HEARTLAND PAYMENT SYSTEMS INC
Form 4
April 26, 2016

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lawler Michael A

(Last) (First) (Middle)

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

(Street)

PRINCETON, NJ 08542

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President - Strategic Markets

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/22/2016		D		15,991	D	(1)	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)

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 Units	(2)	04/22/2016		A		28,028		(3)	12/06/2023	Common Stock	28,0
Restricted Stock Units	(2)	04/22/2016		D			28,028	(3)	12/06/2023	Common Stock	28,0
Restricted Stock Units	(2)	04/22/2016		A		11,206		(5)	12/06/2023	Common Stock	11,2
Restricted Stock Units	(2)	04/22/2016		D			11,206	(5)	12/06/2023	Common Stock	11,2
Restricted Stock Units	(2)	04/22/2016		A		11,582		(7)	12/06/2023	Common Stock	11,5
Restricted Stock Units	(2)	04/22/2016		D			11,582	(7)	12/06/2023	Common Stock	11,5
Restricted Stock Units	(2)	04/22/2016		D			1,402	(9)	12/06/2023	Common Stock	1,4
Restricted Stock Units	(2)	04/22/2016		A		18,380		(11)	12/19/2024	Common Stock	18,3
Restricted Stock Units	(2)	04/22/2016		D			18,380	(11)	12/19/2024	Common Stock	18,3
Restricted Stock Units	(2)	04/22/2016		A		16,224		(13)	12/19/2024	Common Stock	16,2
Restricted Stock Units	(2)	04/22/2016		D			16,224	(13)	12/19/2024	Common Stock	16,2
Restricted Stock Units	(2)	04/22/2016		D			1,838	(15)	12/19/2024	Common Stock	1,8

Restricted Stock Units	(2)	04/22/2016	A	6,026		(17)	12/11/2025	Common Stock	6,0
Restricted Stock Units	(2)	04/22/2016	D		6,026	(17)	12/11/2025	Common Stock	6,0
Restricted Stock Units	(2)	04/22/2016	D		4,519	(19)	12/11/2025	Common Stock	4,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lawler Michael A C/O HEARTLAND PAYMENT SYSTEMS, INC. 90 NASSAU STREET PRINCETON, NJ 08542			President - Strategic Markets	

Signatures

/s/ Michael A. Lawler 4-26-16	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 11,211 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 28,028 performance restricted share units.

(4) These restricted stock units were cancelled in the merger in exchange for 18,742 shares of Global Payments common stock and a cash payment of $1,493,356.39

(5) On December 6, 2013, the reporting person was granted a target of an aggregate of 5,603 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 11,206 performance restricted share units.

(6) These restricted stock units were cancelled in the merger in exchange for 7,493 shares of Global Payments common stock and a cash payment of $597,089.98.

(7) On December 6, 2013, the reporting person was granted a target of an aggregate of 5,791 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 11,582 performance restricted share units.

(8) These restricted stock units were cancelled in the merger in exchange for 7,744 shares of Global Payments common stock and a cash payment of $617,155.97.

(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 937 shares of Global Payments common stock and a cash payment of $74,737.81.

(11) On December 19, 2014, the reporting person was granted a target of an aggregate of 7,352 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 18,380 performance restricted share units.

(12) These restricted stock units were cancelled in the merger in exchange for 12,290 shares of Global Payments common stock and a cash payment of $979,339.96.

(13) On December 19, 2014, the reporting person was granted a target of an aggregate of 8,112 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 16,224 performance restricted share units.

(14) These restricted stock units were cancelled in the merger in exchange for 10,848 shares of Global Payments common stock and a cash payment of $864,489.73.

(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 units.

(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 1,229 shares of Global Payments common stock and a cash payment of $97,934.

(17) On December 11, 2015, the reporting person was granted a target of an aggregate of 6,026 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 6,026 performance restricted share units.

(18) These restricted stock units were cancelled in the merger in exchange for 4,029 shares of Global Payments common stock and a cash payment of $321,109.75.

(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 3,021 shares of Global Payments common stock and a cash payment of $240,837.20.

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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