

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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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 \*  
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 <sup>(1)</sup>	728 A <u>(1)</u>	8,113	D	
Common Stock	02/15/2019		A <sup>(2)</sup>	1,457 A <u>(2)</u>	9,570	D	
Common Stock	02/15/2019		A <sup>(3)</sup>	1,457 A <u>(3)</u>	11,027	D	
Common Stock	02/15/2019		F <sup>(4)</sup>	281 D \$ 171.22	10,746	D	
Common Stock	02/19/2019		F <sup>(4)</sup>	98 D \$ 174.28	9,475 <sup>(5)</sup> <sup>(6)</sup> <u>(7)</u>	D	

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

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SEC 1474  
(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

Motes Joseph L III  
7500 DALLAS PARKWAY, SUITE 700  
PLANO, TX 75024

SVP, General Counsel & Secy

## Signatures

Cynthia L. Hageman, Attorney  
in Fact

02/20/2019

\_\_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 728 shares of common stock represented by time-based restricted stock units. The restrictions will lapse on 240 units on each of 2/18/20 and 2/16/21 and on 248 units on 2/15/22, subject to continued employment by the Reporting Person on the vesting dates.

(2) The new grant is for 1,457 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 2/18/20 and 2/16/21 and with respect to 34% of such shares on 2/15/22 contingent on meeting an EBT metric for 2019 and subject to continued employment by the Reporting Person on the vesting dates.

(3) The new grant is for 1,457 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 100% of such shares on 2/16/21 contingent

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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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