

Edgar Filing: ALLIANCE DATA SYSTEMS CORP - Form SC 13G/A

2) Check the Appropriate Box if a Member of a Group	(a) <input checked="" type="checkbox"/>	(b) <input type="checkbox"/>

3) SEC Use Only		

4) Citizenship or Place of Organization		Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	5) Sole Voting Power	12,160,349 shares of Common Stock
	6) Shared Voting Power	-0-
	7) Sole Disposi- tive Power	12,160,349 shares of Common Stock
	8) Shared Dis- positive Power	-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person		12,160,349 shares of Common Stock

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares		

11) Percent of Class Represented by Amount in Row (9)		14.4%

12) Type of Reporting Person		PN

CUSIP No. 018581 10 8

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Amendment No. 3 to Schedule 13G

Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission on January 22, 2003, Amendment No. 1 thereto filed on January 21, 2004 and Amendment No. 2 thereto filed on January 13, 2005 (as so amended, the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following Items of the Schedule 13G are hereby amended and restated to read in their entirety as follows:

Item 4 - Ownership.

(a) Amount Beneficially Owned:

WCAS VIII: 12,160,349 shares of Common Stock

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(b) Percent of Class:

WCAS VIII: 14.4%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

WCAS VIII: 12,160,349 shares of Common Stock

(ii) shared power to vote or to direct the vote: -0-

(iii) sole power to dispose or to direct the disposition of:

WCAS VIII: 12,160,349 shares of Common Stock

(iv) shared power to dispose or to direct the disposition of: -0-

In addition, WCAS Management Corporation, a Delaware corporation controlled by certain of the same individuals who control WCAS VIII, owns 349 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

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Signature:

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

WELSH, CARSON, ANDERSON & STOWE VIII, L.P.
By: WCAS VIII Associates, L.L.C., General Partner

By /s/ Jonathan M. Rather

Managing Member

Date: January 18, 2006