

HEARTLAND PAYMENT SYSTEMS INC  
 Form 4  
 April 26, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Kallenbach Charles

2. Issuer Name and Ticker or Trading Symbol  
 HEARTLAND PAYMENT SYSTEMS INC [HPY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 90 NASSAU STREET, 2ND FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
 04/22/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Legal Officer, GC & Sec.

(Street)  
 PRINCETON, NJ 08542

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Amount or Price   |  |                                   |
| Common Stock                    | 04/22/2016                           |  | D                              |   | 37,918  | D  |                                   |
|                                 |                                      |  |                                |   | <u>11</u>   |  | 0                                 |
|                                 |                                      |  |                                |   |   |  | D                                 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |     | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|----------------------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date            | Title        | Amount or Number of Shares |
| Restricted Stock Units                     | (2)  | 04/22/2016                           |  | A                              |   | 13,453   |     | (3)   | 12/06/2023                 | Common Stock | 13,453                     |
| Restricted Stock Units                     | (2)  | 04/22/2016                           |  | D                              |   | 13,453   |     | (3)   | 12/06/2023                 | Common Stock | 13,453                     |
| Restricted Stock Units                     | (2)  | 04/22/2016                           |  | A                              |   | 5,378  |     | (5)   | 12/06/2023                 | Common Stock | 5,378                      |
| Restricted Stock Units                     | (2)  | 04/22/2016                           |  | D                              |   | 5,378  |     | (5)   | 12/06/2023                 | Common Stock | 5,378                      |
| Restricted Stock Units                     | (2)  | 04/22/2016                           |  | A                              |   | 5,560  |     | (7)   | 12/06/2023                 | Common Stock | 5,560                      |
| Restricted Stock Units                     | (2)  | 04/22/2016                           |  | D                              |   | 5,560  |     | (7)   | 12/06/2023                 | Common Stock | 5,560                      |
| Restricted Stock Units                     | (2)  | 04/22/2016                           |  | D                              |   | 673  |     | (9)   | 12/06/2023                 | Common Stock | 673                        |
| Restricted Stock Units                     | (2)  | 04/22/2016                           |  | A                              |   | 11,028   |     | (11)  | 12/19/2024                 | Common Stock | 11,028                     |
| Restricted Stock Units                     | (2)  | 04/22/2016                           |  | D                              |   | 11,028   |     | (11)  | 12/19/2024                 | Common Stock | 11,028                     |
| Restricted Stock Units                     | (2)  | 04/22/2016                           |  | A                              |   | 9,734  |     | (13)  | 12/19/2024                 | Common Stock | 9,734                      |
| Restricted Stock Units                     | (2)  | 04/22/2016                           |  | D                              |   | 9,734  |     | (13)  | 12/19/2024                 | Common Stock | 9,734                      |
| Restricted Stock Units                     | (2)  | 04/22/2016                           |  | D                              |   | 1,103  |     | (15)  | 12/19/2019                 | Common Stock | 1,103                      |

|                        |     |            |   |       |      |            |              |     |
|------------------------|-----|------------|---|-------|------|------------|--------------|-----|
| Restricted Stock Units | (2) | 04/22/2016 | A | 3,615 | (17) | 12/11/2025 | Common Stock | 3,6 |
| Restricted Stock Units | (2) | 04/22/2016 | D | 3,615 | (17) | 12/11/2025 | Common Stock | 3,6 |
| Restricted Stock Units | (2) | 04/22/2016 | D | 2,711 | (19) | 12/19/2024 | Common Stock | 2,7 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Kallenbach Charles<br>90 NASSAU STREET, 2ND FLOOR<br>PRINCETON, NJ 08542 |               |           | Chief Legal Officer, GC & Sec. |       |

