

ALLIANCE DATA SYSTEMS CORP
 Form 4
 February 17, 2017

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 A

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP & President, LoyaltyOne

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2017

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------|--------|---|--|-----------------------------------|
| | | | | Code | V | Amount | | | |
| Common Stock | 02/15/2017 | | A ⁽¹⁾ | | 1,992 | A | 19,386 | D | |
| Common Stock | 02/15/2017 | | A ⁽²⁾ | | 3,985 | A | 23,371 | D | |
| Common Stock | 02/15/2017 | | A ⁽³⁾ | | 3,985 | A | 27,356 | D | |
| Common Stock | 02/15/2017 | | A ⁽⁴⁾ | | 2,172 | A | 29,528 | D | |
| Common Stock | 02/16/2017 | | F ⁽⁵⁾ | | 900 | D | \$ 230.95 | 24,564 ⁽⁶⁾ ⁽⁷⁾ | D |

| | | | |
|--------------|--------|---|---|
| Common Stock | 85,942 | I | By 2456779 Ontario Inc. <u>(8)</u> |
|--------------|--------|---|---|

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

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

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

Reporting Owners

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

Signatures

Cynthia L. Hageman, Attorney
in Fact

02/17/2017

__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 1,992 shares of common stock represented by time-based restricted stock units. The restrictions will lapse on 657 (1) units on each of 2/15/18 and 2/15/19 and on 678 units on 2/18/20, subject to continued employment by the Reporting Person on the vesting dates.

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(2) The new grant is for 3,985 shares of common stock represented by performance-based restricted stock units, which may be adjusted up or down upon assessment of the EBT performance metric for 2017. Following any such adjustment, restrictions will lapse with respect to 33% of such shares on each of 2/15/18 and 2/15/19 and with respect to 34% of such shares on 2/18/20, subject to continued employment by the Reporting Person on the vesting dates.

(3) The new grant is for 3,985 shares of common stock represented by performance-based restricted stock units, which may be adjusted up or down upon assessment of the relative Total Shareholder Return performance metric for 2017-2018. Following any such adjustment, restrictions will lapse with respect to 100% of such shares on 2/15/19, subject to continued employment by the Reporting Person on the vesting date.

(4) The new grant is for 2,172 shares of common stock represented by performance-based restricted stock units, which may be adjusted up or down upon assessment of the core earnings per share performance metric for 2017. Following any such adjustment, restrictions will lapse with respect to 50% of such shares on each of 2/15/18 and 2/15/19, subject to continued employment by the Reporting Person on the vesting dates.

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

(6) The total number of securities beneficially owned includes: (a) 780 unrestricted shares; (b) 519 unvested units from an award of 1,525 time-based restricted stock units granted 2/18/14; (c) 2,811 unvested units from an award of 8,267 performance-based restricted stock units granted 2/18/14; (d) 982 unvested units from an award of 1,465 time-based restricted stock units granted 2/17/15; (e) 3,929 unvested units from an award of 5,864 performance-based restricted stock units granted 2/17/15; (f) 1,226 unvested units from an award of 1,830 time-based restricted stock units granted 2/16/16; (g) 2,183 unvested units from an award of 3,259 performance-based restricted stock units granted 2/16/16; (h) the new grant for 1,992 time-based restricted stock units; (i) the new grant for 3,985 performance-based restricted stock units; (j) the new grant for 3,985 performance-based restricted stock units; and (k) the new grant for 2,172 performance-based restricted stock units.

(7) The compensation committee's assessment of EBT performance for 2016 resulted in 89% payout; however, the compensation committee exercised its discretion to reduce the amount earned to 44.5% of the original award of 7,323 performance-based restricted stock units granted 2/16/16, or 3,259 units. The restrictions will lapse with respect to 1,076 units on 2/16/18 and with respect to 1,107 units on 2/19/19, subject to continued employment by the Reporting Person on the remaining vesting dates.

(8) 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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