

ALLIANCE DATA SYSTEMS CORP  
Form 8-K  
June 05, 2015

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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):  
June 3, 2015

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

DELAWARE                      001-15749      31-1429215  
(State or Other Jurisdiction (Commission (IRS Employer  
of Incorporation)              File Number) 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

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

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Item 1.01 Entry into a Material Definitive Agreement.

A copy of the Alliance Data Systems Corporation form of Indemnification Agreement for Officers and Directors is attached as Exhibit 10.1 and incorporated by reference herein.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 3, 2015, Alliance Data Systems Corporation's annual meeting of stockholders was held at the Company's corporate headquarters at 7500 Dallas Parkway, Suite 700, Plano, Texas 75024. A total of 62,234,319 shares of the Company's common stock were present or represented by proxy at the annual meeting, representing approximately 88.08% of the Company's shares outstanding as of April 6, 2015, the record date set for the annual meeting. The matters voted on at the annual meeting and the results for each matter were as follows:

(a) Each of Bruce K. Anderson, Roger H. Ballou, D. Keith Cobb, E. Linn Draper, Jr., Edward J. Heffernan, Kenneth R. Jensen, Robert A. Minicucci and Laurie A. Tucker was elected as a director of the Company to serve until the 2016 annual meeting of stockholders.

Bruce K. Anderson

50,488,853 For  
1,248,472 Against  
141,322 Abstain  
2,937,294 Broker Non-Votes

Roger H. Ballou

50,465,227 For  
946,135 Against  
467,285 Abstain  
2,937,294 Broker Non-Votes

D. Keith Cobb

50,607,511 For  
1,130,381 Against  
140,755 Abstain  
2,937,294 Broker Non-Votes

E. Linn Draper, Jr.

50,921,447 For  
815,911 Against  
141,289 Abstain  
2,937,294 Broker Non-Votes

Edward J. Heffernan

50,904,675 For  
834,752 Against  
139,220 Abstain  
2,937,294 Broker Non-Votes

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Kenneth R. Jensen

50,508,696 For  
903,066 Against  
466,885 Abstain  
2,937,294 Broker Non-Votes

Robert A. Minicucci

50,561,733 For  
1,175,847 Against  
141,067 Abstain  
2,937,294 Broker Non-Votes

Laurie A. Tucker

51,141,201 For  
596,805 Against  
140,641 Abstain  
2,937,294 Broker Non-Votes

(b) Executive compensation was approved, on an advisory basis, by the Company's stockholders.

51,065,056 For  
637,632 Against  
175,959 Abstain  
2,937,294 Broker Non-Votes

(c) The 2015 Omnibus Incentive Plan was approved by the Company's stockholders.

49,024,041 For  
2,679,476 Against  
175,130 Abstain  
2,937,294 Broker Non-Votes

(d) The 2015 Employee Stock Purchase Program was approved by the Company's stockholders.

51,570,585 For  
136,440 Against  
171,622 Abstain  
2,937,294 Broker Non-Votes

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(e) The selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2015 was ratified by the Company's stockholders.

|            |                  |
|------------|------------------|
| 54,373,398 | For              |
| 290,341    | Against          |
| 152,202    | Abstain          |
| 0          | Broker Non-Votes |

(f) A stockholder proposal to adopt a "proxy access" bylaw was approved by the Company's stockholders.

|            |                  |
|------------|------------------|
| 28,815,791 | For              |
| 22,880,569 | Against          |
| 182,287    | Abstain          |
| 2,937,294  | Broker Non-Votes |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Document Description

|      |   |
|------|---|
| 10.1 | Form of Alliance Data Systems Corporation Indemnification Agreement for Officers and Directors. |
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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: June 5, 2015    By:    /s/ Charles L. Horn  
Charles L. Horn  
Executive Vice  
President and  
Chief Financial  
Officer

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EXHIBIT INDEX

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