

HEARTLAND PAYMENT SYSTEMS INC

Form 4

December 30, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Capucille Tony

(Last) (First) (Middle)

C/O HEARTLAND PAYMENT  
SYSTEMS, INC., 90 NASSAU  
STREET

(Street)

PRINCETON, NJ 08542

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

HEARTLAND PAYMENT  
SYSTEMS INC [HPY]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/22/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Chief Sales Officer

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

**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)
Common Stock	12/22/2015		J <sup>(1)</sup>	6,233 A	\$ 0 7,519	D	
Common Stock	12/22/2015		F	2,332 D	\$ 95.72 5,187	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

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

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units <sup>(2)</sup>	\$ 0 <sup>(3)</sup>	12/22/2015		J <sup>(1)</sup>	1,750	<sup>(4)</sup> 04/26/2022 <sup>(4)</sup>	Common Stock 1,750
Restricted Stock Unit <sup>(2)</sup>	<sup>(3)</sup>	12/22/2015		J <sup>(1)</sup>	1,270	<sup>(5)</sup> 07/09/2023 <sup>(5)</sup>	Common Stock 1,270
Restricted Stock Unit <sup>(2)</sup>	<sup>(3)</sup>	12/22/2015		J <sup>(1)</sup>	561	<sup>(6)</sup> 12/06/2023 <sup>(6)</sup>	Common Stock 561
Restricted Stock Unit <sup>(2)</sup>	<sup>(3)</sup>	12/22/2015		J <sup>(1)</sup>	220	<sup>(7)</sup> 02/06/2024 <sup>(7)</sup>	Common Stock 220
Restricted Stock Unit <sup>(2)</sup>	<sup>(3)</sup>	12/22/2015		J <sup>(1)</sup>	919	<sup>(8)</sup> 12/19/2019 <sup>(8)</sup>	Common Stock 919
Restricted Stock Unit <sup>(2)</sup>	<sup>(3)</sup>	12/22/2015		J <sup>(1)</sup>	760	<sup>(9)</sup> 02/17/2020 <sup>(9)</sup>	Common Stock 760
Restricted Stock Unit <sup>(2)</sup>	<sup>(3)</sup>	12/22/2015		J <sup>(1)</sup>	753	<sup>(10)</sup> <sup>(10)</sup>	Common Stock 753

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Capucille Tony C/O HEARTLAND PAYMENT SYSTEMS, INC. 90 NASSAU STREET PRINCETON, NJ 08542	Chief Sales Officer

## Signatures

/s/ Robert H.B. Baldwin, Jr., Attorney  
in Fact

12/30/2015

\_\_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) Heartland Payment Systems, Inc. (the "Issuer") entered into an Agreement and Plan of Merger dated as of December 15, 2015 (the "Merger Agreement") with Global Payments Inc., Data Merger Sub One, Inc. and Data Merger Sub Two, LLC. The reporting person is expected to be a "disqualified individual" for purposes of Section 280G of the Internal Revenue Code of 1986, as amended (the "Code"), and the Issuer's Board of Directors approved the acceleration of the vesting and settlement of certain equity awards held by the reporting person to December 22, 2015 for purposes of mitigating the effects of Sections 280G and 4999 of the Code in connection with the transactions contemplated by the Merger Agreement.
  - (2) Each vested restricted stock unit was the economic equivalent of one share of the Issuer's common stock. The reporting person settled the vested restricted stock units for shares of the Issuer's common stock.
  - (3) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock.
  - (4) The restricted stock units vest in equal annual installments on the anniversary of April 26, 2012. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock units.
  - (5) The stock options vest in four equal annual installments beginning on July 9, 2014.
  - (6) 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.
  - (7) The restricted stock units vest in three equal annual installments beginning February 6, 2015. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit.
  - (8) 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 units.
  - (9) The restricted stock units vest in four equal annual installments beginning February 17, 2016. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock units.
  - (10) The restricted stock units vest in four equal annual installments beginning December 11, 2016. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit.

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.