

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 24, 2014

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.)

7500 DALLAS PARKWAY, SUITE 700

PLANO, TEXAS 75024

(Address and Zip Code of Principal Executive Offices)

(214) 494-3000

(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
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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Item 7.01 Regulation FD Disclosure.

On June 24, 2014, Alliance Data Systems Corporation issued a press release announcing that its Canadian coalition loyalty business signed a new cross-Canada, long-term agreement with Sobeys, a wholly-owned subsidiary of Empire Company Limited. 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 24, 2014 announcing an agreement with Sobeys.

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.

Date: June 24, 2014

Alliance Data Systems Corporation

By: /s/ Charles L. Horn
Charles L. Horn
Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

**Exhibit
No.**

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NEWS RELEASE

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Alliance Data's Canadian Loyalty Business Signs New Cross-Canada, Long-Term Agreement with Sobeys

Sobeys Becomes Alliance Data Top-Ten Client

AIR MILES Reward Program Now Includes Sobeys-Owned Banners in Atlantic Canada, Quebec and Western Canada

DALLAS, June 24, 2014 -- Alliance Data Systems Corporation (NYSE: ADS), a leading provider of loyalty and marketing solutions derived from transaction-rich data, today announced its Canadian coalition loyalty business signed a new cross-Canada, long-term agreement with Sobeys, a wholly-owned subsidiary of Empire Company Limited (TSX: EMP.A), a Canadian company with annual sales in excess of CA\$19 billion. Under the terms of the agreement, Sobeys-owned banners in Atlantic Canada, Quebec, Western Canada and northwestern Ontario remain sponsors in the AIR MILES® Reward Program. The new cross-Canada agreement replaces previous agreements with Sobeys, a sponsor in Atlantic Canada since 2001 and its Quebec banners, including IGA since 1999, as well as Canada Safeway, a sponsor in western Canada and northwestern Ontario since 1992 that was recently acquired by Sobeys. In addition, other Sobeys-owned banners in western Canada will also issue AIR MILES reward miles beginning in the fall of 2014.

With more than a hundred years in the Canadian grocery industry, Sobeys is one of only two national grocery retailers in Canada, and owns or franchises more than 1,500 stores under several retail banners in all 10 Canadian provinces.

Under the terms of the agreement, Sobeys will bring the AIR MILES Reward Program to *Sobeys*, *IGA*, *Thrifty Foods* and *Sobeys Liquor* stores in British Columbia, Alberta, Saskatchewan and Manitoba in the fall of 2014, and will continue the partnership in *Safeway* and *Safeway Wine and Spirits* stores across the west and locations in Northwestern Ontario.

The AIR MILES Reward Program also continues at *IGA*, *IGA Extra*, *Marché Bonichoix*, *Les Marchés Tradition* and *Rachelle-Béry* in Quebec; and at *Sobeys*, *Foodland* and *Lawtons Drugs* in Atlantic Canada. Current loyalty programs in Sobeys' western Canada stores and associated co-branded credit card products will transition to the AIR MILES Reward Program in the fall of 2014, with an anticipated increase in the number of new AIR MILES collectors enrolling in the AIR MILES Reward Program.

Collectors will also be able to redeem their reward miles for AIR MILES Cash, the Program's instant redemption feature, at select Sobeys banner stores where reward miles are issued.

"This agreement marks a significant expansion for both AIR MILES and Sobeys, enabling us to offer and accelerate AIR MILES issuance across the country, and deepen relationships with consumers through more comprehensive analysis of customer insights in the significant, high-frequency grocery sector," said Bryan Pearson, president of LoyaltyOne, owner and operator of the AIR MILES Reward Program.

"Over the years, we have seen how much value and excitement the AIR MILES Reward Program brings to our customers, and we are happy to continue and expand on that momentum to offer more shoppers in Western Canada an even more rewarding experience in our stores," says Marc Poulin, president and chief executive officer, Empire Company Limited and Sobeys Inc.

The AIR MILES Reward Program is Canada's premier coalition loyalty program, with more than 10 million active Collector accounts representing approximately two-thirds of all Canadian households. 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 1,200 different rewards, such as travel, movie passes, entertainment attractions, and electronic merchandise. The AIR MILES Cash feature option enables collectors who opt in the flexibility to instantly redeem their AIR MILES reward miles from their Cash balance in-store towards their purchases at participating Sponsors.

About Empire Company Limited

Empire Company Limited (TSX: EMP .A) is a Canadian company headquartered in Stellarton, Nova Scotia. Empire's key businesses include food retailing and related real estate. With over \$19 billion in annual sales and approximately \$12.4 billion in assets, Empire and its subsidiaries, including franchisees and affiliates, employ more than 125,000 people.

About Sobeys Inc.

Proudly Canadian, with headquarters in Stellarton, Nova Scotia, Sobeys has been serving the food shopping needs of Canadians for 107 years. A wholly-owned subsidiary of Empire Company Limited (TSX:EMP.A), Sobeys owns or franchises more than 1,500 stores in all 10 provinces under retail banners that include Sobeys, Safeway, IGA, Foodland, FreshCo, Thrifty Foods, and Lawton's Drug Stores, as well as more than 330 retail fuel locations. Sobeys and its franchise affiliates employ more than 125,000 people. The company's purpose is to help Canadians *Eat Better, Feel Better and Do Better*. More information on Sobeys Inc. can be found at www.sobeyscorporate.com.

About LoyaltyOne:

LoyaltyOne is a global leader in the design and implementation of coalition loyalty programs, customer analytics and loyalty services for Fortune 1000 clients around the world. LoyaltyOne's unparalleled track record delivering sustained business performance improvement for clients stems from its unique combination of hands-on practitioner experience and continuous thought leadership. LoyaltyOne has over 20 years history leveraging data-driven insights to develop and operate some of the world's most effective loyalty programs and customer-centric solutions. These include the AIR MILES Reward Program, North America's premier coalition loyalty program; a majority stake in European-based BrandLoyalty, one of the largest and most successful campaign-driven loyalty marketers outside of the Americas; and a working partnership with Latin America's leading coalition program, dotz. LoyaltyOne is also the owner of COLLOQUY, a group dedicated to research, publishing and education for the global loyalty industry.

About Alliance Data

Alliance Data® (NYSE: ADS) and its combined businesses is a leading global provider of data-driven marketing and loyalty solutions serving large, consumer-based industries. The Company creates and deploys customized solutions, enhancing the critical customer marketing experience; the result is measurably changing consumer behavior while driving business growth and profitability for some of today's most recognizable brands. Alliance Data helps its clients create and increase customer loyalty through solutions that engage millions of customers each day across multiple touch points using traditional, digital, mobile and emerging technologies. An S&P 500 company headquartered in Dallas, Alliance Data and its three businesses employ approximately 12,000 associates at more than 80 locations worldwide. Alliance Data was named to *FORTUNE* magazine's 2014 list of World's Most Admired Companies.

Alliance Data consists of three businesses: Alliance Data Retail Services, a leading provider of marketing-driven credit solutions; Epsilon®, a leading provider of multichannel, data-driven technologies and marketing services; and LoyaltyOne®, which owns and operates the AIR MILES® Reward Program, Canada's premier coalition loyalty program. For more information about the company, visit our website, www.alliancedata.com, or follow us on Twitter via [@AllianceData](https://twitter.com/AllianceData).

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," "continue," "could," "estimate," "expect," "intend," "may," "predict," "project," "would," 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 presentation 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. 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, except as required by law.

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995: Statements in this presentation 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.
