

Kennedy Bryan J
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 *
Kennedy Bryan 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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & President, Epsilon

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) | Price | | | | |
| Common Stock | 02/15/2019 | | A ⁽¹⁾ | 2,742 | A | ① | 126,691.177 | D | |
| Common Stock | 02/15/2019 | | A ⁽²⁾ | 5,483 | A | ② | 132,174.177 | D | |
| Common Stock | 02/15/2019 | | A ⁽³⁾ | 5,483 | A | ③ | 137,657.177 | D | |
| Common Stock | 02/15/2019 | | F ⁽⁴⁾ | 1,576 | D | \$ | 171.22 | 136,081.177 | D |
| Common Stock | 02/19/2019 | | F ⁽⁴⁾ | 659 | D | \$ | 174.28 | 130,693.177 | D |

| | | | |
|--------------|-----|---|--------------------------------------------------|
| Common Stock | 600 | I | By Norma Kay Kennedy Living Trust ⁽⁸⁾ |
|--------------|-----|---|--------------------------------------------------|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 Owned Following Transaction (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|
| | | | | 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 |
| Kennedy Bryan J 7500 DALLAS PARKWAY, SUITE 700 PLANO, TX 75024 | | | EVP & President, Epsilon | |

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).
- (1) The new grant is for 2,742 shares of common stock represented by time-based restricted stock units. The restrictions will lapse on 904 units on 2/18/20, on 905 units on 2/16/21 and on 933 units on 2/15/22, subject to continued employment by the Reporting Person on the

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vesting dates.

- (2) The new grant is for 5,483 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 5,483 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 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.

- (5) The total number of securities beneficially owned includes: (a) 108,754.177 unrestricted shares; (b) 655 unvested units from an award of 1,926 time-based restricted stock units granted 2/15/17; (c) 913 unvested units from an award of 2,687 performance-based restricted stock units granted 2/15/17; (d) 1,211 unvested units from an award of 1,806 time-based restricted stock units granted 2/15/18; (e) 1,837 unvested units from an award of 2,741 performance-based restricted stock units granted 2/15/18; (f) 3,615 unvested performance-based restricted stock units granted 2/15/18; (g) the new grant for 2,742 time-based restricted stock units; (h) the new grant for 5,483 performance-based restricted stock units; and (i) the new grant for 5,483 performance-based restricted stock units.

- (6) Based on the Company's EBT performance in 2018, 75.8% of the original award of 3,615 performance-based restricted stock units granted 2/15/18, or 2,741 units, were earned. The restrictions will lapse with respect to 905 units on 2/18/20 and with respect to 932 units on 2/16/21, subject to continued employment by the Reporting Person on the remaining vesting dates.

- (7) The grant for 3,855 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.

- (8) The shares are held in the Norma Kay Kennedy Living Trust for the benefit of the Reporting Person's mother. The Reporting Person serves as trustee.

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.