

HEARTLAND PAYMENT SYSTEMS INC

Form 4

April 27, 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 *
OSTRO MARC

(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)
04/22/2016

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/22/2016		D	23,595	D 11 0	I	Held by spouse.
Common Stock, par value \$0.001 per share	04/22/2016		D	34,197	D 11 0	D	

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

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(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. Amount or Number of Shares
Restricted Stock Units	(2)	04/22/2016		D	1,435	(3) 05/08/2025	Common Stock	1,435

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OSTRO MARC C/O HEARTLAND PAYMENT SYSTEMS, INC. 90 NASSAU STREET PRINCETON, NJ 08542	X			

Signatures

/s/ Charles H.N. Kallenbach, Attorney
in Fact 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 Payment Systems, Inc.'s (the "Issuer") common stock.

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- The restricted stock units vest upon the earlier of: (i) May 8, 2016 and (ii) the first business day preceding the date of the Issuer's 2016
- (3) annual meeting of stockholders, so long as the reporting person remains in Continuous Service (as such term is defined in the Issuer's Second Amended and Restated 2008 Equity Incentive Plan).

- These restricted stock units, which provided for vesting upon the earlier of May 8, 2016 or the first business day preceding the date of the
- (4) Issuer's 2016 annual meeting of stockholders, were cancelled in the Merger in exchange for 959 shares of Global Payments common stock and a cash payment of \$76,501.14.

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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