

HORN CHARLES L
Form 4
July 26, 2018

FORM 4

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

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

OMB APPROVAL

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(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)

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

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

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
EVP & Chief Financial Officer

(Street)
PLANO, TX 75024

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)	28,688 D
Common Stock	07/24/2018		S		7,286	D \$ 232.16 (2)	21,402 D
Common Stock	07/24/2018		S		2,234	D \$ 233.13 (3)	19,168 D
Common Stock	07/24/2018		S		1,500	D \$ 234.266 (4)	17,668 D

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Common Stock	07/24/2018	S	1,584	D	\$ (5) 235.005	16,084	(6) (7)	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 Beneficial Owned Following Transaction (Instr. 6)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HORN CHARLES L 7500 DALLAS PARKWAY, SUITE 700 PLANO, TX 75024			EVP & Chief Financial Officer	

Signatures

Cynthia L. Hageman, Attorney
in Fact

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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$230.66 to \$231.64, inclusive. The reporting person undertakes to provide to Alliance Data Systems Corporation, any security holder of Alliance Data Systems Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1), (2), (3), (4) and (5) to this Form 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.

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