

HEARTLAND PAYMENT SYSTEMS INC

Form 4

December 30, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)

(Last) (First) (Middle)
90 NASSAU STREET, 2ND
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
12/22/2015

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Chief Legal Officer, GC & Sec.

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/22/2015		J ⁽¹⁾		4,167	A	\$ 0
							39,839
Common Stock	12/22/2015		F		1,921	D	\$ 95.72
							37,918

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

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(9-02)

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit <u>(2)</u>	<u>(3)</u>	12/22/2015		J <u>(1)</u>	1,324	<u>(4)</u> 12/10/2017 <u>(4)</u>	Common Stock 1,324
Restricted Stock Unit <u>(2)</u>	<u>(3)</u>	12/22/2015		J <u>(1)</u>	673	<u>(5)</u> 12/06/2023 <u>(5)</u>	Common Stock 673
Restricted Stock Unit <u>(2)</u>	<u>(3)</u>	12/22/2015		J <u>(1)</u>	551	<u>(6)</u> 12/19/2019 <u>(6)</u>	Common Stock 551
Restricted Stock Unit <u>(2)</u>	<u>(3)</u>	12/22/2015		J <u>(1)</u>	904	<u>(7)</u> <u>(7)</u>	Common Stock 904

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kallenbach Charles 90 NASSAU STREET, 2ND FLOOR PRINCETON, NJ 08542	Chief Legal Officer, GC & Sec.

Signatures

/s/ Robert H.B. Baldwin, Jr., Attorney
in Fact 12/30/2015

 **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) Heartland Payment Systems, Inc. (the "Issuer") entered into an Agreement and Plan of Merger dated as of December 15, 2015 (the "Merger Agreement") with Global Payments Inc., Data Merger Sub One, Inc. and Data Merger Sub Two, LLC. The reporting person is expected to be a "disqualified individual" for purposes of Section 280G of the Internal Revenue Code of 1986, as amended (the "Code"),

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and the Issuer's Board of Directors approved the acceleration of the vesting and settlement of certain equity awards held by the reporting person to December 22, 2015 for purposes of mitigating the effects of Sections 280G and 4999 of the Code in connection with the transactions contemplated by the Merger Agreement, including the vesting of 715 performance share units granted in December 2012.

- (2) Each vested restricted stock unit was the economic equivalent of one share of the Issuer's common stock. The reporting person settled the vested restricted stock units for shares of the Issuer's common stock.
- (3) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock.
- (4) The restricted stock units vest in four equal annual installments beginning December 10, 2013. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit.
- (5) 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.
- (6) 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 units.
- (7) 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.

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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