

HEARTLAND PAYMENT SYSTEMS INC  
Form 8-K  
August 10, 2010

**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) August 6, 2010**

**HEARTLAND PAYMENT SYSTEMS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
  
**incorporation or organization)**

**001-32594**  
**(Commission**  
  
**File No)**

**22-3755714**  
**(I.R.S. Employer**  
  
**Identification Number)**

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**90 Nassau Street, Princeton, New Jersey 08542**

**(Address of principal executive offices) (Zip Code)**

**(609) 683-3831**

**(Registrant's telephone number, including area code)**

**(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 communication 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 8.01 Other Events.**

As previously disclosed, Robert O. Carr, Heartland Payment Systems, Inc. s ( HPS ) Chairman and Chief Executive Officer, was forced in a margin call to dispose of all of his shares of HPS s common stock in 2009. The decline in HPS s stock price following HPS s disclosure of the processing system intrusion resulted in the margin call.

Since August 6, 2010, Mr. Carr has sold 114,235 shares of HPS s common stock in order to cover his tax obligations relating to last year s forced disposal of his shares in the margin call. In addition, Mr. Carr expects to sell up to an additional 170,000 shares of HPS s common stock from time-to-time in the near future to pay down such tax obligations.

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: August 10, 2010

Heartland Payment Systems, Inc.  
(Registrant)

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