

Item 7.01 Regulation FD Disclosure.

Robert O. Carr, chief executive officer of Heartland Payment Systems, Inc. (the Company), and his wife Jill A. Carr were subject over the past two weeks to the forced sale of all of the remaining approximately 4.3 million shares of the Company's common stock that they owned directly. As previously announced March 2, 2009, these shares were pledged as security for a loan and the shares were sold by the lender without any action by Mr. and Mrs. Carr. These sales are in addition to the forced sale of 692,412 shares announced at that time.

The information contained in this report 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.

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: March 16, 2009

Heartland Payment Systems, Inc.
(Registrant)

By: /s/ Charles H.N. Kallenbach
Charles H.N. Kallenbach
General Counsel and Chief Legal Officer