

HEARTLAND PAYMENT SYSTEMS INC  
Form SC 13G/A  
February 13, 2008

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

HEARTLAND PAYMENT SYSTEMS, INC.

-----  
(Name of Issuer)

Common Stock, \$0.001 par value per share

-----  
(Title of Class of Securities)

42235N108

-----  
(CUSIP Number)

December 31, 2007

-----  
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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-----  
CUSIP No. 42235N108  
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-----  
1 Names of Reporting Persons.

ROBERT O. CARR

-----  
2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)

(b)

-----  
3 SEC Use Only

-----  
4 Citizenship or Place of Organization United States

-----  
5 Sole Voting Power 889,544 (includes an option to  
purchase 125,000 shares of common stock)

-----  
6 Shared Voting Power 7,942,083

-----  
7 Sole Dispositive Power 889,544 (includes an option  
to purchase 125,000 shares of common stock)

-----  
8 Shared Dispositive Power 7,942,083

-----  
9 Aggregate Amount Beneficially Owned by Each Reporting Person 8,831,627  
(includes an option to purchase 125,000 shares of common stock)

-----  
10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

-----  
11 Percent of Class Represented by Amount in Row (9) 23.6%

-----  
12 Type of Reporting Person (See Instructions) IN

-----  
CUSIP No. 42235N108  
-----

-----  
1 Names of Reporting Persons.

JILL A. CARR

-----  
2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)

(b)

-----  
3 SEC Use Only  
-----

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4 Citizenship or Place of Organization United States

5 Sole Voting Power 0

6 Shared Voting Power 7,942,083

7 Sole Dispositive Power 0

8 Shared Dispositive Power 7,942,083

9 Aggregate Amount Beneficially Owned by Each Reporting Person 7,942,083

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

11 Percent of Class Represented by Amount in Row (9) 21.2%

12 Type of Reporting Person (See Instructions) IN

CUSIP No. 42235N108

1 Names of Reporting Persons.

CARR HOLDINGS, L.L.C.

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization New Jersey

5 Sole Voting Power 0

6 Shared Voting Power 7,414,404

7 Sole Dispositive Power 0

8 Shared Dispositive Power 7,414,404

9 Aggregate Amount Beneficially Owned by Each Reporting Person 7,414,404

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

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11 Percent of Class Represented by Amount in Row (9) 19.8%

12 Type of Reporting Person (See Instructions) 00

CUSIP No. 42235N108

1 Names of Reporting Persons.

THE ROBERT O. CARR 2001 CHARITABLE REMAINDER UNITRUST

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization

5 Sole Voting Power 0

6 Shared Voting Power 400,000

7 Sole Dispositive Power 0

8 Shared Dispositive Power 400,000

9 Aggregate Amount Beneficially Owned by Each Reporting Person 400,000

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

11 Percent of Class Represented by Amount in Row (9) 1.1%

12 Type of Reporting Person (See Instructions) 00

CUSIP No. 42235N108

1 Names of Reporting Persons.

THE ROBERT O. CARR 2000 IRREVOCABLE TRUST FOR EMILY CARR

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)

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(b)

3 SEC Use Only

4 Citizenship or Place of Organization

5 Sole Voting Power 0

6 Shared Voting Power 41,253

7 Sole Dispositive Power 0

8 Shared Dispositive Power 41,253

9 Aggregate Amount Beneficially Owned by Each Reporting Person 41,253

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9) 0.1%

12 Type of Reporting Person (See Instructions) 00

CUSIP No. 42235N108

1 Names of Reporting Persons.

THE ROBERT O. CARR 2000 IRREVOCABLE TRUST FOR RYAN CARR

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization

5 Sole Voting Power 0

6 Shared Voting Power 27,364

7 Sole Dispositive Power 0

8 Shared Dispositive Power 27,364

9 Aggregate Amount Beneficially Owned by Each Reporting Person 27,364

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11 Percent of Class Represented by Amount in Row (9) (less than 0.1%)

12 Type of Reporting Person (See Instructions) 00

CUSIP No. 42235N108

1 Names of Reporting Persons.

THE ROBERT O. CARR 2000 IRREVOCABLE TRUST FOR KELLY CARR

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization

5 Sole Voting Power 0

6 Shared Voting Power 37,086

7 Sole Dispositive Power 0

8 Shared Dispositive Power 37,086

9 Aggregate Amount Beneficially Owned by Each Reporting Person 37,086

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

11 Percent of Class Represented by Amount in Row (9) 0.1%

12 Type of Reporting Person (See Instructions) 00

CUSIP No. 42235N108

1 Names of Reporting Persons.

THE JILL A. CARR 2000 IRREVOCABLE TRUST FOR CORRISSA NICHOLS

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2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)

