

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 Kallenbach Charles

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Legal Officer, GC & Sec.

(Last) (First) (Middle)  
 90 NASSAU STREET, 2ND FLOOR  
 (Street)  
 PRINCETON, NJ 08542  
 (City) (State) (Zip)

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

**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 Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	04/22/2016		D		37,918	D	
					<u>11</u>	0	D

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

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SEC 1474 (9-02)

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

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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)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	04/22/2016		A		13,453		(3)	12/06/2023	Common Stock	13,453
Restricted Stock Units	(2)	04/22/2016		D			13,453	(3)	12/06/2023	Common Stock	13,453
Restricted Stock Units	(2)	04/22/2016		A		5,378		(5)	12/06/2023	Common Stock	5,378
Restricted Stock Units	(2)	04/22/2016		D			5,378	(5)	12/06/2023	Common Stock	5,378
Restricted Stock Units	(2)	04/22/2016		A		5,560		(7)	12/06/2023	Common Stock	5,560
Restricted Stock Units	(2)	04/22/2016		D			5,560	(7)	12/06/2023	Common Stock	5,560
Restricted Stock Units	(2)	04/22/2016		D			673	(9)	12/06/2023	Common Stock	673
Restricted Stock Units	(2)	04/22/2016		A		11,028		(11)	12/19/2024	Common Stock	11,028
Restricted Stock Units	(2)	04/22/2016		D			11,028	(11)	12/19/2024	Common Stock	11,028
Restricted Stock Units	(2)	04/22/2016		A		9,734		(13)	12/19/2024	Common Stock	9,734
Restricted Stock Units	(2)	04/22/2016		D			9,734	(13)	12/19/2024	Common Stock	9,734
Restricted Stock Units	(2)	04/22/2016		D			1,103	(15)	12/19/2019	Common Stock	1,103



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- (8) These restricted stock units were cancelled in the merger in exchange for 3,717 shares of Global Payments common stock and a cash payment of \$296,310.54.
- (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, 2013, were cancelled in the Merger in exchange for 450 shares of Global Payments common stock and a cash payment of \$35,860.10.
- On December 19, 2014, the reporting person was granted a target of an aggregate of 4,411 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 11,028 performance restricted share units.
- (11) These restricted stock units were cancelled in the merger in exchange for 7,374 shares of Global Payments common stock and a cash payment of \$587,603.97.
- On December 19, 2014, the reporting person was granted a target of an aggregate of 4,867 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 9,734 performance restricted share units.
- (12) These restricted stock units were cancelled in the merger in exchange for 6,509 shares of Global Payments common stock and a cash payment of \$518,637.06.
- (13) 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.
- (14) These restricted stock units, which provided for vesting in four equal installments beginning on December 19, 2014, were cancelled in the Merger in exchange for 737 shares of Global Payments common stock and a cash payment of \$58,811.54.
- On December 11, 2015, the reporting person was granted a target of an aggregate of 3,615 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 3,615 performance restricted share units.
- (15) These restricted stock units were cancelled in the merger in exchange for 2,417 shares of Global Payments common stock and a cash payment of \$192,633.79.
- (16) The restricted stock units vest in four equal annual installments beginning December 19, 2016. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit.
- (17) These restricted stock units, which provided for vesting in four equal installments beginning on December 11, 2015, were cancelled in the Merger in exchange for 1,812 shares of Global Payments common stock and a cash payment of \$144,506.23.
- (18)
- (19)
- (20)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.