

HEARTLAND PAYMENT SYSTEMS INC

Form 4

April 06, 2016

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CARR ROBERT O

(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)  
03/11/2016

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)  
Chairman of the Board and CEO

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. 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	03/11/2016		M	4,356 (1)	A \$ 0 (2)	325,552	D (3)
Common Stock, par value \$0.001 per share	03/11/2016		F	1,495	D \$ 93	324,057	D (3)

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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)

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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	03/11/2016		M	4,356	(1) (1)	Common Stock	4,356

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CARR ROBERT O C/O HEARTLAND PAYMENT SYSTEMS, INC. 90 NASSAU STREET PRINCETON, NJ 08542	X Chairman of the Board and CEO

## Signatures

/s/ Charles H.N. Kallenbach,  
Attorney-in-Fact

04/06/2016

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) On December 10, 2012, the reporting person was awarded Total Shareholder Return Performance Share Units (the "Relative TRSUs"). These Relative TRSUs were nonvested share awards for which vesting percentages and ultimate number of units vesting were be calculated based on the total shareholder return of Heartland Payment Systems, Inc. common stock as compared to the total shareholder return of 86 peer companies. The payout schedule could produce vesting percentages ranging from 0% to 225%. Total shareholder return was calculated based upon the average closing price for the 30 calendar day period ending December 9, 2015, over the closing price on December 10, 2012 and vested at 23% of target.

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- (2) Each restricted stock unit represents a contingent right to receive one share of Heartland Payment Systems, Inc.'s common stock.

The reporting person's indirect beneficial ownership consists of 150,412 shares of the Issuer's common stock held by The Robert O. Carr 2000 Irrevocable Trust for Emmalee Carr. The reporting person disclaims beneficial ownership of the Issuer's common stock held by The

- (3) Robert O. Carr 2000 Irrevocable Trust for Emmalee Carr. This report shall not be deemed an admission that the reporting person is the beneficial owner of the shares of the Issuer's common stock for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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