

CARR ROBERT O
Form SC 13G/A
February 17, 2009

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

HEARTLAND PAYMENT SYSTEMS, INC.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

42235N108

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 42235N108

NAMES OF REPORTING PERSONS

1

ROBERT O. CARR

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 6,021,000 (includes an option to purchase 125,000 shares of common stock)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH: 6,021,000 (includes an option to purchase 125,000 shares of common stock)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,021,000 (includes an option to purchase 125,000 shares of common stock)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

16.0%

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 42235N108

NAMES OF REPORTING PERSONS

1

JILL A. CARR

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 6,021,000 (includes an option to purchase 125,000 shares of common stock)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH: 6,021,000 (includes an option to purchase 125,000 shares of common stock)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,021,000 (includes an option to purchase 125,000 shares of common stock)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

16.0%

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 42235N108

NAMES OF REPORTING PERSONS

1
THE ROBERT O. CARR 2001 CHARITABLE REMAINDER UNITRUST

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
NEW JERSEY

SOLE VOTING POWER

5
NUMBER OF 0

SHARED VOTING POWER

6
SHARES BENEFICIALLY OWNED BY 400,000

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8
WITH: 400,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
400,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.1%

12 TYPE OF REPORTING PERSON

OO

CUSIP No. 42235N108

NAMES OF REPORTING PERSONS

1 THE ROBERT O. CARR 2000 IRREVOCABLE TRUST FOR EMILY CARR

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 NEW JERSEY

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 443,501

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH: 443,501

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 443,501

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.2%

12 TYPE OF REPORTING PERSON

OO

Item 1

(a) Name of Issuer:

HEARTLAND PAYMENT SYSTEMS, INC. (the Issuer)

(b) Address of Issuer's Principal Executive Offices:

90 Nassau Street, Princeton, NJ 08542

Item 2

(a) Name of Person Filing:

This statement is filed jointly on behalf of the persons identified below. In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the Exchange Act), each person filing this statement acknowledges that it is responsible for the completeness and accuracy of the information concerning that person but is not responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate. The persons filing this Amendment No. 3 to the Schedule 13G (the Schedule 13G) are as follows:

i. Robert O. Carr

ii. Jill A. Carr

iii. The Robert O. Carr 2001 Charitable Remainder Unitrust

iv. The Robert O. Carr 2000 Irrevocable Trust for Emily Carr ⁽¹⁾

(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of all filing persons identified in this Schedule 13G is:

c/o Heartland Payment Systems, Inc., 90 Nassau Street, Princeton, NJ 08542, Attention: Robert O. Carr.

(c) Citizenship:

Each of Robert O. Carr and Jill A. Carr is a citizen of the United States.

Both of the Trusts are organized under the laws of the State of New Jersey.

(d) Title of Class of Securities:

Common stock, \$0.001 par value per share (the Common Stock)

(e) CUSIP Number:

42235N108

Item 3. If this statement is filed pursuant to Rule 13d-1(b), 13d-2(b) or 13d-2(c), check whether the person filing is a:

(a) Broker or dealer registered under Section 15 of the Exchange Act;

(b) Bank as defined in section 3(a)(6) of the Exchange Act;

(c) o Insurance company as defined in section 3(a)(19) of the Exchange Act;

(d) o Investment company registered under section 8 of the Investment Company Act of 1940;

¹ Both of the entities named in (iii) and (iv) of Item 2(a) above are referred to herein collectively, as the Trusts.

- (e) o An investment adviser in accordance with Rule 13-d(1)(b)(1)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person, in accordance with Rule 13d-1(b)(ii)(G);
- (h) o A savings association, as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) o Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
 - (i) Robert O. Carr: 6,021,000 ⁽²⁾
 - (ii) Jill A. Carr: 6,021,000 ⁽²⁾
 - (iii) The Robert O. Carr 2001 Charitable Remainder Unitrust: 400,000
 - (iv) The Robert O. Carr 2000 Irrevocable Trust for Emily Carr: 443,501
- (b) Percent of class: ⁽³⁾
 - (i) Robert O. Carr: 16.0%
 - (ii) Jill A. Carr: 16.0%
 - (iii) The Robert O. Carr 2001 Charitable Remainder Unitrust: 1.1%
 - (iv) The Robert O. Carr 2000 Irrevocable Trust for Emily Carr: 1.2%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote
 - 1) Robert O. Carr: 0
 - 2) Jill A. Carr: 0
 - 3) The Robert O. Carr 2001 Charitable Remainder Unitrust: 0
 - 4) The Robert O. Carr 2000 Irrevocable Trust for Emily Carr: 0

² Robert O. Carr and/or Jill A. Carr may be deemed to be the beneficial owners of: 400,000 shares

of the Issuer's
Common Stock
held by The
Robert O. Carr
2001 Charitable
Remainder
Unitrust and
443,501 shares
of the Issuer's
Common Stock
held by The
Robert O. Carr
2000

Irrevocable
Trust for Emily
Carr. Robert O.
Carr and Jill A.
Carr disclaim
beneficial
ownership of
these securities,
and this report
shall not be
deemed an
admission that
they are the
beneficial owner
of such
securities.

Robert O. Carr's
and Jill A. Carr's
holdings also
include an fully
vested option to
purchase
125,000 shares
of the Issuer's
Common Stock.

³ All percentages
herein are based
on 37,633,875
shares of the
Issuer's
Common Stock
reported to be
outstanding as
of November 3,
2008, as
reported on
Form 10-Q filed

with the SEC by
the Issuer for
the quarter
ended
September 30,
2008.

- (ii) Shared power to vote or to direct the vote
 - 1) Robert O. Carr: 6,021,000
 - 2) Jill A. Carr: 6,021,000

 - 3) The Robert O. Carr 2001 Charitable Remainder Unitrust: 400,000

 - 4) The Robert O. Carr 2000 Irrevocable Trust for Emily Carr: 443,501
- (iii) Sole power to dispose or to direct the disposition of
 - 1) Robert O. Carr: 0

 - 2) Jill A. Carr: 0

 - 3) The Robert O. Carr 2001 Charitable Remainder Unitrust: 0

 - 4) The Robert O. Carr 2000 Irrevocable Trust for Emily Carr: 0
- (iv) Shared power to dispose or to direct the disposition of
 - 1) Robert O. Carr: 6,021,000

 - 2) Jill A. Carr: 6,021,000

 - 3) The Robert O. Carr 2001 Charitable Remainder Unitrust: 400,000

 - 4) The Robert O. Carr 2000 Irrevocable Trust for Emily Carr: 443,501

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: February 17, 2009

/s/ Robert O. Carr

Robert O. Carr

/s/ Jill A. Carr

Jill A. Carr

The Robert O. Carr 2001 Charitable
Remainder Unitrust

By: /s/ Frederick A. Nicoll

Name: Frederick A. Nicoll

Title: Trustee

The Robert O. Carr 2000 Irrevocable
Trust for Emily Carr

By: /s/ Marc J. Ostro

Name: Marc J. Ostro

Title: Trustee