

WELSH CARSON ANDERSON & STOWE VII LP ET AL
Form SC 13G/A
January 21, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No. 1)1

Alliance Data Systems Corporation

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

018581 10 8

(CUSIP Number)

December 31, 2003

Date of Event Which Requires Filing of this Statement

Check the appropriate box to designate the rule pursuant to which this Schedule
is Filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

1The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter disclosures provided in a prior cover page. The information required on
the remainder of this cover page shall not be deemed to be "filed" for the
purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise
subject to the liabilities of that section of the Act but shall be subject to
all other provisions of the Act.

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| | | |
|----|---|---|
| 1) | Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only) | Welsh, Carson, Anderson & Stowe VII, L.P. |
|----|---|---|

| | | |
|----|---|---|
| 2) | Check the Appropriate Box if a Member of a Group | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
|----|---|---|

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3) SEC Use Only

4) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:

5) Sole Voting Power 12,494,942 shares of Common Stock

6) Shared Voting Power -0-

7) Sole Dispositive Power 12,494,942 shares of Common Stock

8) Shared Dispositive Power -0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person 12,494,942 shares of Common Stock

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row (9) 15.6%

12) Type of Reporting Person PN

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1) Name of Reporting Person Welsh, Carson, Anderson & Stowe
 I.R.S. Identification VIII, L.P.
 No. of Above Person
 (Entities Only)

2) Check the Appropriate Box if a Member of a Group (a) [X]
(b) []

3) SEC Use Only

4) Citizenship or Place of Organization Delaware

Number of 5) Sole Voting 17,790,349 shares

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| Shares Beneficially Owned by Each Reporting Person With: | Power | of Common Stock |
|---|--|--------------------------------------|
| ----- | | |
| 6) | Shared Voting Power | -0- |
| ----- | | |
| 7) | Sole Disposi- tive Power | 17,790,349 shares of Common Stock |
| ----- | | |
| 8) | Shared Dis- positive Power | -0- |
| ----- | | |
| 9) | Aggregate Amount Beneficially Owned by Each Reporting Person | 17,790,349 shares of Common Stock |
| ----- | | |
| 10) | Check if the Aggregate Amount in Row (9) Excludes Certain Shares | |
| ----- | | |
| 11) | Percent of Class Represented by Amount in Row (9) | 22.3% |
| ----- | | |
| 12) | Type of Reporting Person | PN |

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| | | | |
|--|---|---|-------------------------------------|
| 1) | Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only) | Welsh, Carson, Anderson & Stowe VI, L.P. | |
| ----- | | | |
| 2) | Check the Appropriate Box if a Member of a Group | (a) [X] (b) [] | |
| ----- | | | |
| 3) | SEC Use Only | | |
| ----- | | | |
| 4) | Citizenship or Place of Organization | Delaware | |
| ----- | | | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5) | Sole Voting Power | 3,853,049 shares of Common Stock |
| ----- | | | |
| | 6) | Shared Voting Power | -0- |

 7) Sole Dispositive Power 3,853,049 shares of Common Stock

8) Shared Dispositive Power -0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person 3,853,049 shares of Common Stock

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row (9) 4.8%

12) Type of Reporting Person PN

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1) Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only) WCAS Capital Partners III, L.P.

2) Check the Appropriate Box if a Member of a Group (a) [X] (b) []

3) SEC Use Only

4) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With: 5) Sole Voting Power 655,555 shares of Common Stock

6) Shared Voting Power -0-

7) Sole Dispositive Power 655,555 shares of Common Stock

8) Shared Dispositive Power -0-

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9) Aggregate Amount Beneficially Owned by Each Reporting Person 655,555 shares of Common Stock

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row (9) 0.8%

12) Type of Reporting Person PN

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1) Name of Reporting Person WCAS Capital
I.R.S. Identification Partners II, L.P.
No. of Above Person
(Entities Only)

2) Check the Appropriate Box if a Member of a Group (a) [X] (b) []

3) SEC Use Only

4) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With: 5) Sole Voting Power 268,398 shares of Common Stock

