

HEARTLAND PAYMENT SYSTEMS INC
 Form 4
 April 26, 2016

FORM 4

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

OMB APPROVAL

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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 *
BALDWIN ROBERT H B JR

(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
 Officer (give title below) Other (specify below)
 Vice Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 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		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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock, par value \$0.001 per share	04/18/2016		G	V	13,519	D	\$ 0 505,418	D	
Common Stock, par value \$0.001 per share	04/18/2016		G	V	1,200	D	\$ 0 504,218	D	

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Common
Stock, par
value 04/21/2016 G V 3,781 D \$ 0 500,437 D
\$0.001 per
share

Common
Stock, par
value 04/22/2016 D 500,437 D 0 0 D
\$0.001 per
share

Common
Stock 04/22/2016 D 30,442 D 0 0 I ⁽²⁾ Robert
H.B
Baldwin,
Jr. Trust
U/A/D
June 30,
2004

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	⁽³⁾	04/22/2016		D	2,263	⁽⁴⁾ 12/10/2017	Common Stock	2,263
Restricted Stock Units	⁽³⁾	04/22/2016		A	16,815	⁽⁶⁾ 12/06/2023	Common Stock	16,815
Restricted Stock Units	⁽³⁾	04/22/2016		D	16,815	⁽⁶⁾ 12/06/2023	Common Stock	16,815
Restricted Stock	⁽³⁾	04/22/2016		A	6,724	⁽⁸⁾ 12/06/2023	Common Stock	6,724

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Units									
Restricted Stock Units	(3)	04/22/2016	D	6,724	(8)	12/06/2023	Common Stock	6,7	
Restricted Stock Units	(3)	04/22/2016	A	6,950	(10)	12/06/2023	Common Stock	6,9	
Restricted Stock Units	(3)	04/22/2016	D	6,950	(10)	12/06/2023	Common Stock	6,9	
Restricted Stock Unit	(3)	04/22/2016	D	1,682	(12)	12/06/2023	Common Stock	1,6	
Restricted Stock Units	(3)	04/22/2016	A	5,513	(14)	12/19/2024	Common Stock	5,5	
Restricted Stock Units	(3)	04/22/2016	D	5,513	(14)	12/19/2024	Common Stock	5,5	
Restricted Stock Units	(3)	04/22/2016	A	4,866	(16)	12/19/2024	Common Stock	4,8	
Restricted Stock Units	(3)	04/22/2016	D	4,866	(16)	12/19/2024	Common Stock	4,8	
Restricted Stock Units	(3)	04/22/2016	D	827	(18)	12/19/2024	Common Stock	82	
Restricted Stock Units	(3)	04/22/2016	A	1,808	(20)	12/11/2025	Common Stock	1,8	
Restricted Stock Units	(3)	04/22/2016	D	1,808	(20)	12/11/2025	Common Stock	1,8	
Restricted Stock Units	(3)	04/22/2016	D	1,808	(22)	12/11/2025	Common Stock	1,8	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BALDWIN ROBERT H B JR C/O HEARTLAND PAYMENT SYSTEMS, INC.			Vice Chairman	

90 NASSAU STREET
PRINCETON, NJ 08542

Signatures

/s/ Robert H.B.
Baldwin, Jr.

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 "Acquisition") 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) The reporting person is the indirect beneficial owner of 30,442 shares of the Issuer held by the Robert H.B Baldwin, Jr. Trust U/A/D June 30, 2004 (the "Trust"). The reporting person disclaims beneficial ownership of the securities held in the Trust, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

(3) Each restricted stock unit represents a contingent right to receive one share of Heartland's common stock.

(4) The restricted stock units vest in four equal annual installments beginning December 10, 2013. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock units.

(5) These restricted stock units, which provided for vesting in four equal installments beginning on December 10, 2013, was cancelled in the merger in exchange for 1,513 shares of Global Payments common stock and a cash payment of \$120,592.98.

(6) On December 6, 2013, the reporting person was granted a target of an aggregate of 6,726 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 Acquisition, the performance restricted stock units were accelerated at the maximum payout, so the reporting person received an aggregate of 16,815 performance restricted share units.

(7) These restricted stock units were cancelled in the merger in exchange for 11,244 shares of Global Payments common stock and a cash payment of \$859,917.65.

(8) On December 6, 2013, the reporting person was granted a target of an aggregate of 3,362 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 Acquisition, the performance restricted stock units were accelerated at the maximum payout, so the reporting person received an aggregate of 6,724 performance restricted share units.

(9) These restricted stock units were cancelled in the merger in exchange for 4,496 shares of Global Payments common stock and a cash payment of \$358,280.42.

(10) On December 6, 2013, the reporting person was granted a target of an aggregate of 3,475 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 Acquisition, the performance restricted stock units were accelerated at the maximum payout, so the reporting person received an aggregate of 6,950 performance restricted share units.

(11) These restricted stock units were cancelled in the merger in exchange for 4,647 shares of Global Payments common stock and a cash payment of \$370,331.27.

(12) 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.

(13) 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 1,124 shares of Global Payments common stock and a cash payment of \$89,674.11.

(14) On December 19, 2014, the reporting person was granted a target of an aggregate of 2,205 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 Acquisition, the performance restricted stock units were accelerated at the maximum payout, so the reporting person received an aggregate of 5,513 performance restricted share units.

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- (15) These restricted stock units were cancelled in the merger in exchange for 3,686 shares of Global Payments common stock and a cash payment of \$293,773.84.
- On December 19, 2014, the reporting person was granted a target of an aggregate of 2,433 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 Acquisition, the performance restricted stock units were accelerated at the maximum payout, so the reporting person received an aggregate of 4,866 performance restricted share units.
- (16) These restricted stock units were cancelled in the merger in exchange for 3,253 shares of Global Payments common stock and a cash payment of \$259,328.31.
- (17) 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.
- (18) 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 553 shares of Global Payments common stock and a cash payment of \$44,063.69.
- On December 1, 2015, the reporting person was granted a target of an aggregate of 1,808 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 Acquisition, the performance restricted stock units were accelerated at the target payout, so the reporting person received an aggregate of 1,808 performance restricted share units.
- (19) These restricted stock units were cancelled in the merger in exchange for 1,209 shares of Global Payments common stock and a cash payment of \$96,330.97.
- (20) 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 units.
- (21) 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 1,209 shares of Global Payments common stock and a cash payment of \$96,330.97.
- (22) 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 1,209 shares of Global Payments common stock and a cash payment of \$96,330.97.
- (23)

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.