

ALLIANCE DATA SYSTEMS CORP  
Form DEFA14A  
April 25, 2011

---

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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Alliance Data Systems Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11

(1)

Title of each class of securities to which transaction applies:

(2)

Aggregate number of securities to which transaction applies:

(3)

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was

determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

---

---

---

Alliance Data Systems Corporation  
7500 Dallas Parkway, Suite 700

Plano, Texas 75024

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on  
June 7, 2011

This is not a ballot. You cannot use this notice to vote your shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The Securities and Exchange Commission rules permit us to make the proxy materials for the annual stockholders meeting available via the Internet. The proxy statement and annual report on Form 10-K for the year ended December 31, 2010 are available at [www.proxyease.com/alliancedata/2011](http://www.proxyease.com/alliancedata/2011).

If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request as instructed on the reverse side of this Notice on or before May 20, 2011 to facilitate timely delivery. Please see the reverse side of this Notice to obtain proxy materials and voting instructions.

To the Stockholders of Alliance Data Systems Corporation

Notice is hereby given that the Annual Meeting of Stockholders of Alliance Data Systems Corporation will be held on June 7, 2011 at 8:30 a.m. EDT at Delamar Greenwich Harbor, 500 Steamboat Road, Greenwich, CT 06830 for the following purposes:

1. Election of Directors  
Nominees  
01 Bruce K. Anderson 02 Roger H. Ballou 03 E. Linn Draper, Jr.
2. Approval of executive compensation.
3. Approval of the frequency of an advisory vote on executive compensation.

4. To ratify the selection of Deloitte & Touche LLP as the independent registered public accounting firm of Alliance Data Systems Corporation for 2011.

The Board of Directors recommends a vote FOR each of the listed nominees in proposal 1, FOR proposals 2 and 4 and in favor of 1 year on proposal 3.

NOTE: IN THEIR DISCRETION, THE PROXIES ARE ALSO AUTHORIZED TO VOTE UPON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING. MANAGEMENT PRESENTLY IS NOT AWARE OF ANY SUCH MATTERS TO BE PRESENTED FOR ACTION.

---

- - Before You Vote - -

How to Access the Proxy Materials

The following proxy materials are available to view or request:

- Proxy statement
- Annual report on Form 10-K for the year ended December 31, 2010

Internet To view or to request a paper or e-mail copy of the proxy materials online, please go to [www.proxyease.com/alliancedata/2011](http://www.proxyease.com/alliancedata/2011) and have the 11 digit control number (located below) available when you access the website.

Telephone 877-777-2857 Toll Free

E-Mail To request a paper or e-mail copy of the proxy materials by e-mail, please send a blank e-mail to [requests@proxyease.com](mailto:requests@proxyease.com) with the company name and the 11 digit control number (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting the proxy materials.

- - How To Vote - -

Please Choose One of the Following Voting Methods

Vote By Internet You may vote your shares when you view the proxy materials on the Internet. Please go to [www.proxyease.com/alliancedata/2011](http://www.proxyease.com/alliancedata/2011) and follow the instructions. Have the 11 digit control number (located below) available when you access the website.

Vote In Person Please refer to the meeting materials for any special requirements to attend the annual meeting and vote your shares in person. Please note that shares owned in the ADS Stock Fund of the Alliance Data Systems 401(k) and Retirement Savings Plan cannot be voted in person and explicit instruction must be provided to the trustee in order for the shares to be represented and voted at the annual meeting.

Vote By Mail You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

CONTROL NO.