

HEARTLAND PAYMENT SYSTEMS INC
Form DEF 14A
March 27, 2015

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:

- | | | | |
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| <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 checked="" 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:

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(1) Amount previously paid:

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

(3) Filing Party:

(4) Date Filed:

NOTICE OF 2015 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 8, 2015

The Board of Directors of Heartland Payment Systems, Inc. (the “Company”) hereby gives notice that the 2015 annual meeting of stockholders (the “Annual Meeting”) will be held at the Company’s offices located at 300 Carnegie Center, Princeton, New Jersey 08540, on Friday, May 8, 2015 at 9:00 a.m. ET for the following purposes:

1. To elect seven (7) directors, nominated by the Board of Directors, to the Company’s Board of Directors for terms expiring at the 2016 annual meeting of stockholders or until their successors are duly elected and qualified as provided in the Company’s Bylaws.
2. To ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015.
3. To approve, by a non-binding advisory vote, the Company's executive compensation.
4. To approve the Company's Second Amended and Restated 2008 Equity Incentive Plan.
5. To transact any other business that may properly come before the Annual Meeting or any adjournments or postponements thereof.

Proposal No. 1 relates solely to the election of seven (7) directors nominated by the Board of Directors and does not include any other matters relating to the election of directors, including without limitation, the election of directors nominated by any stockholder of the Company.

This year the Company has elected to deliver our proxy materials to the majority of our stockholders over the Internet under the Securities and Exchange Commission’s “notice and access” rules. This delivery process allows us to provide stockholders with the information they need, while at the same time reducing the environmental impact of our Annual Meeting and lowering the cost of delivery. On March 27, 2015, the Company mailed to our stockholders of record at the close of business on March 10, 2015 (the “Record Date”) a Notice of Internet Availability of Proxy Materials containing instructions on how to:

• Access the Company’s Proxy Statement for the Annual Meeting and our 2014 Annual Report to Stockholders;

• Vote online, by telephone, or by mail; and

• Receive a paper copy of the proxy materials by mail.

On March 27, 2015, the Company also first mailed this Proxy Statement and the enclosed proxy card to certain stockholders. If you attend the Annual Meeting you may vote in person if you wish, even though you have previously returned your proxy.

You are entitled to attend the Annual Meeting in person only if you were a stockholder of the Company as of the close of business on the Record Date or hold a valid proxy for the Annual Meeting. You should be prepared to present photo identification for admittance to the Annual Meeting. If you are not a stockholder of record but hold shares through a broker, bank, trustee or nominee (i.e., in street name), you should provide proof of beneficial ownership as of the Record Date (such as your most recent account statement prior to the Record Date), a copy of the voting instruction card provided by your broker, bank, trustee or nominee, or similar evidence of ownership.

By Order of the Board of Directors

/s/ Charles H. N. Kallenbach

Charles H. N. Kallenbach

Chief Legal Officer, General Counsel and Secretary

Princeton, New Jersey

Date: March 27, 2015

In this proxy statement, the words “the Company,” “we,” “our,” “ours,” “us” and similar terms refer to Heartland Payment Systems, Inc. and its consolidated subsidiaries, unless the context indicates otherwise.

IMPORTANT: YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING PLEASE CAST YOUR VOTE AS SOON AS POSSIBLE BY INTERNET, TELEPHONE OR MAIL. THIS WILL ENSURE REPRESENTATION OF YOUR SHARES AT THE MEETING.

Table of Contents	
NOTICE OF 2015 ANNUAL MEETING OF STOCKHOLDERS.....	<u>i</u>
PROPOSAL NO. 1 - ELECTION OF DIRECTORS.....	<u>2</u>
Information Concerning Directors and Nominees.....	<u>2</u>
CORPORATE GOVERNANCE.....	<u>5</u>
Information Concerning the Board of Directors.....	<u>5</u>
Board Leadership Structure.....	<u>5</u>
Board’s Role in Risk Oversight.....	<u>6</u>
Board Committees.....	<u>7</u>
Communication with Directors.....	<u>8</u>
Director Compensation.....	<u>8</u>
Director Qualifications and Nomination Procedures.....	<u>9</u>
PROPOSAL NO. 2 - RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.....	<u>10</u>
Report of the Audit Committee.....	<u>11</u>
Principal Accountant Fees and Services.....	<u>11</u>
PROPOSAL NO. 3 ADVISORY VOTE ON EXECUTIVE COMPENSATION.....	<u>12</u>
EXECUTIVE OFFICERS OF THE REGISTRANT.....	<u>13</u>
COMPENSATION DISCUSSION AND ANALYSIS.....	<u>14</u>
Executive Summary - Linking our Performance and Pay.....	<u>14</u>
Overview of Our Commitment to Best Compensation Practices: What We Do and Don't Do.....	<u>16</u>
Compensation Objectives - Why We Pay What We Pay.....	<u>16</u>
Elements of Compensation.....	<u>17</u>
Determining Executive Compensation.....	<u>18</u>
Equity Awards Structure in 2014.....	<u>18</u>
2014 Executive Compensation - Setting the Compensation Elements.....	<u>19</u>
Total Award - Determining the 2014 Bonus.....	<u>22</u>
2014 Equity Grants to Named Executive Officers.....	<u>23</u>

