

HORN CHARLES L
Form 4
July 26, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
HORN CHARLES L

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 & Chief Financial Officer

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

3. Date of Earliest Transaction (Month/Day/Year)
07/24/2018

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)	
				Code	V	Amount	(A) or (D)	Price
Common Stock	07/24/2018		S		3,431	D		\$ 231.249 (1)
Common Stock	07/24/2018		S		7,286	D		\$ 232.16 (2)
Common Stock	07/24/2018		S		2,234	D		\$ 233.13 (3)
Common Stock	07/24/2018		S		1,500	D		\$ 234.266 (4)

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- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$231.67 to \$232.66, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$232.71 to \$233.66, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$233.75 to \$234.72, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$234.77 to \$235.24, inclusive.

- (6) Assuming a 100% threshold achievement level is reached with respect to all performance-based restricted stock unit awards whose performance will be determined in early 2019, the reporting person will, subject to the discretion of the Compensation Committee of the Board of Directors of the Company, vest an aggregate of 8,601 restricted stock units from the list in footnote (7) below in February 2019.

- The total number of securities beneficially owned includes: (a) 486 unvested units from an award of 1,434 time-based restricted stock units granted 2/16/16; (b) 868 unvested units from an award of 2,553 performance-based restricted stock units granted 2/16/16; (c) 1,068 unvested units from an award of 1,593 time-based restricted stock units granted 2/15/17; (d) 1,488 unvested units from an award of 2,221 performance-based restricted stock units granted 2/15/17; (e) 3,186 unvested performance-based restricted stock units granted 2/15/17; (f) 1,276 unvested units from an award of 2,553 performance-based restricted stock units granted 2/15/17; (g) 1,542 unvested time-based restricted stock units granted 2/15/18; (h) 3,085 unvested performance-based restricted stock units granted 2/15/18; and (i) 3,085 unvested performance-based restricted stock units granted 2/15/18.
- (7)

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.