

HEARTLAND PAYMENT SYSTEMS INC
Form SC 13G/A
February 13, 2008

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

(Amendment No. 2)*

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, 2007

(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 disclosures provided in a prior cover page.

The information required on 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 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).

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CUSIP No. 42235N108

1 Names of Reporting Persons.

MITCHELL L. HOLLIN

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization United States

5 Sole Voting Power 70,596 (consisting of 55,596
shares of common stock and options to purchase
15,000 shares of common stock)

6 Shared Voting Power 0

7 Sole Dispositive Power 70,596 (consisting of
55,596 shares of common stock and options to
purchase 15,000 shares of common stock)

8 Shared Dispositive Power 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person 70,596

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11 Percent of Class Represented by Amount in Row (9) 0.19%

12 Type of Reporting Person (See Instructions) IN

CUSIP No. 42235N108

1 Names of Reporting Persons.

LLR CAPITAL, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)

(b)

3 SEC Use Only

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4 Citizenship or Place of Organization Delaware

5 Sole Voting Power 0

6 Shared Voting Power 489

7 Sole Dispositive Power 0

8 Shared Dispositive Power 489

9 Aggregate Amount Beneficially Owned by Each Reporting Person 489

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11 Percent of Class Represented by Amount in Row (9) less than 0.01%

12 Type of Reporting Person (See Instructions) PN

CUSIP No. 42235N108

1 Names of Reporting Persons.
LLR EQUITY PARTNERS, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization Delaware

5 Sole Voting Power 0

6 Shared Voting Power 489

7 Sole Dispositive Power 0

8 Shared Dispositive Power 489

9 Aggregate Amount Beneficially Owned by Each Reporting Person 489

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11 Percent of Class Represented by Amount in Row (9) less than 0.01%

12 Type of Reporting Person (See Instructions) PN

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CUSIP No. 42235N108

1 Names of Reporting Persons.

LLR EQUITY PARTNERS PARALLEL, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization Delaware

5 Sole Voting Power 0

6 Shared Voting Power 0

7 Sole Dispositive Power 0

8 Shared Dispositive Power 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person 0

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11 Percent of Class Represented by Amount in Row (9) 0%

12 Type of Reporting Person (See Instructions) PN

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:

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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 Schedule 13G are as follows:

Mitchell L. Hollin

LLR Capital, L.P.

LLR Equity Partners, L.P.

LLR Equity Partners Parallel, L.P.

(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 LLR Capital, L.P., Cira Centre, 2929 Arch Street,
Philadelphia, PA 19104-2868

(c) Citizenship:

Mitchell L. Hollin is a citizen of the United States.

Each of LLR Capital, L.P., LLR Equity Partners, L.P. and LLR Equity Partners Parallel, L.P. is a limited partnership formed under the laws of the State of Delaware.

(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) Insurance company as defined in section 3(a)(19) of the Exchange Act;
- (d) Investment company registered under section 8 of the Investment Company Act of 1940;
- (e) An investment adviser in accordance with Rule 13-d(1)(b)(1)(ii)(E);

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- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person, in accordance with Rule 13d-1(b)(ii)(G);
- (h) A savings association, as defined in Section 3(b) of the Federal Deposit Insurance Act;

- (i) 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) 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(1):

Mitchell L. Hollin:	70,596(2)
LLR Capital, L.P.:	489(3)
LLR Equity Partners, L.P.:	489
LLR Equity Partners Parallel, L.P.:	0

(b) Percent of class:(4)

Mitchell L. Hollin:	0.19%
LLR Capital, L.P.:	less than 0.01%
LLR Equity Partners, L.P.:	less than 0.01%
LLR Equity Partners Parallel, L.P.:	0%

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote

Mitchell L. Hollin:	70,596
LLR Capital, L.P.:	0
LLR Equity Partners, L.P.:	0
LLR Equity Partners Parallel, L.P.:	0

- (ii) Shared power to vote or to direct the vote

Mitchell L. Hollin:	0
LLR Capital, L.P.:	489
LLR Equity Partners, L.P.:	489
LLR Equity Partners Parallel, L.P.:	0

- (iii) Sole power to dispose or to direct the disposition of

Mitchell L. Hollin:	70,596
LLR Capital, L.P.:	0
LLR Equity Partners, L.P.:	0
LLR Equity Partners Parallel, L.P.:	0

- (iv) Shared power to dispose or to direct the disposition of

Mitchell L. Hollin:	0
LLR Capital, L.P.:	489

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LLR Equity Partners, L.P.: 489
LLR Equity Partners Parallel, L.P.: 0

(1) Each reporting person disclaims beneficial ownership of the reported securities except and to the extent of its or his pecuniary interest therein.

(2) Includes 55,596 shares of the Issuer's common stock held by Mitchell L. Hollin and options granted to Mr. Hollin to purchase 15,000 shares of the Issuer's common stock. As of December 31, 2007, the options were immediately exercisable.