Previous Equity Grants and 2014 Performance.....	26
Other Equity Compensation Policies.....	<u>29</u>
Other Compensation-Related Policies.....	<u>29</u>
Accounting & Tax Considerations.....	<u>30</u>
Report of the Compensation Committee.....	<u>30</u>
Compensation Committee Interlocks and Insider Participation.....	<u>31</u>
EXECUTIVE COMPENSATION AND OTHER RELATED MATTERS.....	<u>31</u>
Summary Compensation Table.....	<u>31</u>
Grants of Plan Based Awards.....	<u>32</u>
Outstanding Equity Awards.....	<u>32</u>
Options Exercises and Stock Vested for Fiscal Year Ended December 31, 2014.....	<u>38</u>
Pension Benefits and Nonqualified Deferred Compensation.....	<u>38</u>
Potential Payments Upon Termination or Change of Control.....	<u>38</u>
Indemnification Arrangements.....	<u>41</u>
SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.....	<u>41</u>
Section 16(a) Beneficial Ownership Reporting Compliance.....	<u>43</u>
Certain Relationships and Related Transactions.....	<u>43</u>
Policy with Respect to Related Person Transactions.....	<u>43</u>
PROPOSAL NO. 4 - APPROVAL OF SECOND AMENDED AND RESTATED 2008 EQUITY INCENTIVE PLAN.....	44
OTHER ITEMS.....	52
Code of Ethics.....	<u>52</u>
Stockholder Proposals for 2016 Annual Meeting.....	<u>52</u>
Other Business.....	<u>52</u>
APPENDIX A.....	53
Second Amended and Restated 2008 Equity Incentive Plan with Marked Changes.....	53
Proxy Card.....	<u>83</u>

HEARTLAND PAYMENT SYSTEMS, INC.
90 NASSAU STREET, PRINCETON, NJ 08542

PROXY STATEMENT

2015 Annual Meeting of Stockholders
To Be Held On May 8, 2015

This Proxy Statement and the accompanying Notice of Annual Meeting of Stockholders are being distributed and made available in connection with the solicitation by our Board of Directors of proxies for use at our 2015 annual meeting of stockholders (the “Annual Meeting”) to be held on Friday, May 8, 2015, at 9:00 a.m. ET at the Company’s offices located at 300 Carnegie Center, Princeton, New Jersey 08540, and at any adjournments or postponements thereof. This Proxy Statement and the related materials are first being made available to stockholders on or about March 27, 2015.

Voting Securities. The close of business on March 10, 2015 is the record date (the “Record Date”) for determining the holders of outstanding shares of our Common Stock, par value \$0.001 per share (the “Common Stock”), entitled to receive notice of and vote at the Annual Meeting. On the Record Date, there were approximately 36,555,880 shares of Common Stock outstanding and approximately 16 holders of record. Each holder of record is entitled to one (1) vote at the Annual Meeting for each share of Common Stock held by such stockholder on the Record Date. No other class of securities will be entitled to vote at the Annual Meeting. Stockholders have no cumulative voting rights.

Quorum. The presence in person or by properly executed proxy of the record holders of a majority of the outstanding shares of Common Stock as of the Record Date will constitute a quorum at the Annual Meeting. Shares that are voted “For”, “Against”, “Abstain” or “Withhold Authority” on a matter are treated as being present at the Annual Meeting for purposes of establishing a quorum.

Vote Required for each Proposal. Under Delaware law and our Certificate of Incorporation and Bylaws, as each is in effect on the date hereof, if a quorum exists at the Annual Meeting, the affirmative vote of a plurality of the votes cast at the meeting is required for the election of directors. A properly executed proxy marked “Withhold Authority” with respect to the election of one or more directors will not be voted for the director or directors indicated, although it will be counted for purposes of determining whether there is a quorum. For each other proposal to be considered at the Annual Meeting, the affirmative vote of the holders of a majority of the shares of Common Stock represented in person or by proxy and entitled to vote on the item will be required for approval.

