

HEARTLAND PAYMENT SYSTEMS INC  
Form 8-A12B  
August 04, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-A**

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(B) OR (G) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Heartland Payment Systems, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State of incorporation or organization)

**22-3755714**

(I.R.S. Employer Identification No.)

**47 Hulfish Street, Suite 400, Princeton, New Jersey**

(Address of principal executive offices)

**08542**

(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

**Title of each class to be registered**  
Common Shares, \$0.001 par value

**Name of each exchange on which  
each class is to be registered**  
New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

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If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-118073

Securities to be registered pursuant to Section 12(g) of the Act:

**None**

(Title of class)

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**Item 1. Description of Registrant's Securities to be Registered.**

For a description of the common stock, par value \$0.001 per share ( Common Stock ), of Heartland Payment Systems, Inc. (the Registrant ) to be registered hereunder, reference is made to the information set forth under the caption Description of Capital Stock in the Prospectus included in the Registrant's Registration Statement on Form S-1 (File No. 333-118073), originally filed with the Securities and Exchange Commission on August 10, 2004, as amended by any amendments to such Registration Statement, and by any prospectus subsequently filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which information is hereby incorporated herein by reference.

**Item 2. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
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- 3.1 Form of Amended and Restated Certificate of Incorporation of Heartland Payments Systems, Inc. to be in effect upon closing of the offering (incorporated by reference to Exhibit 3.3 in the Registrant's Registration Statement on Form S-1, as amended (File No. 333-118073)).
- 3.2 Form of Amended and Restated Bylaws of Heartland Payment Systems, Inc. to be in effect upon closing of the offering (incorporated by reference to Exhibit 3.4 in the Registrant's Registration Statement on Form S-1, as amended (File No. 333-118073)).
- 4.1 Specimen Stock Certificate (incorporated by reference to Exhibit 4.1 in the Registrant's Registration Statement on Form S-1, as amended (File No. 333-118073)).
- 4.2 Registration Rights Agreement dated August 2, 2005

**Signature**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Heartland Payment Systems, Inc.

Date: August 4, 2005

By: /s/ Robert H.B. Baldwin, Jr.  
Name: Robert H.B. Baldwin, Jr.  
Title: Chief Financial Officer

**Exhibit Index to Form 8-A**

<b>Exhibit Number</b>	<b>Description</b>
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