

BOK SCOTT L
Form 4/A
August 24, 2005

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 *
GREENHILL CAPITAL PARTNERS, LLC

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)
300 PARK AVENUE, 23RD FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/16/2005

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)
08/19/2005

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock; par value \$0.001 per share	08/16/2005		S ⁽¹⁾	300,000 D	\$ 18,632,084	I <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	Through limited partnerships <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREENHILL CAPITAL PARTNERS, LLC 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022		X		
GCP MANAGING PARTNER, L.P. 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022		X		
GCP, L.P. 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022		X		
GREENHILL & CO INC 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022		X		
GCP 2000, LLC 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022		X		
GREENHILL ROBERT F 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022		X		
BOK SCOTT L 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022		X		
NIEHAUS ROBERT H 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022		X		

GREENHILL CAPITAL PARTNERS LP
 300 PARK AVENUE, 23RD FLOOR
 NEW YORK, NY 10022

X

Signatures

Greenhill Capital Partners, LLC, By: /s/ Robert H. Niehaus, Robert H. Niehaus, Chairman	08/24/2005
**Signature of Reporting Person	Date
GCP 2000, LLC, By: /s/ Robert H. Niehaus, Robert H. Niehaus, Chairman	08/24/2005
**Signature of Reporting Person	Date
GCP Managing Partner, L.P., By: Greenhill Capital Partners, LLC, its general partner, By: /s/ Robert H. Niehaus, Robert H. Niehaus, Chairman	08/24/2005
**Signature of Reporting Person	Date
GCP, L.P., By: GCP 2000, LLC, its general partner, By: /s/ Robert H. Niehaus, Robert H. Niehaus, Chairman	08/24/2005
**Signature of Reporting Person	Date
GREENHILL CAPITAL PARTNERS, L.P., By: GCP, L.P., its general partner and GCP 2000, LLC, its general partner, By: /s/ Robert H. Niehaus, Robert H. Niehaus, Chairman	08/24/2005
**Signature of Reporting Person	Date
GREENHILL CAPITAL PARTNERS, L.P., By: GCP Managing Partner L.P., its managing general partner and Greenhill Capital Partners, LLC, its general partner, By: /s/ Robert H. Niehaus, Robert H. Niehaus, Chairman	08/24/2005
**Signature of Reporting Person	Date
GREENHILL & CO., INC., By: /s/ Ulrika Ekman, Ulrika Ekman, General Counsel and Secretary	08/24/2005
**Signature of Reporting Person	Date
Robert F. Greenhill, /s/ Ulrika Ekman, Attorney in Fact for Robert F. Greenhill	08/24/2005
**Signature of Reporting Person	Date
Scott L. Bok, /s/ Ulrika Ekman, Attorney in Fact for Scott L. Bok	08/24/2005
**Signature of Reporting Person	Date
/s/ Robert H. Niehaus, Robert H. Niehaus	08/24/2005
**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) Sale by reporting persons pursuant to the exercise of the over-allotment option by the underwriters granted to the underwriters in connection with the initial public offering of the Issuer.
- (2) This Form 4 is being filed by more than one reporting person.

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- Greenhill Capital Partners, LLC, whose sole member is Greenhill & Co., Inc., is the general partner of GCP Managing Partner, L.P. GCP Managing Partner, L.P. and GCP, L.P. are general partners of Greenhill Capital Partners, L.P., which sold 183,690 shares of Issuer's common stock ("Common Stock") in the transaction reported hereby and is now the record owner of 3,877,146 shares of Common Stock,
- (3) Greenhill Capital Partners (Executives), L.P., which sold 29,653 shares of Common Stock in the transaction reported hereby and is now the record owner of 625,887 shares of Common Stock, Greenhill Capital, L.P., which sold 56,027 shares of Common Stock in the transaction reported hereby and is now the record owner of 1,182,545 shares of Common Stock, and Greenhill Capital Partners (Cayman), L.P., which sold 30,630 shares of Common Stock in the transaction reported hereby and is now the record owner of 646,506 shares of Common Stock.
- (4) GCP 2000, LLC is the general partner of GCP, L.P. GCP 2000, LLC is in turn controlled by its Senior Members, Scott L. Bok, Robert F. Greenhill and Robert H. Niehaus. Messrs. Bok and Niehaus are also members of the Board of Directors of the Issuer.

- Each reporting person disclaims beneficial ownership of the reported securities except and to the extent of its or his pecuniary interest therein. Further, pursuant to an option agreement, dated July 31, 2003, Greenhill Capital Partners, L.P. and affiliated investment funds granted Robert O. Carr, Chief Executive Officer of the Issuer, the option to purchase an aggregate of 1,093,750 shares of Common Stock at a price of \$7.143 per optioned share. Greenhill Capital Partners, L.P. granted 669,648 optioned shares of Common Stock, Greenhill Capital Partners (Executives), L.P. granted 108,136 optioned shares of Common Stock, Greenhill Capital, L.P. granted 204,181 optioned shares of Common Stock and Greenhill Capital Partners (Cayman), L.P. granted 111,785 optioned shares of Common Stock.
- (5)

- The option agreement expires on July 31, 2006. Thus the 6,332,084 shares of Common Stock that will be beneficially owned by the
- (6) above named persons (to the extent of their pecuniary interest therein) include 1,093,750 shares of Common Stock which are subject to the option granted to Robert O. Carr.

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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