

---

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):

February 28, 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))
-

**Item 7.01 Regulation FD Disclosure.**

On February 28, 2008, Alliance Data Systems Corporation issued a press release announcing that IHG (InterContinental Hotels Group) has signed a multi-year renewal agreement as a sponsor in Alliance Data's Canadian AIR MILES® Reward 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 February 28, 2008 announcing a multi-year renewal agreement with IHG (InterContinental Hotels Group).

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, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Alliance Data Systems Corporation

February 28, 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 February 28, 2008 announcing a multi-year renewal agreement with IHG (InterContinental Hotels Group).

**Contact: Alliance Data**  
**Ed Heffernan**  
**Analysts/Investors**  
**972.348.5191**  
**Ed.Heffernan@alliancedata.com**

**Shelley Whiddon – Media**  
**972.348.4310**  
**Shelley.Whiddon@alliancedata.com**

**Priority Club Rewards — IHG**  
**Stephen Boggs**  
**Senior Manager, Corporate Communications**  
**InterContinental Hotels Group**  
**Stephen.Boggs@ihg.com**  
**770.604.5793**

**ALLIANCE DATA’S CANADIAN LOYALTY BUSINESS SIGNS  
 MULTI-YEAR RENEWAL AGREEMENT WITH INTERCONTINENTAL HOTEL GROUP (IHG)**

***Agreement Extends Long-Standing Relationship with Leading Global Hotel Group***

**DALLAS, Texas (Feb. 28, 2008)** — Alliance Data Systems Corporation (NYSE: ADS), a leading provider of loyalty and marketing solutions derived from transaction-rich data, today announced that IHG (InterContinental Hotels Group) has signed a multi-year renewal agreement as a sponsor in Alliance Data’s Canadian AIR MILES® Reward Program. A sponsor since 1994, IHG is a network of more than 3,900 hotels worldwide, including InterContinental Hotels, Crowne Plaza, Hotel Indigo, Holiday Inn, Holiday Inn Express, Staybridge Suites and Candlewood Suites. Since 1994, Canadian AIR MILES collectors have been able to earn reward miles at IHG’s 3,900 worldwide locations by registering in IHG’s Priority Club® Rewards program and opting to automatically earn AIR MILES reward miles. IHG is also a reward supplier in the AIR MILES Reward Program, offering collectors the opportunity to redeem reward miles for stays at any IHG hotels worldwide.

The AIR MILES Reward Program is Canada’s premier coalition loyalty program, with approximately two-thirds of Canadian households actively collecting reward miles. AIR MILES collectors earn reward miles at more than 100 leading brand-name sponsors representing thousands of retail and service locations across Canada. AIR MILES reward miles can be redeemed for more than 800 different rewards, such as travel, movie passes, entertainment attractions, electronic merchandise and more.

“In the very competitive hotel industry, customer loyalty is a tremendous competitive advantage,” said Don Berg, vice president Loyalty Programs, IHG. “For more than 14 years, our relationship with the AIR MILES Reward Program has consistently enabled us to build stronger, more loyal relationships with our customers, while also helping us to meet our strategic business goals.”

“This contract renewal with IHG clearly demonstrates our ability to work collaboratively with long-term clients and assist them in pursuing their business objectives,” said Bryan Pearson, president, Alliance Data Loyalty Services. “Managing a portfolio of leading hotel brands, IHG represents the kind of partner that adds tremendous value for our collectors, both as a sponsor and reward supplier in the program. We look forward to continuing our relationship and helping IHG grow their business through the AIR MILES Reward Program.”

**About Alliance Data**

Alliance Data (NYSE: ADS) is a leading provider of marketing, loyalty and transaction services, managing over 120 million consumer relationships for some of North America’s most recognizable companies. Using transaction-rich data, Alliance Data creates and manages customized solutions that change consumer behavior and that enable its clients to create and enhance customer loyalty to build stronger, mutually beneficial relationships with their customers. Headquartered in Dallas, Alliance Data employs over 9,000 associates at more than 60 locations worldwide. Alliance Data’s brands include 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 website, [www.AllianceData.com](http://www.AllianceData.com).

**About InterContinental Hotels Group**

InterContinental Hotels Group PLC (IHG) of the United Kingdom [LON: IHG, NYSE: IHG (ADRs)] is one of the world’s largest hotel groups by number of rooms. IHG owns, manages, leases or franchises, through various subsidiaries, over 3,900 hotels and more than 585,000 guest rooms in nearly 100 countries and territories around the world. IHG owns a portfolio of well recognized and respected hotel brands including InterContinental® Hotels & Resorts, Crowne Plaza® Hotels & Resorts, Holiday Inn® Hotels and Resorts, Holiday Inn Express®, Staybridge Suites®, Candlewood Suites® and Hotel Indigo®, and also manages the world’s largest hotel loyalty program, Priority Club® Rewards with over 37 million members worldwide.

The company pioneered the travel industry’s first collaborative response to environmental issues as founder of the International Hotels and Environment Initiative (IHEI). The IHEI formed the foundations of the Tourism Partnership launched by the International Business Leaders Forum in 2004, of which IHG is still a member today. The environment and local communities remain at the heart of IHG’s global corporate responsibility focus.

IHG offers information and online reservations for all its hotel brands at [www.ihg.com](http://www.ihg.com) and information for the Priority Club Rewards program at [www.priorityclub.com](http://www.priorityclub.com). For the latest news from IHG, visit our online Press Office at [www.ihg.com/media](http://www.ihg.com/media)

## **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 news release 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 proposed merger, including the risk that conditions to closing, including the condition relating to OCC approval, may not be satisfied and that the proposed merger may not be consummated, as well as risks and uncertainties arising from actions that the respective parties to the merger agreement may take in response to the developments discussed in this release or the filing or outcome of the litigation commenced by the Company against the Blackstone entities. The Company cannot provide any assurance that the conditions to closing the transactions will be satisfied or that the proposed merger will be completed. 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 press release 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.

###