

HEFFERNAN EDWARD J
Form 4
February 20, 2019

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
HEFFERNAN EDWARD J

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)
President and CEO

(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 Ownership (Instr. 4)
				Code	V	Amount			
Common Stock	02/15/2019		A ⁽¹⁾		8,968	A	237,333	D	
Common Stock	02/15/2019		A ⁽²⁾		17,937	A	255,270	D	
Common Stock	02/15/2019		A ⁽³⁾		17,937	A	273,207	D	
Common Stock	02/15/2019		F ⁽⁴⁾		5,428	D	\$ 171.22	D	
Common Stock	02/19/2019		F ⁽⁴⁾		1,870	D	\$ 251,893 ⁽⁵⁾ 174.28 ^{(6) (7)}	D	

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contingent 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) 180,718 unrestricted shares; (b) 1,897 unvested units from an award of 5,578 time-based restricted stock units granted 2/15/17; (c) 2,644 unvested units from an award of 7,776 performance-based restricted stock units granted 2/15/17; (d) 3,962 unvested units from an award of 5,912 time-based restricted stock units granted 2/15/18; (e) 6,006 unvested units from an award of 8,963 performance-based restricted stock units granted 2/15/18; (f) 11,824 unvested performance-based restricted stock units granted 2/15/18; (g) the new grant for 8,968 time-based restricted stock units; (h) the new grant for 17,937 performance-based restricted stock units; and (i) the new grant for 17,937 performance-based restricted stock units.

- (5) Based on the Company's EBT performance in 2018, 75.8% of the original award of 11,824 performance-based restricted stock units granted 2/15/18, or 8,963 units, were earned. The restrictions will lapse with respect to 2,958 units on 2/18/20 and with respect to 3,048 units on 2/16/21, subject to continued employment by the Reporting Person on the remaining vesting dates.

- (6) The grant for 11,155 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. 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.