(b)

-----  
3SEC Use Only  
-----

4 Citizenship or Place of Organization  
-----

5 Sole Voting Power 0  
-----

6 Shared Voting Power 2,697  
-----

7 Sole Dispositive Power 0  
-----

8 Shared Dispositive Power 2,697  
-----

9 Aggregate Amount Beneficially Owned by Each Reporting Person 2,697  
-----

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)  
-----

11 Percent of Class Represented by Amount in Row (9) (less than 0.1%)  
-----

12 Type of Reporting Person (See Instructions) 00  
-----

-----  
CUSIP No. 42235N108  
-----

-----  
1 Names of Reporting Persons.  
-----

THE JILL A. CARR 2000 IRREVOCABLE TRUST FOR HILARY HOLLAND CARR  
-----

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)

(b)

-----  
3 SEC Use Only  
-----

4 Citizenship or Place of Organization  
-----

5 Sole Voting Power 0  
-----

6 Shared Voting Power 16,584  
-----

7 Sole Dispositive Power 0  
-----

8 Shared Dispositive Power 16,584  
-----

9 Aggregate Amount Beneficially Owned by Each Reporting Person 16,584  
-----

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10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

11 Percent of Class Represented by Amount in Row (9) (less than 0.1%)

12 Type of Reporting Person (See Instructions) 00

CUSIP No. 42235N108

1 Names of Reporting Persons.

THE JILL A. CARR 2000 IRREVOCABLE TRUST FOR ROBERT CARR, JR.

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization

5 Sole Voting Power 0

6 Shared Voting Power 2,695

7 Sole Dispositive Power 0

8 Shared Dispositive Power 2,695

9 Aggregate Amount Beneficially Owned by Each Reporting Person 2,695

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

11 Percent of Class Represented by Amount in Row (9) (less than 0.1%)

12 Type of Reporting Person (See Instructions) 00

Item 1

(a) Name of Issuer:

HEARTLAND PAYMENT SYSTEMS, INC. (the "Issuer")

(b) Address of Issuer's Principal Executive Offices:

90 Nassau Street, Princeton, NJ 08542



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Item 2

(a) Name of Person Filing:

This statement is filed jointly on behalf of the persons identified below. In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each person filing this statement acknowledges that it is responsible for the completeness and accuracy of the information concerning that person but is not responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate. The persons filing this Amendment No. 1 to the Schedule 13G (the "Schedule 13G") are as follows:

- i. Robert O. Carr
- ii. Jill A. Carr
- iii. Carr Holdings, L.L.C.
- iv. The Robert O. Carr 2001 Charitable Remainder Unitrust
- v. The Robert O. Carr 2000 Irrevocable Trust for Emily Carr
- vi. The Robert O. Carr 2000 Irrevocable Trust for Ryan Carr
- vii. The Robert O. Carr 2000 Irrevocable Trust for Kelly Carr
- viii. The Jill A. Carr 2000 Irrevocable Trust for CorriSSa Nichols
- ix. The Jill A. Carr 2000 Irrevocable Trust for Hilary Carr
- x. The Jill A. Carr 2000 Irrevocable Trust for Robert Carr, Jr.(1)

(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of all filing persons identified in this Schedule 13G is:

c/o Heartland Payment Systems, Inc., 90 Nassau Street,  
Princeton, NJ 08542, Attention: Robert O. Carr.

(c) Citizenship:

Each of Robert O. Carr and Jill A. Carr is a citizen of the United States.

Carr Holdings, L.L.C. is a limited liability company organized under the laws of the State of New Jersey.

Each of the Trusts is organized under the laws of the State of New Jersey.

(d) Title of Class of Securities:

Common stock, \$0.001 par value per share (the "Common Stock")

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(e) CUSIP Number:

42235N108

(1) Each of the entities named (iii) - (x) of Item 2(a) above are referred to herein collectively, as the "Trusts."

