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 FILES 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)
- [X] 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.

CUSIP No. 018581 10 8

Page 2 of 11 pages

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) [X]
- (b) []

4)	Citizenship or Place			 Delaware
	of Organization			
Number of Shares Beneficially Owned by Each Reporting Person		5)		12,494,942 shares of Common Stock
With	n:		Shared Voting Power	-0-
		 7)	_	12,494,942 shares of Common Stock
		 8)	Shared Dis- positive Power	
9)	Aggregate Amount Beneficial Owned by Each Reporting Per			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
CUSI	IP No. 018581 10 8			Page 3 of 11 pages
1)	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)		P	Welsh, Carson, Anderson & Stowe VIII, 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		Γ	Delaware
 Numk	per of	 5)	 Sole Voting	17,790,349 shares

of Common Stock Shares Beneficially Power Owned by Each Reporting Person With: _____ 6) Shared Voting Power -0-_____ 7) Sole Disposi- 17,790,349 shares tive Power of Common Stock 8) Shared Dispositive Power -0-9) Aggregate Amount Beneficially 17,790,349 shares of Common Stock _____ 10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares 11) Percent of Class 22.3% Represented by Amount in Row (9) ______ 12) Type of Reporting Person PΝ CUSIP No. 018581 10 8 Page 4 of 11 pages Name of Reporting Person Welsh, Carson, I.R.S. Identification Anderson & Stowe VI, 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 of Organization 5) Sole Voting 3,853,049 shares Power of Common Stock Number of Shares Beneficially Owned by Each Reporting Person With: 6) Shared Voting Power -0-

		7)	Sole Disposi- tive Power	3,853,049 shares of Common Stock
		8)	Shared Dis- positive Power	-0-
9)	Aggregate Amount Beneficia Owned by Each Reporting Pe			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
CUSI	P No. 018581 10 8			Page 5 of 11 pages
1)	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)			CAS Capital artners III, L.P.
2)	Check the Appropriate Box if a Member of a Group			a) [X] o) []
3)	SEC Use Only			
4)	Citizenship or Place of Organization		D	elaware
Number of Shares Beneficially Owned by Each Reporting Person		5)	Sole Voting Power	655,555 shares of Common Stock
With	1:	6)	Shared Voting Power	-0-
		7)		655,555 shares of Common Stock
		8)	Shared Dis- positive Power	

9)	Aggregate Amount Beneficia Owned by Each Reporting Pe		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	
CUSI	IP No. 018581 10 8			Page 6 of 11 pag	es
1)	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)			CAS Capital Partners II, 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		5)	Sole Voting Power	268,398 shares of Common Stock	
With		6)	Shared Voting Power	-0-	
		7)		268,398 shares of Common Stock	
		8)	Shared Dis- positive Power	-0-	
9)	Aggregate Amount Beneficially Owned by Each Reporting Person		ı	268,398 shares of Common Stock	
10)	Check if the Aggregate Amount in Row (9)				

Excludes Certain Shares 11) Percent of Class Represented by 0.3% Amount in Row (9) _____ 12) Type of Reporting Person PN CUSIP No. 018581 10 8 Page 7 of 11 pages WCAS Information Name of Reporting Person I.R.S. Identification Partners, L.P. No. of Above Person (Entities Only) (a) [X] 2) Check the Appropriate Box if a Member of a Group (b) [] ______ 3) SEC Use Only ______ 4) Citizenship or Place of Organization 5) Sole Voting 148,766 shares Power of Common Stock Number of Shares Beneficially Owned by Each Reporting Person With: _____ 6) Shared Voting Power -0-7) Sole Disposi- 148,766 shares tive Power of Common Stock 8) Shared Dispositive Power -0-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 0.2% Represented by Amount in Row (9)

12) Type of Reporting Person

PΝ

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 III: 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-

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