

HEARTLAND PAYMENT SYSTEMS INC  
 Form 4  
 December 30, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

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

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)

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

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

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)  
 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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	12/22/2015		J <sup>(1)</sup>	A	14,235	\$ 0	22,820 D
Common Stock	12/22/2015		F	D	6,829	\$ 95.72	15,991 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)

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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)	Amount or Number of Shares
Restricted Stock Units <sup>(2)</sup>	<sup>(3)</sup>	12/22/2015		J <sup>(1)</sup>	3,125	<sup>(4)</sup> <sup>(4)</sup>	Common Stock	3,125
Restricted Stock Units <sup>(2)</sup>	<sup>(3)</sup>	12/22/2015		J <sup>(1)</sup>	6,922	<sup>(5)</sup> <sup>(5)</sup>	Common Stock	6,922
Restricted Stock Unit <sup>(2)</sup>	<sup>(3)</sup>	12/22/2015		J <sup>(1)</sup>	1,401	<sup>(6)</sup> 12/06/2023 <sup>(6)</sup>	Common Stock	1,401
Restricted Stock Unit <sup>(2)</sup>	<sup>(3)</sup>	12/22/2015		J <sup>(1)</sup>	919	<sup>(7)</sup> 12/19/2019 <sup>(7)</sup>	Common Stock	919
Restricted Stock Unit <sup>(2)</sup>	<sup>(3)</sup>	12/22/2015		J <sup>(1)</sup>	1,507	<sup>(8)</sup> <sup>(8)</sup>	Common Stock	1,507

## 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/ 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).

- 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.
- (1) 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.
  - (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock.
  - (3) The restricted stock units vest in four equal annual installments beginning April 26, 2013. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit.
  - (4) The restricted stock units vest in four equal installments beginning July 20, 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.
  - (8)

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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