6) Shared Voting Power -0-

7) Sole Dispositive Power 268,398 shares of Common Stock

8) Shared Dispositive Power -0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person 268,398 shares of Common Stock

10) Check if the Aggregate Amount in Row (9)

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Excludes Certain Shares

 11) Percent of Class
 Represented by 0.3%
 Amount in Row (9)

 12) Type of Reporting
 Person PN

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 1) Name of Reporting Person WCAS Information
 I.R.S. Identification Partners, L.P.
 No. of Above Person
 (Entities Only)

 2) Check the Appropriate Box (a) [X]
 if a Member of a Group (b) []

 3) SEC Use Only

 4) Citizenship or Place Delaware
 of Organization

 Number of 5) Sole Voting 148,766 shares
 Shares Beneficially Power of Common Stock
 Owned by Each
 Reporting Person
 With: -----

 6) Shared Voting
 Power -0-

 7) Sole Disposi- 148,766 shares
 tive Power of Common Stock

 8) Shared Dis-
 positive Power -0-

 9) Aggregate Amount Beneficially 148,766 shares of
 Owned by Each Reporting Person Common Stock

 10) Check if the Aggregate
 Amount in Row (9)
 Excludes Certain Shares

 11) Percent of Class
 Represented by 0.2%
 Amount in Row (9)

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12) Type of Reporting
Person

PN

Amendment No. 1 to Schedule 13G

Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission on January 22, 2003 (the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following Items of the Schedule 13G are hereby amended and restated as follows:

Item 4 - Ownership.

(a) Amount Beneficially Owned:

WCAS VII: 12,494,942 shares of Common Stock
WCAS VIII: 17,790,349 shares of Common Stock
WCAS VI: 3,853,049 shares of Common Stock
WCAS CP III: 655,555 shares of Common Stock
WCAS CP II: 268,398 shares of Common Stock
WCAS IP: 148,766 shares of Common Stock

(b) Percent of Class:

WCAS VII: 15.6%
WCAS VIII: 22.3%
WCAS VI: 4.8%
WCAS CP III: 0.8%
WCAS CP II: 0.3%
WCAS IP: 0.2%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

WCAS VII: 12,494,942 shares of Common Stock
WCAS VIII: 17,790,349 shares of Common Stock
WCAS VI: 3,853,049 shares of Common Stock
WCAS CP III: 655,555 shares of Common Stock
WCAS CP II: 268,398 shares of Common Stock
WCAS IP: 148,766 shares of Common Stock

(ii) shared power to vote or to direct the vote: -0-

(iii) sole power to dispose or to direct the disposition of:

WCAS VII: 12,494,942 shares of Common Stock
WCAS VIII: 17,790,349 shares of Common Stock
WCAS VI: 3,853,049 shares of Common Stock
WCAS CP III: 655,555 shares of Common Stock
WCAS CP II: 268,398 shares of Common Stock
WCAS IP: 148,766 shares of Common Stock

(iv) shared power to dispose or to direct the disposition of: -0-

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Signature:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

WELSH, CARSON, ANDERSON & STOWE VII, L.P.
By: WCAS VII Partners, L.P., General Partner

By /s/ Jonathan M. Rather

General Partner

WELSH, CARSON, ANDERSON & STOWE VIII, L.P.
By: WCAS VIII Associates, L.L.C., General Partner

By /s/ Jonathan M. Rather

Managing Member

WELSH, CARSON, ANDERSON & STOWE VI, L.P.
By: WCAS VI Partners, L.P., General Partner

By /s/ Jonathan M. Rather

Attorney-in-Fact

WCAS CAPITAL PARTNERS III, L.P.
By: WCAS CP III Associates, L.L.C., General Partner

By /s/ Jonathan M. Rather

Managing Member

WCAS CAPITAL PARTNERS II, L.P.
By: WCAS CP II Partners, General Partner

By /s/ Jonathan M. Rather

Attorney-in-Fact

WCAS INFORMATION PARTNERS, L.P.
By: WCAS IP Partners, General Partner

By /s/ Jonathan M. Rather

Attorney-in-Fact

Date: January 14, 2004