

Motes Joseph L III
 Form 4
 February 20, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Motes Joseph L III

2. Issuer Name and Ticker or Trading Symbol
 ALLIANCE DATA SYSTEMS CORP [ADS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 7500 DALLAS PARKWAY, SUITE 700

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, General Counsel & Secy

(Street)
 PLANO, TX 75024

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/15/2019		A ⁽¹⁾	728 A <u>(1)</u>	8,113	D	
Common Stock	02/15/2019		A ⁽²⁾	1,457 A <u>(2)</u>	9,570	D	
Common Stock	02/15/2019		A ⁽³⁾	1,457 A <u>(3)</u>	11,027	D	
Common Stock	02/15/2019		F ⁽⁴⁾	281 D \$ 171.22	10,746	D	
Common Stock	02/19/2019		F ⁽⁴⁾	98 D \$ 174.28	9,475 ⁽⁵⁾ ⁽⁶⁾ <u>(7)</u>	D	

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on meeting a relative total shareholder return metric for 2019 and 2020 and subject to continued employment by the Reporting Person on the vesting dates.

- (4) Shares withheld by the Company to satisfy the Reporting Person's tax withholding obligation upon the vesting of restricted stock units.

The total number of securities beneficially owned includes: (a) 3,681 unrestricted shares; (b) 160 unvested units from an award of 470 time-based restricted stock units granted 2/15/17; (c) 222 unvested units from an award of 656 performance-based restricted stock units granted 2/15/17; (d) 321 unvested units from an award of 479 time-based restricted stock units granted 2/15/18; (e) 488 unvested units

- (5) from an award of 729 performance-based restricted stock units granted 2/15/18; (f) 961 unvested performance-based restricted stock units granted 2/15/18; (g) the new grant for 728 time-based restricted stock units; (h) the new grant for 1,457 performance-based restricted stock units; and (i) the new grant for 1,457 performance-based restricted stock units.

Based on the Company's EBT performance in 2018, 75.8% of the original award of 961 performance-based restricted stock units granted

- (6) 2/15/18, or 729 units, were earned. The restrictions will lapse with respect to 241 units on 2/18/20 and with respect to 247 units on 2/16/21, subject to continued employment by the Reporting Person on the remaining vesting dates.

- (7) The grant for 941 performance-based restricted stock units awarded on 2/15/17 was forfeited due to failure to meet the relative total shareholder return metric for 2017 and 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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