

HEARTLAND PAYMENT SYSTEMS INC

Form 8-K

February 15, 2007

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 12, 2007

HEARTLAND PAYMENT SYSTEMS, INC.
(Exact name of registrant as specified in its charter)

Delaware **000-51265** **22-3755714**
(State or other Jurisdiction of (Commission File Number) (IRS Employer Identification No.)
Incorporation)

90 Nassau Street, Princeton, New Jersey **08542**
(Address of Principal Executive Offices) (Zip Code)
Registrant's telephone number, including area code: **(609) 683-3831**

(Former name or former address if changed since last report.)
Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition

The following information is furnished pursuant to Item 2.02, Results of Operations and Financial Condition.

On February 15, 2007, Heartland Payment Systems, Inc., a Delaware corporation (the Company), issued a press release announcing its financial results for the fourth quarter ended December 31, 2006. The information contained in this report, including Exhibit 99.1 attached hereto, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

On February 15, 2007, the Company conducted a properly noticed conference call to discuss its results of operations for the fourth quarter ended December 31, 2006 and to answer any questions raised by the call's audience.

Item 8.01 Other Events

Cash Dividend

On February 12, 2007, the board of directors of the Company declared a quarterly cash dividend of \$0.05 per share of Company's common stock, which will be payable on March 15, 2007 to stockholders of record as of February 23, 2007. The press release announcing the cash dividend is furnished as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

| Exhibit Number | Description |
|-------------------|--|
| 99.1 | Press Release of the Company dated February 15, 2007 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 15, 2007

Heartland Payment Systems, Inc.
(Registrant)

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

EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|--|
| 99.1 | Press Release of the Company dated February 15, 2007 |