

HEARTLAND PAYMENT SYSTEMS INC
Form DEFA14A
April 30, 2013

UNITED STATES
SECURITIES EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 14A

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- | | | | |
|--------------------------|---|--------------------------|---|
| <input type="checkbox"/> | Preliminary Proxy Statement | <input type="checkbox"/> | Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input type="checkbox"/> | Definitive Proxy Statement | | |
| <input type="checkbox"/> | Definitive Additional Materials | | |
| <input type="checkbox"/> | Soliciting Material Pursuant to Rule 14a-12 | | |

HEARTLAND PAYMENT SYSTEMS, INC.
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number,

or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

1184299.8

Dear Heartland Payment Systems, Inc. Shareholder:

Heartland Payment Systems, Inc., is providing additional information relating to its Annual Meeting of Shareholders to be held on May 8, 2013, regarding the attendance of Dr. Ostro and Mr. Vague during 2012 at the meetings of the Board of Directors and the committees on which they served. While Dr. Ostro only attended 71 percent of the total meetings of the Board of Directors and committees on which he served in 2012, two of the meetings that he did not attend were the result of personal medical issues. If those two absences were excluded from the number of absences, Dr. Ostro would have attended 100 percent of the total meetings of the Board of Directors and committees on which he served in 2012. Mr. Vague's attendance was mistakenly reported as 71 percent in the proxy statement that was filed on April 11, 2013. Mr. Vague only attended 57 percent of the total meetings of the Board of Directors and committees on which he served in 2012. Two of the meetings that he did not attend were the result of family medical issues. If those two absences were excluded from the number of absences, Mr. Vague would have attended 86 percent of the total meetings of the Board of Directors and committees on which he served in 2012.

Thank you for your investment in Heartland Payment Systems, Inc., Inc. and for voting your shares.

By Order of the Board of Directors,

/s/ Charles H.N. Kallenbach
Charles H.N. Kallenbach
Secretary

Princeton, New Jersey
April 30, 2013