

Motes Joseph L III  
 Form 4  
 February 20, 2018

**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)  
 02/15/2018

\_\_\_\_ 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)
				Code	V	Amount			
Common Stock	02/15/2018		A <sup>(1)</sup>		479	A	①	5,914	D
Common Stock	02/15/2018		A <sup>(2)</sup>		961	A	②	6,875	D
Common Stock	02/15/2018		A <sup>(3)</sup>		961	A	③	7,836	D
Common Stock	02/15/2018		A <sup>(4)</sup>		251	A	④	8,087	D
Common Stock	02/15/2018		F <sup>(5)</sup>		183	D	\$	7,619 <sup>(6)</sup> <sup>(7)</sup>	D
								243.99	



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on meeting a relative total shareholder return metric for 2018 and 2019 and subject to continued employment by the Reporting Person on the vesting dates.

Based on the Company's EBT performance in 2017, 150% of the original award of 502 performance-based restricted stock units granted

- (4) 2/15/17 were earned, resulting in an additional 251 units, for a total of 753 units. The restrictions will lapse with respect to 376 units on 2/15/19, subject to continued employment by the Reporting Person on the remaining vesting dates.
- (5) 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) 1,793 unrestricted shares; (b) 565 unvested units from an award of 1,661 time-based restricted stock units granted 8/17/15; (c) 283 unvested units from an award of 423 time-based restricted stock units granted 2/16/16; (d) 506 unvested units from an award of 755 performance-based restricted stock units granted 2/16/16; (e) 315 unvested units

- (6) from an award of 470 time-based restricted stock units granted 2/15/17; (f) 439 unvested units from an award of 656 performance-based restricted stock units granted 2/15/17; (g) 941 unvested performance-based restricted stock units granted 2/15/17; (h) 376 unvested units from an award of 753 performance-based restricted stock units granted 2/15/17; (i) the new grant for 479 time-based restricted stock units; (j) the new grant for 961 performance-based restricted stock units; and (k) the new grant for 961 performance-based restricted stock units.

Based on the Company's EBT performance in 2017, 69.7% of the original award of 941 performance-based restricted stock units granted

- (7) 2/15/17, or 656 units, were earned. The restrictions will lapse with respect to 217 units on 2/15/19 and with respect to 222 units on 2/18/20, subject to continued employment by the Reporting Person on the remaining vesting dates.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.