## Signatures

/s/ Charles H.N.  
Kallenbach

04/26/2016

Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) In connection with the acquisition (the "Merger") of Heartland Payments Systems, Inc. ("Heartland") by Global Payments Inc. ("Global Payments"), pursuant to the Agreement and Plan of Merger, dated as of December 15, 2015, by and among Heartland, Global Payments, Data Merger Sub One, Inc. and Data Merger Sub Two, LLC, on April 22, 2016, the Reporting Person received \$53.28 in cash and 0.6687 of a share of Global Payments common stock for each share of Heartland common stock owned by the Reporting Person.
  - (2) Each restricted stock unit represents a contingent right to receive one share of Heartland's common stock.
  - (3) On December 6, 2013, the reporting person was granted a target of an aggregate of 5,381 performance restricted stock units. The performance restricted stock units vest based on the satisfaction of certain performance criteria by Heartland during the performance periods. In connection with the Merger, the performance restricted stock units were accelerated at the maximum payout, so the reporting person received an aggregate of 13,453 performance restricted share units.
  - (4) These restricted stock units were cancelled in the merger in exchange for 8,996 shares of Global Payments common stock and a cash payment of \$716,777.44.
  - (5) On December 6, 2013, the reporting person was granted a target of an aggregate of 2,689 performance restricted stock units. The performance restricted stock units vest based on the satisfaction of certain performance criteria by Heartland during the performance periods. In connection with the Merger, the performance restricted stock units were accelerated at the maximum payout, so the reporting person received an aggregate of 5,378 performance restricted share units.
  - (6) These restricted stock units were cancelled in the merger in exchange for 3,596 shares of Global Payments common stock and a cash payment of \$286,560.22.
  - (7) On December 6, 2013, the reporting person was granted a target of an aggregate of 2,780 performance restricted stock units. The performance restricted stock units vest based on the satisfaction of certain performance criteria by Heartland during the performance periods. In connection with the Merger, the performance restricted stock units were accelerated at the maximum payout, so the reporting person received an aggregate of 5,560 performance restricted share units.

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- (8) These restricted stock units were cancelled in the merger in exchange for 3,717 shares of Global Payments common stock and a cash payment of \$296,310.54.
- (9) The restricted stock units vest in four equal annual installments beginning December 6, 2014. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit.
- (10) These restricted stock units, which provided for vesting in four equal installments beginning on December 6, 2013, were cancelled in the Merger in exchange for 450 shares of Global Payments common stock and a cash payment of \$35,860.10.
- On December 19, 2014, the reporting person was granted a target of an aggregate of 4,411 performance restricted stock units. The performance restricted stock units vest based on the satisfaction of certain performance criteria by Heartland during the performance periods. In connection with the Merger, the performance restricted stock units were accelerated at the maximum payout, so the reporting person received an aggregate of 11,028 performance restricted share units.
- (11) These restricted stock units were cancelled in the merger in exchange for 7,374 shares of Global Payments common stock and a cash payment of \$587,603.97.
- On December 19, 2014, the reporting person was granted a target of an aggregate of 4,867 performance restricted stock units. The performance restricted stock units vest based on the satisfaction of certain performance criteria by Heartland during the performance periods. In connection with the Merger, the performance restricted stock units were accelerated at the maximum payout, so the reporting person received an aggregate of 9,734 performance restricted share units.
- (12) These restricted stock units were cancelled in the merger in exchange for 6,509 shares of Global Payments common stock and a cash payment of \$518,637.06.
- (13) The restricted stock units vest in four equal annual installments beginning December 19, 2015. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit.
- (14) These restricted stock units, which provided for vesting in four equal installments beginning on December 19, 2014, were cancelled in the Merger in exchange for 737 shares of Global Payments common stock and a cash payment of \$58,811.54.
- On December 11, 2015, the reporting person was granted a target of an aggregate of 3,615 performance restricted stock units. The performance restricted stock units vest based on the satisfaction of certain performance criteria by Heartland during the performance periods. In connection with the Merger, the performance restricted stock units were accelerated at the maximum payout, so the reporting person received an aggregate of 3,615 performance restricted share units.
- (15) These restricted stock units were cancelled in the merger in exchange for 2,417 shares of Global Payments common stock and a cash payment of \$192,633.79.
- (16) The restricted stock units vest in four equal annual installments beginning December 19, 2016. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit.
- (17) These restricted stock units, which provided for vesting in four equal installments beginning on December 11, 2015, were cancelled in the Merger in exchange for 1,812 shares of Global Payments common stock and a cash payment of \$144,506.23.
- (18)
- (19)
- (20)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.