(3) Includes 489 shares of the Issuer's common stock held by LLR Equity Partners, L.P. LLR Capital, L.P. is the General Partner of LLR Equity Partners and consequently, LLR Capital, L.P. may be deemed to beneficially own these shares.

(4) All percentages herein are based on 37,478,786 shares of the Issuer's Common Stock reported to be outstanding as of November 1, 2007, as reported on Form 10-Q filed with the SEC by the Issuer for the quarter ended September 30, 2007.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

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

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undersigned certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2008

/s/ Mitchell L. Hollin

Mitchell L. Hollin

LLR Capital, L.P.

By: /s/ Mitchell L. Hollin

Name: Mitchell L. Hollin

Title: Managing Director

LLR Equity Partners, L.P.

By: /s/ Mitchell L. Hollin

Name: Mitchell L. Hollin

Title: Managing Director

LLR Equity Partners Parallel, L.P.

By: /s/ Mitchell L. Hollin

Name: Mitchell L. Hollin

Title: Managing Director

er evidence (including evidence in an electronic medium) as is approved by the Committee. A copy of such document or evidence shall be provided to the Participant. Such document or evidence is referred to in this Plan as an "Award Agreement" regardless of whether any Participant signature is required.

The Company may deliver by email or other electronic means (including posting on a web site maintained by the Company or by a third party under contract with the Company) all documents relating to this Plan or any Award thereunder (including without limitation prospectuses required by the SEC) and all other documents that the Company is required to deliver to its security holders (including without limitation annual reports and proxy statements).

(i) *Severability.* If any provision of this Plan or any Award is or becomes or is deemed to be invalid, illegal, or unenforceable in any jurisdiction as to any Person or Award, or would disqualify this Plan or any Award under any law deemed applicable by the Committee, such provision shall be construed or deemed amended to conform to applicable laws, or if it cannot be construed or deemed amended without, in the determination of the Committee, materially altering the intent of this Plan or the Award, such provision shall be stricken as to such jurisdiction, person or Award and the remainder of this Plan and any such Award shall remain in full force and effect.

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(j) *No Liability.* Subject to applicable law: (i) no Director shall be liable for anything whatsoever in connection with the exercise of authority under this Plan or the administration of this Plan except such Director's own willful misconduct; (ii) under no circumstances shall any Director be liable for any act or omission of any other Director; and (iii) in the performance of its functions with respect to this Plan, the Board of Directors or Committee, as the case may be, shall be entitled to rely upon information and advice furnished by the Company's officers, the Company's accountants, the Company's counsel and any other party the Board or Committee deems necessary, and no Director shall be liable for any action taken or not taken in good faith reliance upon any such advice.

SECTION 12. EFFECTIVE DATE OF PLAN.

This Plan shall be effective as the date of its approval by the stockholders of the Company (the "Effective Date").

SECTION 13. TERM OF PLAN.

No Stock Option, Stock Appreciation Right or Other Stock-Based Award shall be granted pursuant to this Plan on or after the tenth anniversary of the Effective Date of this Plan, but Awards granted prior to such tenth anniversary may extend beyond that date.

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MR A SAMPLE
 DESIGNATION (IF ANY)
 ADD 1
 ADD 2
 ADD 3
 ADD 4
 ADD 5
 ADD 6

Electronic Voting Instructions

**You can vote by Internet or telephone!
 Available 24 hours a day, 7 days a week!**

Instead of mailing your proxy, you may choose one of the two voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or telephone must be received by 1:00 a.m., Central Time, on April 22, 2008.

[GRAPHIC]

Vote by Internet

Log on to the Internet and go to

www.investorvote.com

Follow the steps outlined on the secured website.

[GRAPHIC]

Vote by telephone

Call toll free 1-800-652-VOTE (8683) within the United States, Canada & Puerto Rico any time on a touch tone telephone. There is **NO CHARGE** to you for the call.

Follow the instructions provided by the recorded message.

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.



Annual Meeting Proxy Card

123456

C0123456789

12345

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

A Proposals The Board of Directors recommends a vote FOR all the nominees listed and FOR Proposals 2 and 3.

1. Election of Directors: 01 - R. Randall Rollins 02 - James B. Williams

Mark here to vote **FOR** all nominees

Mark here to **WITHHOLD** vote from all nominees

For All EXCEPT To withhold a vote for one or more nominees, mark the box to the left and the corresponding numbered box(es) to the right.

01	02
<input type="radio"/>	<input type="radio"/>

	For	Against	Abstain		For	Against	Abstain
2. For the approval of the Performance-Based Incentive Cash Compensation Plan for Executive Officers	o	o	o	3. For the approval of the Proposed 2008 Stock Incentive Plan	o	o	o

4. IN THE DISCRETION OF THE PROXIES, ON ALL OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.

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B Non-Voting Items

Change of Address Please print your new address below.

