

ALLIANCE DATA SYSTEMS CORP

Form 4

February 17, 2016

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Pearson Bryan A2. 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  
7003. Date of Earliest Transaction  
(Month/Day/Year)  
02/16/2016\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP & President, LoyaltyOne(Street)  
PLANO, TX 75024

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Ownership (Instr. 4)               |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 02/16/2016                           |  | A <sup>(1)</sup>               | 1,830 A <u>1</u>  | 21,056  | D  |   |
| Common Stock                    | 02/16/2016                           |  | A <sup>(2)</sup>               | 7,323 A <u>2</u>  | 28,379 <sup>(3)</sup>   | D  |   |
| Common Stock                    |                                      |  |                                |   | 80,841  | I  | By<br>2456779<br>Ontario<br>Inc. <sup>(4)</sup> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares   |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| Pearson Bryan A<br>7500 DALLAS PARKWAY, SUITE 700<br>PLANO, TX 75024 | EVP & President, LoyaltyOne      |

## Signatures

Cynthia L. Hageman, Attorney  
in Fact 02/17/2016

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The new grant is for 1,830 shares of common stock represented by time-based restricted stock units. The restrictions will lapse on 604 units on each of 2/16/17 and 2/16/18 and on 622 units on 2/19/19, subject to continued employment by the Reporting Person on the vesting dates.

The new grant is for 7,323 shares of common stock represented by performance-based restricted stock units, which may be adjusted up or down at the time the performance restriction lapses. The restriction may lapse with respect to 33% of such shares on each of 2/16/17 and 2/16/18 and with respect to 34% of such shares on 2/19/19 contingent on meeting an EBT metric for 2016 and subject to continued employment by the Reporting Person on the vesting dates.

(3) The total number of securities beneficially owned includes: (a) 811 unvested units from an award of 2,384 time-based restricted stock units granted 2/21/13; (b) 4,525 unvested units from an award of 13,306 performance-based restricted stock units granted 2/21/13; (c) 1,022 unvested units from an award of 1,525 time-based restricted stock units granted 2/18/14; (d) 5,539 unvested units from an award of

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8,267 performance-based restricted stock units granted 2/18/14; (e) 1,465 unvested time-based restricted stock units granted 2/17/15; (f) 5,864 unvested performance-based restricted stock units granted 2/17/15; (g) the new grant for 1,830 time-based restricted stock units; and (h) the new grant for 7,323 performance-based restricted stock units.

(4) The shares are held by 2456779 Ontario Inc., an Ontario, Canada corporation, of which the reporting person is the sole shareholder.

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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