Item 3. If this statement is filed pursuant to Rule 13d-1(b), 13d-2(b) or 13d-2(c), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act;
- (b)  Bank as defined in section 3(a)(6) of the Exchange Act;
- (c)  Insurance company as defined in section 3(a)(19) of the Exchange Act;
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940;
- (e)  An investment adviser in accordance with Rule 13-d(1)(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person, in accordance with Rule 13d-1(b)(ii)(G);
- (h)  A savings association, as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

- (i) Robert O. Carr: 8,831,627(2)
- (ii) Jill A. Carr: 7,942,083(2)
- (iii) Carr Holdings, L.L.C.: 7,414,404
- (iv) The Robert O. Carr 2001 Charitable Remainder Unitrust: 400,000
- (v) The Robert O. Carr 2000 Irrevocable Trust for Emily Carr: 41,253

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(vi) The Robert O. Carr 2000 Irrevocable Trust for Ryan Carr:	27,364
(vii) The Robert O. Carr 2000 Irrevocable Trust for Kelly Carr:	37,086
(viii)The Jill A. Carr 2000 Irrevocable Trust for Corriッサ Nichols:	2,697
(ix) The Jill A. Carr 2000 Irrevocable Trust for Hilary Carr:	16,584
(x) The Jill A. Carr 2000 Irrevocable Trust for Robert Carr, Jr.:	2,695

(2) Robert O. Carr and Jill A. Carr may be deemed to be the beneficial owners of 7,414,404 shares of the Issuer's Common Stock held by Carr Holdings, L.L.C., a New Jersey limited liability company owned and managed by Mr. and Mrs. Carr. Additionally, Robert O. Carr and/or Jill A. Carr may be deemed to be the beneficial owners of: 400,000 shares of the Issuer's Common Stock held by The Robert O. Carr 2001 Charitable Remainder Unitrust; 41,253 shares of the Issuer's Common Stock held by The Robert O. Carr 2000 Irrevocable Trust for Emily Carr; 27,364 shares of the Issuer's Common Stock held by The Robert O. Carr 2000 Irrevocable Trust for Ryan Carr; 37,086 shares of the Issuer's Common Stock held by The Robert O. Carr 2000 Irrevocable Trust for Kelly Carr; 2,697 shares of the Issuer's Common Stock held by the Jill A. Carr 2000 Irrevocable Trust for Corriッサ Nichols; 16,584 shares of the Issuer's Common Stock held by the Jill A. Carr Irrevocable Trust for Hilary Carr; and 2,695 shares of the Issuer's Common Stock held by the Jill A. Carr 2000 Irrevocable Trust for Robert Carr, Jr. Mr. Carr's holdings also include an fully vested option to purchase 125,000 shares of the Issuer's Common Stock.

(b) Percent of class: (3)

(i) Robert O. Carr:	23.6%
(ii) Jill A. Carr:	21.2%
(iii) Carr Holdings, L.L.C.:	19.8%
(iv) The Robert O. Carr 2001 Charitable Remainder Unitrust:	1.1%
(v) The Robert O. Carr 2000 Irrevocable Trust for Emily Carr:	0.1%
(vi) The Robert O. Carr 2000 Irrevocable Trust for Ryan Carr:	less than 0.1%
(vii) The Robert O. Carr 2000 Irrevocable Trust for Kelly Carr:	0.1%
(viii)The Jill A. Carr 2000 Irrevocable Trust for Corriッサ Nichols:	less than 0.1%
(ix) The Jill A. Carr 2000 Irrevocable Trust for Hilary Carr:	less than 0.1%
(x) The Jill A. Carr 2000 Irrevocable Trust for Robert Carr, Jr.:	less than 0.1%

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(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

1)	Robert O. Carr:	889,544 (4)
2)	Jill A. Carr:	0
3)	Carr Holdings, L.L.C.:	0
4)	The Robert O. Carr 2001 Charitable Remainder Unitrust:	0
5)	The Robert O. Carr 2000 Irrevocable Trust for Emily Carr:	0
6)	The Robert O. Carr 2000 Irrevocable Trust for Ryan Carr:	0
7)	The Robert O. Carr 2000 Irrevocable Trust for Kelly Carr:	0
8)	The Jill A. Carr 2000 Irrevocable Trust for CorriSSa Nichols:	0
9)	The Jill A. Carr 2000 Irrevocable Trust for Hilary Carr:	0
10)	The Jill A. Carr 2000 Irrevocable Trust for Robert Carr, Jr.:	0