Comments Please print your comments below.

Meeting Attendance

Mark the box to the right if you plan to attend the Annual Meeting.

C Authorized Signatures This section must be completed for your vote to be counted. Date and Sign Below

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) Please print date below.

Signature 1 Please keep signature within the box.

Signature 2 Please keep signature within the box.

/ /

C 1234567890 J N T

MR A SAMPLE (THIS AREA IS SET UP TO ACCOMMODATE 140 CHARACTERS) MR A SAMPLE AND MR A SAMPLE AND MR A SAMPLE AND MR A SAMPLE AND MR A SAMPLE AND MR A SAMPLE AND MR A SAMPLE AND MR A SAMPLE AND

1 U P X 0 1 6 4 5 8 1

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IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

Proxy **ROLLINS, INC.**

**Proxy Solicited by the Board of Directors of Rollins, Inc.
for Annual Meeting of Stockholders, Tuesday, April 22, 2008, 12:30 P.M.**

The undersigned hereby constitutes and appoints GARY W. ROLLINS and R. RANDALL ROLLINS, and each of them, jointly and severally, proxies, with full power of substitution, to vote all shares of Common Stock which the undersigned is entitled to vote at the Annual Meeting of Stockholders to be held on April 22, 2008, at 12:30 P.M. at 2170 Piedmont Road, N.E., Atlanta, Georgia, or any adjournment thereof.

The undersigned acknowledges receipt of Notice of the Annual Meeting and Proxy Statement, each dated March 17, 2008, grants authority to said proxies, or either of them, or their substitutes, to act in the absence of others, with all the powers which the undersigned would possess if personally present at such meeting and hereby ratifies and confirms all that said proxies, or their substitutes, may lawfully do in the undersigned's name, place or stead. The undersigned instructs said proxies, or either of them, to vote as stated on the reverse side.

ALL PROXIES SIGNED AND RETURNED WILL BE VOTED OR NOT VOTED IN ACCORDANCE WITH YOUR INSTRUCTIONS, BUT THOSE WITH NO CHOICE WILL BE VOTED "FOR" PROPOSALS 1 THROUGH 3. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF THE COMPANY.

NO POSTAGE REQUIRED IF THIS PROXY IS RETURNED IN THE ENCLOSED ENVELOPE AND MAILED IN THE UNITED STATES.

(Items to be voted appear on reverse side.)

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ARNALL GOLDEN GREGORY LLP
171 17th STREET NW
SUITE 2100
ATLANTA, GEORGIA 30363-1031

Direct phone: 404.873.8528
Direct fax: 404.873.8529
E-mail: Stephen.Fox@agg.com
www.agg.com

March 17, 2008

VIA EDGAR

Filing Desk
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549-0405

Re:
Rollins, Inc. Definitive Proxy Statement on Schedule 14A

Dear Sir or Madam:

On behalf of Rollins, Inc., filed herewith is the definitive proxy statement for the Rollins, Inc. 2008 Annual Meeting of Stockholders. One of the proposals for that meeting relates to the approval of the proposed 2008 Stock Incentive Plan. Please be advised that if the stock incentive plan is adopted at the annual meeting, Rollins intends to file a Registration Statement on Form S-8 registering shares reserved under the 1998 Stock Incentive Plan prior to the granting of awards under that Plan

Should you have any questions, please feel free to contact the undersigned.

Very truly yours,

Stephen D. Fox

QuickLinks

[ROLLINS, INC. NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD APRIL 22, 2008 2170 Piedmont Road, N.E., Atlanta, Georgia 30324](#)

[SOLICITATION OF AND POWER TO REVOKE PROXY](#)

[CAPITAL STOCK](#)

[STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT](#)

[ELECTION OF DIRECTORS](#)

[CORPORATE GOVERNANCE AND BOARD OF DIRECTORS' COMMITTEES AND MEETINGS](#)

[COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION](#)

[DIRECTOR COMPENSATION](#)

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[COMPENSATION DISCUSSION AND ANALYSIS](#)

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[GRANTS OF PLAN-BASED AWARDS](#)

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[POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL](#)

[Potential Payments Upon Termination of Employment](#)

[CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS](#)

[INDEPENDENT PUBLIC ACCOUNTANTS](#)

[APPROVAL OF PERFORMANCE-BASED INCENTIVE CASH COMPENSATION PLAN FOR EXECUTIVE OFFICERS](#)

[NEW PLAN BENEFITS](#)

[MAXIMUM PERFORMANCE-BASED INCENTIVE CASH COMPENSATION FOR ROLLINS, INC. EXECUTIVE OFFICERS](#)

[APPROVAL OF THE 2008 STOCK INCENTIVE PLAN](#)

[STOCKHOLDER PROPOSALS](#)

[EXPENSES OF SOLICITATION](#)

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[APPENDIX A](#)