

HEARTLAND PAYMENT SYSTEMS INC
 Form 4
 April 26, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CARR ROBERT O

2. Issuer Name and Ticker or Trading Symbol
HEARTLAND PAYMENT SYSTEMS INC [HPY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/22/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board and CEO

C/O HEARTLAND PAYMENT SYSTEMS, INC., 90 NASSAU STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PRINCETON, NJ 08542

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	04/22/2016		D	108,487	D <u>(1)</u> 0	I	The Robert O. Carr 2000 Irrevocable Trust for Emily Carr
Common Stock, par value \$0.001 per	04/22/2016		D	324,057	D <u>(1)</u> 0	D	

share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	(2)	04/22/2016		A	201,738	(3) 12/19/2024	Common Stock
Restricted Stock Units	(2)	04/22/2016		D	201,738	(3) 12/19/2024	Common Stock
Restricted Stock Units	(2)	04/22/2016		A	80,636	(5) 12/06/2023	Common Stock
Restricted Stock Units	(2)	04/22/2016		D	80,636	(5) 12/06/2023	Common Stock
Restricted Stock Units	(2)	04/22/2016		A	83,484	(7) 12/19/2024	Common Stock
Restricted Stock Units	(2)	04/22/2016		D	83,484	(7) 12/19/2024	Common Stock
Restricted Stock Units	(2)	04/22/2016		D	10,101	(9) 12/19/2024	Common Stock
Restricted Stock Unit	(2)	04/22/2016		A	47,793	(11) 12/19/2024	Common Stock
Restricted Stock Unit	(2)	04/22/2016		D	47,793	(11) 12/19/2024	Common Stock
Restricted Stock	(2)	04/22/2016		A	42,182	(13) 12/19/2024	Common Stock

Units								
Restricted Stock Units	(2)	04/22/2016	D	42,182	(13)	12/19/2024	Common Stock	
Restricted Stock Units	(2)	04/22/2016	D	4,779	(15)	12/19/2019	Common Stock	
Restricted Stock Units	(2)	04/22/2016	A	24,102	(17)	12/11/2025	Common Stock	
Restricted Stock Units	(2)	04/22/2016	D	24,102	(17)	12/11/2025	Common Stock	
Restricted Stock Units	(2)	04/22/2016	D	18,076	(19)	12/11/2025	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARR ROBERT O C/O HEARTLAND PAYMENT SYSTEMS, INC. 90 NASSAU STREET PRINCETON, NJ 08542	X		Chairman of the Board and CEO	

Signatures

/s/ Robert O. Carr
04/26/2016

**Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) In connection with the acquisition (the "Merger") of Heartland Payments Systems, Inc. ("Heartland") by Global Payments Inc. ("Global Payments"), pursuant to the Agreement and Plan of Merger, dated as of December 15, 2015, by and among Heartland, Global Payments, Data Merger Sub One, Inc. and Data Merger Sub Two, LLC, on April 22, 2016, the Reporting Person received \$53.28 in cash and 0.6687 of a share of Global Payments common stock for each share of Heartland common stock owned by the Reporting Person.
 - (2) Each restricted stock unit represents a contingent right to receive one share of Heartland's common stock.
 - (3) On December 6, 2013, the reporting person was granted a target of an aggregate of 80,695 performance restricted stock units. The performance restricted stock units vest based on the satisfaction of certain performance criteria by Heartland during the performance periods. In connection with the Merger, the performance restricted stock units were accelerated at the maximum payout, so the reporting person received an aggregate of 201,738 performance restricted share units.
 - (4) These restricted stock units were cancelled in the Merger in exchange for 134,902 shares of Global Payments common stock and a cash payment of \$10,748,615.86.

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- (5) On December 6, 2013, the reporting person was granted a target of an aggregate of 40,318 performance restricted stock units. The performance restricted stock units vest based on the satisfaction of certain performance criteria by Heartland during the performance periods. In connection with the Merger, the performance restricted stock units were accelerated at the maximum payout, so the reporting person received an aggregate of 80,636 performance restricted share units.
- (6) These restricted stock units were cancelled in the Merger in exchange for 53,921 shares of Global Payments common stock and a cash payment of \$4,296,308.32.
- (7) On December 6, 2013, the reporting person was granted a target of an aggregate of 41,742 performance restricted stock units. The performance restricted stock units vest based on the satisfaction of certain performance criteria by Heartland during the performance periods. In connection with the Merger, the performance restricted stock units were accelerated at the maximum payout, so the reporting person received an aggregate of 83,484 performance restricted share units.
- (8) These restricted stock units were cancelled in the Merger in exchange for 55,825 shares of Global Payments common stock and a cash payment of \$4,448,084.48.
- (9) The restricted stock units vest in four equal annual installments beginning December 6, 2014. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit.
- (10) These restricted stock units, which provided for vesting in four equal installments beginning on December 6, 2014, were cancelled in the Merger in exchange for 6,754 shares of Global Payments common stock and a cash payment of \$583,222.15.
- (11) On December 19, 2014, the reporting person was granted a target of an aggregate of 19,117 performance restricted stock units. The performance restricted stock units vest based on the satisfaction of certain performance criteria by Heartland during the performance periods. In connection with the Merger, the performance restricted stock units were accelerated at the maximum payout, so the reporting person received an aggregate of 47,793 performance restricted share units.
- (12) These restricted stock units were cancelled in the merger in exchange for 31,959 shares of Global Payments common stock and a cash payment of \$2,546,424.63.
- (13) On December 6, 2013, the reporting person was granted a target of an aggregate of 21,091 performance restricted stock units. The performance restricted stock units vest based on the satisfaction of certain performance criteria by Heartland during the performance periods. In connection with the Merger, the performance restricted stock units were accelerated at the maximum payout, so the reporting person received an aggregate of 42,182 performance restricted share units.
- (14) These restricted stock units were cancelled in the Merger in exchange for 28,207 shares of Global Payments common stock and a cash payment of \$2,247,464.80.
- (15) The restricted stock units vest in four equal annual installments beginning December 19, 2015. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit.
- (16) These restricted stock units, which provided for vesting in four equal installments beginning on December 19, 2015, were cancelled in the Merger in exchange for 3,195 shares of Global Payments common stock and a cash payment of \$254,679.53.
- (17) On December 11, 2015, the reporting person was granted a target of an aggregate of 24,102 performance restricted stock units. The performance restricted stock units vest based on the satisfaction of certain performance criteria by Heartland during the performance periods. In connection with the Merger, the performance restricted stock units were accelerated at the maximum payout, so the reporting person received an aggregate of 24,102 performance restricted share units.
- (18) These restricted stock units were cancelled in the Merger in exchange for 16,117 shares of Global Payments common stock and a cash payment of \$1,284,155.12.
- (19) The restricted stock units vest in four equal annual installments beginning December 11, 2016. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit.
- (20) These restricted stock units, which provided for vesting in four equal installments beginning on December 11, 2016, were cancelled in the Merger in exchange for 12,087 shares of Global Payments common stock and a cash payment of \$963,121.23.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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