

ALLIANCE DATA SYSTEMS CORP  
Form 8-K  
March 16, 2012

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported):  
March 16, 2012

ALLIANCE DATA SYSTEMS CORPORATION  
(Exact Name of Registrant as Specified in Charter)

DELAWARE  
(State or Other Jurisdiction  
of Incorporation)

001-15749  
(Commission  
File Number)

31-1429215  
(IRS Employer  
Identification No.)

7500 DALLAS PARKWAY, SUITE 700  
PLANO, TEXAS 75024  
(Address and Zip Code of Principal Executive Offices)

(214) 494-3000  
(Registrant's Telephone Number, including Area Code)

NOT APPLICABLE  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act

- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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Item 7.01 Regulation FD Disclosure.

On March 16, 2012, Alliance Data Systems Corporation issued a press release announcing that it proposes to offer, subject to market conditions and other factors, up to \$350 million aggregate principal amount of senior notes due 2020 (the "Notes") to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and to certain non-U.S. persons in accordance with Regulation S under the Securities Act. A copy of this press release is attached hereto as Exhibit 99.1.

The Notes will not be registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from such registration requirements. This announcement is neither an offer to sell nor a solicitation of an offer to buy any of these securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

In addition, the Company has received commitments from a majority of its current lenders to amend its existing credit agreement (the "Credit Agreement"). The amendment would (i) extend the maturity date of certain term loans under the Credit Agreement from May 24, 2016 to May 24, 2017, (ii) create a mechanism by which in the future non-extending term loan lenders may extend their term loans to May 24, 2017, (iii) effect the appointment of Wells Fargo Bank, N.A. as successor administrative agent and co-administrative agent, and as letter of credit issuer under the Credit Agreement in place of Bank of Montreal, and (iv) increase the revolving credit commitments and allow the Company to borrow additional term loans under the Credit Agreement in an aggregate amount not to exceed \$300.0 million under both facilities. The Company currently expects to close the amendment to the Credit Agreement following the completion of this offering. The Company cannot provide any assurances, however, that it will be able to amend the Credit Agreement on the terms described above or at all.

The information contained in this report (including Exhibit 99.1) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

| No.  | Document Description                |
|------|-------------------------------------|
| 99.1 | Press release dated March 16, 2012. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Alliance Data Systems Corporation

Date: March 16, 2012

By:

/s/ Charles L. Horn  
Charles L. Horn  
Executive Vice President and  
Chief Financial Officer

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EXHIBIT INDEX

| Exhibit<br>No. | Document Description                |
|----------------|-------------------------------------|
| 99.1           | Press release dated March 16, 2012. |

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