

HEARTLAND PAYMENT SYSTEMS INC  
 Form 3  
 April 04, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol  |  |
| Kallenbach Charles                        |         | (Month/Day/Year)                     | HEARTLAND PAYMENT SYSTEMS INC [HPY]   |  |
| (Last)                                    | (First) | (Middle)                             | 03/26/2014  |  |
| 90 NASSAU STREET, 2ND FLOOR               |         |                                      | 4. Relationship of Reporting Person(s) to Issuer  | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)  |  |
| PRINCETON, NJ 08542                       |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner                          | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer (give title below) Chief Legal Officer, GC & Sec. | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |   | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 8,342   | D  |   |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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|                             | Date Exercisable | Expiration Date |              | Amount or Number of Shares |          | or Indirect (I) (Instr. 5) |   |
|-----------------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Stock Option (right to buy) | Â (1)            | 07/22/2020      | Common Stock | 22,500                     | \$ 17.22 | D                          | Â |
| Restricted Stock Unit       | Â (2)            | 12/06/2023      | Common Stock | 2,691                      | \$ (3)   | D                          | Â |
| Restricted Stock Unit       | Â (4)            | 12/10/2022      | Common Stock | 3,972                      | \$ (3)   | D                          | Â |
| Stock Option (right to buy) | Â (5)            | 05/11/2019      | Common Stock | 4,500                      | \$ 8.88  | D                          | Â |
| Restricted Stock Unit       | Â (6)            | 12/22/2021      | Common Stock | 2,787                      | \$ (3)   | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                  |       |
|--|---------------|-----------|----------------------------------|-------|
|  | Director      | 10% Owner | Officer                          | Other |
| Kallenbach Charles<br>90 NASSAU STREET, 2ND FLOOR<br>PRINCETON,Â NJÂ 08542 | Â             | Â         | Â Chief Legal Officer, GC & Sec. | Â     |

## Signatures

Edythe Katz Nipper, Attorney  
in Fact

04/04/2014

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) The reporting person was granted 45,000 options on July 22, 2010. The option vests in four equal annual installments beginning on July 22, 2011, as of the date of this filing 33,750 options have vested.
  - (2) 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.
  - (3) Each restricted stock unit represents a contingent right to receive one share of Heartland Payment Systems, Inc.'s Common Stock.  
The reporting person was granted 5,296 restricted stock units on December 10, 2012. The restricted stock units vest in four equal annual installments beginning December 10, 2013, as of the date of this filing 1,324 restricted stock units have vested. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock units
  - (5) The reporting person was granted 40,000 options on May 11, 2009, as of the date of this filing all of the options have vested. The option vested in four equal annual installments beginning on May 11, 2010  
The reporting person was granted 5,573 restricted stock units on December 22, 2011. The restricted stock units vest in four equal annual installments beginning December 22, 2012, as of the date of this filing 2,786 restricted stock units have vested. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock units
  - (6) The reporting person was granted 5,573 restricted stock units on December 22, 2011. The restricted stock units vest in four equal annual installments beginning December 22, 2012, as of the date of this filing 2,786 restricted stock units have vested. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock units

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.