

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):
June 9, 2020

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 June 9, 2020, Alliance Data Systems Corporation's (the "Company") Annual Meeting was held in a virtual-only format. A total of 39,785,603 shares of the Company's common stock were present or represented by proxy at the Annual Meeting, representing approximately 83.54% of the Company's shares outstanding as of April 13, 2020, 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., Rajesh Natarajan, Timothy J. Theriault, Laurie A. Tucker and Sharen J. Turney was elected as a director of the Company to serve until the 2021 annual meeting of stockholders.

Ralph J. Andretta

34,587,853	For
144,243	Against
30,776	Abstain
5,022,731	Broker Non-Votes

Roger H. Ballou

32,864,387	For
1,818,810	Against
79,675	Abstain
5,022,731	Broker Non-Votes

John C. Gerspach, Jr.

34,583,498	For
147,365	Against
32,009	Abstain
5,022,731	Broker Non-Votes

Rajesh Natarajan

33,539,872	For
1,190,055	Against
32,945	Abstain
5,022,731	Broker Non-Votes

Timothy J. Theriault

33,549,688	For
1,181,576	Against
31,608	Abstain
5,022,731	Broker Non-Votes

Laurie A. Tucker

32,433,256	For
2,297,108	Against
32,508	Abstain
5,022,731	Broker Non-Votes

Sharen J. Turney

32,551,353	For
2,179,210	Against
32,309	Abstain
5,022,731	Broker Non-Votes

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

32,803,807	For
1,929,481	Against
29,584	Abstain
5,022,731	Broker Non-Votes

(c) The 2020 Omnibus Incentive Plan was approved by the Company's stockholders.

33,686,171	For
1,049,214	Against
27,487	Abstain
5,022,731	Broker Non-Votes

(d) The selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2020 was ratified by the Company's stockholders.

37,340,767	For
2,370,597	Against
74,239	Abstain

Item 7.01 Regulation FD Disclosure.

On June 10, 2020, the Company issued a press release announcing changes 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

<u>Exhibit No.</u>	<u>Document Description</u>
99.1	Press release dated June 10, 2020.
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 10, 2020

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



**ALLIANCE DATA STOCKHOLDERS ELECT JOHN C. GERSPACH, JR. AND
RAJESH NATARAJAN TO BOARD OF DIRECTORS**

*Company announces election of new directors, appointment of new board chairman, and departure of
three directors as part of ongoing board refreshment plan*

COLUMBUS, Ohio, June 10, 2020 – Alliance Data Systems Corporation (NYSE: ADS), a leading global provider of data-driven marketing, loyalty and payment solutions, today announced changes to its board of directors. These include the election of new board members John C. Gerspach, Jr. and Rajesh “Nat” Natarajan, as well as the appointment of long-standing director Roger H. Ballou as board chair. The changes were announced at the Company’s Annual Meeting of Stockholders, held yesterday. Long-time directors Bruce K. Anderson, Kenneth R. Jensen and former chairman Robert A. Minicucci completed their board service and did not stand for re-election.

“As part of Alliance Data’s ongoing board refreshment plan, the board is purposefully and continually committed to aligning its composition to reflect the needs of our evolving business and expectations of our stakeholders,” said Ralph Andretta, president and chief executive officer of Alliance Data. “I am pleased with the progress we have made to diversify our board across various criteria including critical skills, expertise, industry experience, gender and ethnicity, and tenure -- all of which form the underpinnings of solid board representation necessary for effective and responsible corporate governance and oversight of our business.

“To that end, I am excited to welcome Mr. Gerspach and Mr. Natarajan to our board of directors, as each brings tremendous skills, experience and expertise that align with Alliance Data’s evolved business, complementing the breadth of competencies and perspectives of our returning directors.” Andretta concluded, “I enthusiastically welcome and look forward to working with Nat and John, as well as continuing to work with long-time director and newly-appointed board chair Roger Ballou, and the rest of the independent directors as we continue to provide oversight and stewardship of the Company’s transformation and future-focused business strategy.”

Mr. Gerspach joins the board after most recently serving as the chief financial officer of Citigroup, Inc. (2009-19). He began his tenure with Citigroup in 1990, holding a variety of roles in audit, accounting, risk management and international operations. Recommended to the Alliance Data board’s nominating and corporate governance committee by executive management, Mr. Gerspach’s executive-level experience in the banking and financial services industry provides significant bench strength to Alliance Data. Mr. Gerspach will chair the board’s audit committee and serve as a member of the risk committee.

Recommended to the board's nominating and corporate governance committee by a third-party search firm, Mr. Natarajan has served as the executive vice president and chief product and technology officer for Ancestry.com since February 2017. Prior to joining Ancestry.com, he served as senior vice president and chief information security and fraud officer at Intuit, Inc. (2014-17), and was the vice president, platform engineering and operations at PayPal Holdings, Inc. (2006-14). Mr. Natarajan's executive experience in information technology, cybersecurity, engineering, operations and product development brings a diversified, digital-focused skill set to the board. Mr. Natarajan will serve on the nominating and corporate governance committee as well as the risk committee.

Alliance Data would like to acknowledge and thank departing directors Bruce Anderson, Ken Jensen and Rob Minicucci for their valuable leadership and years of service to the Company.

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. An S&P 500 and FORTUNE 500 company headquartered in Columbus, Ohio, Alliance Data consists of businesses that together employ over 8,500 associates at more than 50 locations worldwide.

Alliance Data's Card Services business is a provider of market-leading private label, co-brand, and business credit card programs. 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, completion of strategic initiatives, 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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