Santillan Laura Form 4 February 20, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

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January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Santillan Laura

2. Issuer Name and Ticker or Trading Symbol

ALLIANCE DATA SYSTEMS CORP [ADS]

3. Date of Earliest Transaction

(Month/Day/Year) 02/15/2019

7500 DALLAS PARKWAY, SUITE 700

(First)

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Other (specify _X__ Officer (give title below)

SVP, Chief Acctg. Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PLANO, TX 75024

(City)

(City)	(State)	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. 4. Securities Acquired Transaction(A) or Disposed of (E) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	of (D) Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	02/15/2019		A(1)	762	A	<u>(1)</u>	22,945	D		
Common Stock	02/15/2019		A(2)	3,048	A	(2)	25,993	D		
Common Stock	02/15/2019		F(3)	318	D	\$ 171.22	25,675	D		
Common Stock	02/19/2019		F(3)	156	D	\$ 174.28	24,980 (4) (5)	D		

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumbe		Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Number			
						2			of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Santillan Laura

7500 DALLAS PARKWAY, SUITE 700 PLANO, TX 75024

SVP, Chief Acctg. Officer

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 762 shares of common stock represented by time-based restricted stock units. The restrictions will lapse on 251 units (1) on each of 2/18/20 and 2/16/21 and on 260 units on 2/15/22, subject to continued employment by the Reporting Person on the vesting dates.
- The new grant is for 3,048 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) Shares withheld by the Company to satisfy the Reporting Person's tax withholding obligation upon the vesting of restricted stock units.
- (4) The total number of securities beneficially owned includes: (a) 18,674 unrestricted shares; (b) 400 shares held in an IRA account; (c) 155 unvested units from an award of 455 time-based restricted stock units granted 2/15/17; (d) 433 unvested units from an award of 1,272

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performance-based restricted stock units granted 2/15/17; (e) 374 unvested units from an award of 557 time-based restricted stock units granted 2/15/18; (f) 1,134 unvested units from an award of 1,692 performance-based restricted stock units granted 2/15/18; (g) the new grant for 762 time-based restricted stock units; and (h) the new grant for 3,048 performance-based restricted stock units.

Based on the Company's EBT performance in 2018, 75.8% of the original award of 2,231 performance-based restricted stock units (5) granted 2/15/18, or 1,692 units, were earned. The restrictions will lapse with respect to 558 units on 2/18/20 and with respect to 576 units on 2/16/21, 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.