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HEARTLAND PAYMENT SYSTEMS INC

Form 4

December 30, 2015

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

FLOOR

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

(State)

Kallenbach Charles

2. Issuer Name and Ticker or Trading Symbol

HEARTLAND PAYMENT SYSTEMS INC [HPY]

(Month/Day/Year) 12/22/2015

3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

5. Relationship of Reporting Person(s) to

Other (specify X_ Officer (give title below) Chief Legal Officer, GC & Sec.

(Middle)

(Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Issuer

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

PRINCETON, NJ 08542

90 NASSAU STREET, 2ND

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1.Title of	2. Transaction Date		3.	4. Securities Acquired		5. Amount of	6. Ownership		
Security	(Month/Day/Year)	Execution Date, if		saction(A) or Disposed of (D)			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common	12/22/2015		J (1)	4,167	A	\$ 0	39,839	D	
Stock									
Common Stock	12/22/2015		F	1,921	D	\$ 95.72	37,918	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. Transactic Code (Instr. 8)	onof Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(3)	12/22/2015		<u>J(1)</u>		1,324	<u>(4)</u>	12/10/2017(4)	Common Stock	1,324
Restricted Stock Unit	(3)	12/22/2015		<u>J(1)</u>		673	(5)	12/06/2023(5)	Common Stock	673
Restricted Stock Unit	(3)	12/22/2015		<u>J(1)</u>		551	<u>(6)</u>	12/19/2019 <u>(6)</u>	Common Stock	551
Restricted Stock Unit	(3)	12/22/2015		<u>J(1)</u>		904	<u>(7)</u>	<u>(7)</u>	Common Stock	904

Reporting Owners

Reporting Owner Name / Address	Keiauonsinps					
	Director	10% Owner	Officer	Other		

Kallenbach Charles 90 NASSAU STREET, 2ND FLOOR PRINCETON, NJ 08542

Chief Legal Officer, GC & Sec.

Dalationahi

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) 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"),

Reporting Owners 2

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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 715 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.
- 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 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.

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.