1, 2021

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

Alliance Data Stockholders Elect Karin Kimbrough to Board of Directors

Company's multi-year board refreshment plan continues to enhance diversity of knowledge, skills, gender, race/ethnicity and experience

COLUMBUS, Ohio, June 1, 2021 /PRNewswire/ -- Alliance Data Systems Corporation (NYSE: ADS) a leading global provider of data-driven marketing, loyalty and payment solutions, has announced the election of Karin J. Kimbrough to its board of directors. Ms. Kimbrough was elected at the Company's Annual Meeting of Stockholders, held Thursday, May 27, along with nominees Ralph J. Andretta, Roger H. Ballou, John C. Gerspach, Jr., Rajesh Natarajan, Timothy J. Theriault, Laurie A. Tucker and Sharen J. Turney, each of whom served as Alliance Data directors during the 2020-2021 term. As an independent director, Ms. Kimbrough will serve on the compensation and risk committees, bringing decades of experience in business strategy, financial stability monitoring and risk mitigation strategies. She currently serves as chief economist at LinkedIn Corporation.

"As part of Alliance Data's ongoing board refreshment plan, I am pleased to announce the addition of Karin Kimbrough to the board of directors," said Ralph Andretta, president and chief executive officer, Alliance Data. "As we continue to demonstrate sound corporate governance and oversight during our exciting business transformation, Ms. Kimbrough complements the composition of our board, bringing a tremendous range of skills and expertise that align with our efforts to further expand the breadth of proficiencies, experience and perspectives represented on our board."

Ms. Kimbrough's qualifications include executive-level experience as an economist focused on consumer trends, financial and capital markets, as well as expertise in financial stability risk assessments. Her industry prowess will further elevate Alliance Data's focus on high-caliber board leadership, with directors from a variety of industries providing critical oversight of the Company, including its business transformation strategy and execution. Her extensive background across the banking and financial services industries, among others, will benefit Alliance Data's business and overall board governance.

With more than 20 years of experience, Ms. Kimbrough began her tenure with Morgan Stanley as an economist and strategist in 2000, followed by various roles in financial stability market monitoring, investment strategy and treasury in her positions at the Federal Reserve Bank of New York, Bank of America and Google.

Ms. Kimbrough holds a doctorate in economics from the University of Oxford, as well as a master's degree in public policy from Harvard University and a bachelor's degree in economics from Stanford University.

About Alliance Data

Alliance Data® (NYSE: ADS) is a leading provider of data-driven marketing, loyalty and payment solutions serving large, consumer-based industries. The Company creates and deploys customized solutions that measurably change consumer behavior while driving business growth and profitability for some of today's most recognizable brands. Alliance Data helps its partners create and increase customer loyalty across multiple touch points using traditional, digital, mobile and emerging technologies. A FORTUNE 500 and S&P MidCap 400 company headquartered in Columbus, Ohio, Alliance Data consists of businesses that together employ approximately 8,000 associates at more than 45 locations worldwide.

Alliance Data's Card Services business is a comprehensive provider of market-leading private label, co-brand, general purpose and business credit card programs, digital payments, including Bread®, and Comenity-branded financial services. 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. More information about Alliance Data can be found at www.AllianceData.com.

Follow Alliance Data on Twitter, Facebook, LinkedIn, Instagram and YouTube.

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. Examples of forward-looking statements include, but are not limited to, statements we make regarding, and the guidance we give with respect to, our anticipated operating or financial results, initiation or completion of strategic initiatives including the proposed spinoff of our LoyaltyOne segment, future dividend declarations, and future economic conditions, including, but not limited to, fluctuation in currency exchange rates, market conditions and COVID-19 impacts related to relief measures for impacted borrowers and depositors, labor shortages due to quarantine, reduction in demand from clients, supply chain disruption for our reward suppliers and disruptions in the airline or travel industries.

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. 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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