
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):

January 17, 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 May 17, 2007, Alliance Data Systems Corporation (the "Company" or "Alliance Data") entered into an Agreement and Plan of Merger with Aladdin Holdco, Inc. and Aladdin Merger Sub, Inc. (the "Merger Agreement"). Under the terms of the Merger Agreement, the Company will be acquired by Blackstone Capital Partners V L.P., an affiliate of The Blackstone Group.

On January 17, 2008, Alliance Data issued a press release confirming that the special committee of Alliance Data's board of directors has not been in discussion with Blackstone or its affiliates regarding any renegotiation of the terms of the Merger Agreement. The parties continue to work together to consummate the transaction. Alliance Data also reiterated the guidance provided on December 17, 2007.

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 January 17, 2008.

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

January 17, 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 January 17, 2008.

Ed Heffernan – Analysts/Investors**972.348.5196****Ed.Heffernan@alliancedata.com****Shelley Whiddon – Media****972.348.4310****Shelley.whiddon@alliancedata.com****ALLIANCE DATA ISSUES STATEMENT**

Dallas, Texas, Jan. 17, 2008 — Alliance Data Systems Corporation (NYSE: ADS), a leading provider of loyalty and marketing solutions derived from transaction-rich data, is today issuing the following statements in response to unusual market activity in Alliance Data's stock and questions regarding the status of Alliance Data's definitive agreement to be acquired by an affiliate of Blackstone Capital Partners V L.P., an affiliate of The Blackstone Group.

- No discussions with regard to a renegotiation of the previously announced transaction are taking place between Blackstone and the special committee of Alliance Data's board of directors formed in connection with the transactions contemplated by the merger agreement.
- The Company believes that the transaction financing remains fully committed by the banking group.
- The Company, Blackstone and their respective representatives continue to work together with the relevant bank regulatory agencies to obtain their required approvals.
- Alliance Data again reiterates to its stockholders the guidance given in its December 17, 2007 press release, and reaffirms to its stockholders its position with respect to the business trends discussed therein, all of which suggest no change in the Company's long-term expected growth rates.
- Alliance Data will announce its fourth quarter 2007 earnings on January 30th and will provide any additional available updates at that time.
- The Company and Blackstone are continuing to work together to close the deal as quickly as possible.

As a matter of policy, Alliance Data does not address market rumors. Alliance Data has no intention, and specifically disclaims any obligation, to provide any update with respect to the matters addressed in this release or to otherwise address any rumors in the market generally, and the Company's policy with respect to addressing market rumors remains in place.

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.

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 company's proposed merger with Aladdin Merger Sub, Inc., an affiliate of The Blackstone Group, announced on May 17, 2007. The company cannot provide any assurance that the proposed merger transaction 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.

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