

HEARTLAND PAYMENT SYSTEMS INC  
 Form 4  
 May 09, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**NIEHAUS ROBERT H**

2. Issuer Name and Ticker or Trading Symbol  
**HEARTLAND PAYMENT SYSTEMS INC [HPY]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/08/2014**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**C/O HEARTLAND PAYMENT SYSTEMS, INC., 90 NASSAU STREET**

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**PRINCETON, NJ 08542**

(City) (State) (Zip)

**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 (Instr. 8) | 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)   | Price                             |
| Common Stock, par value \$0.001 per share | 05/08/2014                           |  | M                              |   | 1,250   | A  | \$ 8.88                           |
|   |                                      |  |                                |   | 102,075   |  |                                   |
|   |                                      |  |                                |   |   |  | D <sup>(1)</sup>                  |
| Common Stock, par value \$0.001 per share | 05/08/2014                           |  | S                              |   | 1,250   | D  | \$ 40.75                          |
|   |                                      |  |                                |   | 100,825   |  |                                   |
|   |                                      |  |                                |   |   |  | <u>(2)</u>                        |
|   |                                      |  |                                |   |   |  | D <sup>(1)</sup>                  |

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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 Securities (Instr. 3 and 4) | 8. Title and Amount of Derivative Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Option (right to buy)                | \$ 8.88  | 05/08/2014                           |  | M                              | 1,250   | (3) 05/11/2014   | Common Stock  | 1,250   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| NIEHAUS ROBERT H<br>C/O HEARTLAND PAYMENT SYSTEMS, INC.<br>90 NASSAU STREET<br>PRINCETON, NJ 08542 | X             |           |         |       |

## Signatures

Edythe K. Nipper, Attorney  
in Fact 05/09/2014

\_\_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) Mr. Niehaus is the direct beneficial owner of 100,825 shares of common stock of Heartland Payment Systems, Inc. (the "Issuer"). Mr. Niehaus is also the indirect beneficial owner of 50,000 shares held by The Robert and Kate Niehaus Foundation, 3,000 shares held by The John Robert Niehaus 1994 Trust, 3,000 shares held by The Peter Southworth Niehaus 1994 Trust and 3,000 shares held by The Ann Southworth Niehaus 1994 Trust. Mr. Niehaus disclaims beneficial ownership of the shares held by such foundation and trusts, and this

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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.

This price is the weighted average price of the 1,250 shares sold. The prices actually paid for the shares of the Common Stock of the

- (2) Issuer's sold ranged from \$40.74 to \$40.77. The reporting person will provide to the Issuer, any security holder of the Issuer or the SEC Staff, upon request, information regarding the number of shares sold at each price within the range of prices actually paid.
- (3) The option vested in four equal annual installments beginning on May 11, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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