

ALLIANCE DATA SYSTEMS CORP
Form 8-K/A
November 16, 2001

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A

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

Date of Report (Date of earliest reported):
November 16, 2001 (September 24, 2001)

ALLIANCE DATA SYSTEMS CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation)

001-15749
(Commission
File Number)

31-1429215
(IRS Employer
Identification No.)

17655 WATERVIEW PARKWAY
DALLAS, TEXAS 75252
(Address and Zip Code of Principal Executive Offices)

(972) 348-5100
(Registrant's telephone number, including area code)

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

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

On September 14, 2001, a wholly owned subsidiary of Alliance Data Systems Corporation (Alliance), acquired substantially all the assets of Mailbox Capital Corporation (Mailbox) by the assumption of all the outstanding senior indebtedness and a portion of the subordinated indebtedness of Mailbox, together totaling \$32.5 million. An earn out agreement was also entered into allowing for additional funds to be earned depending on the annual level of business for the next year. The acquisition was effective September 1, 2001 and non-material adjustments were made to the amount of indebtedness assumed at closing. Alliance paid off the indebtedness immediately subsequent to assumption using Alliance s own funds. Alliance intends to continue to use the acquired assets in the same manner as previously used by Mailbox which was to provide services such as statement generation and data processing for clients in a variety of industries including utilities, telecom, financial, government and retail. Alliance has issued a press release announcing the transaction which is being filed as an exhibit.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(a) FINANCIAL STATEMENTS OF BUSINESSES ACQUIRED.

The financial statements of Mail Box Capital Corporation for the year ended December 31, 2000, together with the notes thereto, are incorporated herein by reference to Exhibit 99.2 of this Report on Form 8-K/A.

(b) PRO FORMA FINANCIAL INFORMATION.

The pro forma condensed combined financial information for the Company and Mailbox, for the periods reflected therein, is set forth in Exhibit 99.3 of this report on Form 8-K/A.

(c) EXHIBITS.

10.1 Asset Purchase Agreement dated September 14, 2001 between Alliance Data Systems Corporation, ADS MB Corporation, Mailbox Capital Corporation and its shareholders, as listed.

10.2 Earn Out Agreement dated September 14, 2001 between ADS MB Corporation, and MailBox Capital Corporation.

99.1 Press Release dated September 24, 2001, in connection with the acquisition announcement

99.2

99.3

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

Dated: November , 2001

By: /s/

Edward J. Heffernan
Edward J. Heffernan
Executive Vice President and
Chief Financial Officer