

HEARTLAND PAYMENT SYSTEMS INC  
Form 8-K  
March 16, 2009

**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): March 10, 2009**

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

<b>Delaware</b> (State or other Jurisdiction of Incorporation)	<b>001-32594</b> (Commission File Number)	<b>22-3755714</b> (IRS Employer Identification No.)
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<b>90 Nassau Street, Princeton, New Jersey</b> (Address of Principal Executive Offices)	<b>08542</b> (Zip Code)
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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 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