

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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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 *
 Capucille Tony

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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Sales Officer

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

(Street)

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

PRINCETON, NJ 08542

(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)
			Code	V Amount (D) Price			
Common Stock	04/22/2016		D	13,086 D 11 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 Unit	(2)	04/22/2016		D			1,271	(3)	07/09/2023	Common Stock	1,271
Restricted Stock Unit	(2)	04/22/2016		A		11,210		(5)	12/06/2023	Common Stock	11,210
Restricted Stock Unit	(2)	04/22/2016		D		11,210		(5)	12/06/2023	Common Stock	11,210
Restricted Stock Units	(2)	04/22/2016		A		4,482		(7)	12/06/2023	Common Stock	4,482
Restricted Stock Units	(2)	04/22/2016		D		4,482		(7)	12/06/2023	Common Stock	4,482
Restricted Stock Unit	(2)	04/22/2016		A		4,632		(9)	12/06/2023	Common Stock	4,632
Restricted Stock Unit	(2)	04/22/2016		D		4,632		(9)	12/06/2023	Common Stock	4,632
Restricted Stock Unit	(2)	04/22/2016		D		560		(11)	12/06/2023	Common Stock	560
Restricted Stock Unit	(2)	04/22/2016		D		223		(13)	02/06/2024	Common Stock	223
Restricted Stock Unit	(2)	04/22/2016		D		1,838		(15)	12/19/2019	Common Stock	1,838
Restricted Stock Unit	(2)	04/22/2016		D		760		(17)	02/17/2020	Common Stock	760
Restricted Stock Units	(2)	04/22/2016		A		3,012		(19)	12/11/2025	Common Stock	3,012
Restricted Stock Units	(2)	04/22/2016		D		3,012		(19)	12/11/2025	Common Stock	3,012
Restricted Stock Units	(2)	04/22/2016		D		2,259		(21)	12/11/2020	Common Stock	2,259

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/ Tony
Capucille

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) The restricted stock units vest in four equal annual installments beginning July 9, 2014. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock units.

(4) These restricted stock units, which provided for vesting in four equal installments beginning on July 9, 2014, were cancelled in the Merger in exchange for 849 shares of Global Payments common stock and a cash payment of \$67,788.50.

(5) On December 6, 2013, the reporting person was granted a target of an aggregate of 4,484 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 11,210 performance restricted share units.

(6) These restricted stock units were cancelled in the merger in exchange for 7,496 shares of Global Payments common stock and a cash payment of \$597,278.43.

(7) On December 6, 2013, the reporting person was granted a target of an aggregate of 2,241 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 4,482 performance restricted share units.

(8) These restricted stock units were cancelled in the merger in exchange for 2,997 shares of Global Payments common stock and a cash payment of \$238,809.56.

(9) On December 6, 2013, the reporting person was granted a target of an aggregate of 2,316 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 4,632 performance restricted share units.

(10) These restricted stock units were cancelled in the merger in exchange for 3,097 shares of Global Payments common stock and a cash payment of \$246,824.70.

(11) 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.

(12) These restricted stock units, which provided for vesting in four equal installments beginning on December 6, 2014, were cancelled in the Merger in exchange for 374 shares of Global Payments common stock and a cash payment of \$29,872.61.

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- (13) The restricted stock units vest in three annual installments beginning on February 6, 2015. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock units.
- (14) These restricted stock units, which provided for vesting in three installments beginning on February 6, 2015, were cancelled in the Merger in exchange for 149 shares of Global Payments common stock and a cash payment of \$11,890.55.
- (15) 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.
- (16) These restricted stock units, which provided for vesting in four equal installments beginning on December 19, 2015, were cancelled in the Merger in exchange for 1229 shares of Global Payments common stock and a cash payment of \$97,934.
- (17) The restricted stock units vest in four equal annual installments beginning February 17, 2015. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock units.
- (18) These restricted stock units, which provided for vesting in four equal installments beginning on February 17, 2015, were cancelled in the Merger in exchange for 508 shares of Global Payments common stock and a cash payment of \$40,508.88.

On December 11, 2015, the reporting person was granted a target of an aggregate of 3,012 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 3,012 performance restricted share units.
- (19) On December 11, 2015, the reporting person was granted a target of an aggregate of 3,012 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 3,012 performance restricted share units.
- (20) These restricted stock units were cancelled in the merger in exchange for 2,014 shares of Global Payments common stock and a cash payment of \$160,488.80.
- (21) 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.
- (22) These restricted stock units, which provided for vesting in four equal installments beginning on December 11, 2016, were cancelled in the Merger in exchange for 1510 shares of Global Payments common stock and a cash payment of \$120,404.53.

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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