(ii) Shared power to vote or to direct the vote

1)	Robert O. Carr:	7,942,083
2)	Jill A. Carr:	7,942,083
3)	Carr Holdings, L.L.C.:	7,414,404
4)	The Robert O. Carr 2001 Charitable Remainder Unitrust:	400,000
5)	The Robert O. Carr 2000 Irrevocable Trust for Emily Carr:	41,253
6)	The Robert O. Carr 2000 Irrevocable Trust for Ryan Carr:	27,364

(3) All percentages herein are based on 37,478,786 shares of the Issuer's Common Stock reported to be outstanding as of November 1, 2007, as reported on Form 10-Q filed with the SEC by the Issuer for the quarter ended September 30, 2007.

(4) Includes a fully vested option to purchase 125,000 shares of the Issuer's Common Stock.

7)	The Robert O. Carr 2000 Irrevocable Trust for Kelly Carr:	37,086
8)	The Jill A. Carr 2000 Irrevocable Trust for CorriSSa Nichols:	2,697
9)	The Jill A. Carr 2000 Irrevocable Trust for Hilary Carr:	16,584
10)	The Jill A. Carr 2000 Irrevocable Trust for Robert Carr, Jr.:	2,695

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(iii) Sole power to dispose or to direct the disposition of

1) Robert O. Carr:	889,544
2) Jill A. Carr:	0
3) Carr Holdings, L.L.C.:	0
4) The Robert O. Carr 2001 Charitable Remainder Unitrust:	0
5) The Robert O. Carr 2000 Irrevocable Trust for Emily Carr:	0
6) The Robert O. Carr 2000 Irrevocable Trust for Ryan Carr:	0
7) The Robert O. Carr 2000 Irrevocable Trust for Kelly Carr:	0
8) The Jill A. Carr 2000 Irrevocable Trust for CorriSSa Nichols:	0
9) The Jill A. Carr 2000 Irrevocable Trust for Hilary Carr:	0
10) The Jill A. Carr 2000 Irrevocable Trust for Robert Carr, Jr.:	0

(iv) Shared power to dispose or to direct the disposition of

1) Robert O. Carr:	7,942,083
2) Jill A. Carr:	7,942,083
3) Carr Holdings, L.L.C.:	7,414,404
4) The Robert O. Carr 2001 Charitable Remainder Unitrust:	400,000
5) The Robert O. Carr 2000 Irrevocable Trust for Emily Carr:	41,253
6) The Robert O. Carr 2000 Irrevocable Trust for Ryan Carr:	27,364
7) The Robert O. Carr 2000 Irrevocable Trust for Kelly Carr:	37,086
8) The Jill A. Carr 2000 Irrevocable Trust for CorriSSa Nichols:	2,697
9) The Jill A. Carr 2000 Irrevocable Trust for Hilary Carr:	16,584
10) The Jill A. Carr 2000 Irrevocable Trust for Robert Carr, Jr.:	2,695

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

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Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2008

/s/ Robert O. Carr

-----  
Robert O. Carr

/s/ Jill A. Carr

-----  
Jill A. Carr

Carr Holdings, L.L.C.

By: /s/ Robert O. Carr

-----  
Name: Robert O. Carr

Title: General Partner  
-----

The Robert O. Carr 2001 Charitable Remainder Unitrust

By: /s/ Robert O. Carr

-----  
Name: Robert O. Carr

Title: Trustee  
-----

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The Robert O. Carr 2000 Irrevocable Trust for Emily Carr

By: /s/ Jill A. Carr

Name: Jill A. Carr

Title: Trustee

The Robert O. Carr 2000 Irrevocable Trust for Ryan Carr

By: /s/ Jill A. Carr

Name: Jill A. Carr

Title: Trustee

The Robert O. Carr 2000 Irrevocable Trust for Kelly Carr

By: /s/ Jill A. Carr

Name: Jill A. Carr

Title: Trustee

The Jill A. Carr 2000 Irrevocable Trust for Corriッサ Nichols

By: /s/ Robert O. Carr

Name: Robert O. Carr

Title: Trustee

The Jill A. Carr 2000 Irrevocable Trust for Hilary Carr

By: /s/ Robert O. Carr

Name: Robert O. Carr

Title: Trustee

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The Jill A. Carr 2000 Irrevocable Trust for Robert Carr, Jr.

By: /s/ Robert O. Carr

-----  
Name: Robert O. Carr

-----  
Title: Trustee