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HEARTLAND PAYMENT SYSTEMS INC

Form 4

December 30, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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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

obligations may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GILBERT DAVID L

2. Issuer Name and Ticker or Trading Symbol

HEARTLAND PAYMENT SYSTEMS INC [HPY]

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

(State)

(Zip)

(Month/Day/Year) 12/11/2015

Director 10% Owner X_ Officer (give title Other (specify below)

President - Hospitality Group

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)

X Form filed by One Reporting Person Form filed by More than One Reporting

PRINCETON, NJ 08542

(City)

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

| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. 4. Securities Acquired | | | 5. Amount of | 6. | 7. Nature of | |
|-----------------|---------------------|--------------------|---------------------------|-------------------------------|-----------|--------------|------------------|--------------|------------|
| Security | (Month/Day/Year) | Execution Date, if | Transactio | saction(A) or Disposed of (D) | | | Securities | Ownership | Indirect |
| (Instr. 3) | | any | Code | (Instr. 3, 4 and 5) | | Beneficially | Form: Direct | Beneficial | |
| | | (Month/Day/Year) | (Instr. 8) | | | Owned | (D) or | Ownership | |
| | | | | | | | Following | Indirect (I) | (Instr. 4) |
| | | | | | (A) | | Reported | (Instr. 4) | |
| | | | | | (A) | | Transaction(s) | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 12/22/2015 | | <u>J(1)</u> | 15,731 | A | \$ 0 | 43,877 | D | |
| Common Stock | 12/22/2015 | | F | 6,602 | D | \$ 95.72 | 37,275 | D | |

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 or 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 Amou Underlying Secur (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|---|--|----------------|--|-----------------------|---|------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am or Nu of S |
| Restricted Stock Unit | (3) | 12/11/2015 | | A | 3,615 | | <u>(4)</u> | <u>(4)</u> | Common Stock | 3, |
| Restricted Stock Units (2) | (3) | 12/22/2015 | | <u>J(1)</u> | | 13,074 (1) | <u>(5)</u> | 06/14/2024(5) | Common Stock | 13 |
| Restricted Stock Units (2) | (3) | 12/22/2015 | | <u>J(1)</u> | | 841 (1) | <u>(6)</u> | 12/06/2023(6) | Common Stock | 8 |
| Restricted Stock Unit | (3) | 12/22/2015 | | <u>J(1)</u> | | 551 <u>(1)</u> | <u>(7)</u> | 12/19/2019 <u>(7)</u> | Common Stock | 5 |
| Restricted Stock Unit | (3) | 12/22/2015 | | J <u>(1)</u> | | 904 | <u>(4)</u> | <u>(4)</u> | Common Stock | ç |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |

GILBERT DAVID L C/O HEARTLAND PAYMENT SYSTEMS, INC. 90 NASSAU STREET PRINCETON, NJ 08542

President - Hospitality Group

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)

Reporting Owners 2

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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"), 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 361 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 11, 2016. 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 June 14, 2013. 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 6, 2014. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit.
- (7) 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.

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.