

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 6)*

BREAD FINANCIAL HOLDINGS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

(CUSIP Number)

06/30/2026

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☒ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

SCHEDULE 13G

CUSIP No.

	Names of Reporting Persons
1	Turtle Creek Asset Management Inc. Check the appropriate box if a member of a Group (see instructions)
2	☐ (a) ☐ (b)
3	Sec Use Only Citizenship or Place of Organization
4	CANADA (FEDERAL LEVEL)

Number of Shares	5	Sole Voting Power
Beneficially Owned by Each Reporting Person With:	1,310,339.00	Shared Voting Power
	6	
	0.00	
		Sole Dispositive Power
	7	
	1,310,339.00	
		Shared Dispositive Power
	8	
	0.00	
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	1,310,339.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	
	☐	
11	Percent of class represented by amount in row (9)	
	3.2 %	
12	Type of Reporting Person (See Instructions)	
	FI	

SCHEDULE 13G

Item 1.

Name of issuer:

(a)

BREAD FINANCIAL HOLDINGS, INC.

Address of issuer's principal executive offices:

(b)

3095 Loyalty Circle, Columbus, Ohio, 43219

Item 2.

Name of person filing:

(a)

This statement on Schedule 13G is being filed by Turtle Creek Asset Management Inc. ("Turtle Creek").

Address or principal business office or, if none, residence:

(b)

Scotia Plaza, 40 King Street West, Suite 5100, Toronto, Ontario M5H 3Y2 Canada

Citizenship:

(c)

Canada

Title of class of securities:

(d)

Common Stock

(e)

CUSIP No.:

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)

☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b)

☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c)

☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d)

☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e)

☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f)

☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g)

☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h)

☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☒ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).
- Investment advisor

Item 4. Ownership

Amount beneficially owned:

- (a) See the response(s) to Item 9 on the attached cover page.
Percent of class:
- (b) See the response(s) to Item 11 on the attached cover page. %
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:

See the response(s) to Item 5 on the attached cover page.
- (ii) Shared power to vote or to direct the vote:

See the response(s) to Item 6 on the attached cover page.
- (iii) Sole power to dispose or to direct the disposition of:

See the response(s) to Item 7 on the attached cover page.
- (iv) Shared power to dispose or to direct the disposition of:

See the response(s) to Item 8 on the attached cover page.

Item 5. Ownership of 5 Percent or Less of a Class.

☒ Ownership of 5 percent or less of a class

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Turtle Creek holds the shares of Common Stock reported herein for the benefit of unit holders of mutual funds managed by Turtle Creek, none of whom is known to Turtle Creek to have an interest of more than 5 percent of the class.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11. By signing below I certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to investment fund managers and portfolio managers registered with the Ontario Securities Commission is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution(s). I also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Turtle Creek Asset Management Inc.

Signature: /s/ Meaghan Einav

Name/Title: Meaghan Einav, Chief Compliance Officer

Date: 08/14/2026