Abstentions. Under our Bylaws and applicable Delaware law, abstentions will be counted for purposes of determining both (i) the presence or absence of a quorum for transacting business; and (ii) the total number of shares of Common Stock present in person or represented by proxy and entitled to vote on a proposal. A properly executed proxy marked “Abstain” with respect to any such matter will not be voted, although it will be counted for purposes of determining whether there is a quorum. Accordingly, for any matter other than the election of directors, an abstention will have the same effect as a vote against the proposal.

Broker Non-Votes. “Broker non-votes” (i.e., shares held by a broker, bank, trustee or nominee which are represented at the meeting, but with respect to which the broker, bank, trustee or nominee is not empowered to vote on a particular non-routine proposal without instructions from the beneficial owner and instructions are not given) will be counted in determining whether a quorum is present. In tabulating the voting result for any particular proposal, shares that constitute broker non-votes are not considered votes cast on that proposal. Thus, broker non-votes will not affect the outcome of any matter being voted on at the meeting. Under New York Stock Exchange (“NYSE”) rules, beneficial owners of shares of Common Stock held in street name who do not provide the broker, bank, trustee or nominee that holds such shares of Common Stock with specific voting instructions empower the broker, bank, trustee or nominee to have discretion to vote such shares on Proposal 2 (Ratification of Appointment of Independent Registered Public Accounting Firm), but not with respect to Proposal 1 (Election of Directors) Proposal 3 (Advisory Vote on Executive Compensation) and 4 (Approval of Second Amended and Restated 2008 Equity Incentive Plan), in which case, such shares will be counted as a “broker non-vote” on those proposals.

Voting of Proxies. All shares of Common Stock represented by a valid proxy received prior to the Annual Meeting (and not revoked) will be voted, and where a stockholder specifies by means of the proxy a choice with respect to any matter to be acted upon, the shares of Common Stock will be voted in accordance with the specification so made. If no choice is indicated on the proxy card, the shares will be voted “FOR” all nominees and “FOR” all other proposals described herein in accordance with the recommendations of our Board of Directors.

Revocation of Proxies. A stockholder giving a proxy has the power to revoke his or her proxy at any time prior to the time it is voted by delivering to our Corporate Secretary at the address given above, a written instrument revoking the proxy or a duly executed proxy with a later date, or by attending the Annual Meeting and voting in person. Attendance alone at the Annual Meeting is not sufficient to revoke a proxy; a stockholder must vote it at the Annual Meeting to revoke the proxy.

Costs of Solicitation. The Company is bearing the entire cost of soliciting proxies, including preparing assembling, printing, mailing and distributing these proxy materials and soliciting votes. If you choose to access the proxy materials and/or vote over the Internet, you are responsible for Internet access charges you may incur. If you choose to vote by telephone, you are responsible for telephone charges you may incur. In addition to the mailing of these proxy materials, the solicitation of proxies or votes may be made in person, by telephone, or be electronic communication by the Company’s directors, officers, and employees, who will not receive any additional compensation for such solicitation activities. To assist in the solicitation of proxies and the distribution and collection of proxy materials, the Company may engage Georgeson, Inc. a proxy solicitation firm, for an estimated fee of \$8,500. The Company will reimburse banks, brokerage firms, and other custodians, nominees, and fiduciaries for reasonable expenses incurred by them in sending proxy materials to their customers or principals who are the beneficial owners of shares of common stock.

Other Matters. Our Board of Directors does not anticipate that any other matters will be brought before the Annual Meeting. If, however, other matters are properly presented and you granted a proxy, the persons you named as proxy holders, Robert O. Carr and Robert H.B. Baldwin, Jr., or either of them, will have discretion, to the extent allowed by Delaware law, to vote your shares in accordance with their own judgment on such matters.

PROPOSAL NO. 1:

ELECTION OF DIRECTORS

General

Seven (7) individuals, all of whom are presently members of our Board of Directors, have been nominated for election as our directors for terms expiring at our 2016 annual meeting of stockholders and until their respective successors are elected and qualified. If any nominee should become unavailable to serve, the proxy may be voted for the election of another person designated by the Board of Directors. The Board of Directors has no reason to believe any of the persons named will be unable to serve if elected. There are no family relationships among any of the Company’s directors or executive officers.

Information Concerning Directors and Nominees

Information regarding each nominee for director is set forth in the following table:

Name	Age	Director Since	Position	Term Expires at the Annual Meeting Held In The Year
Robert O. Carr	69	2000	Chairman and Chief Executive Officer	2016
Maureen Breakiron-Evans	60	2012	Director	2016
Mitchell L. Hollin	52	2001	Director	2016
Robert H. Niehaus	59	2001	Director	2016
Marc J. Ostro, Ph.D.	65	2002	Director	2016