

HEARTLAND PAYMENT SYSTEMS INC

Form 4

May 08, 2015

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

OMB APPROVAL

OMB
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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 *
NIEHAUS ROBERT H2. 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)
05/06/2015☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)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. 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	05/06/2015		M	1,897 A \$ 0	102,722	D ⁽¹⁾	

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

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information contained in this form are not
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(9-02)

number.

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
				Code V (A) (D)		Date Exercisable Expiration Date Date	Title	
Restricted Stock Units	\$ 0 ⁽²⁾	05/06/2015		M	1,897	⁽³⁾ ⁽³⁾	Common Stock	1,897
Restricted Stock Unit	⁽²⁾	05/06/2015		A	1,435	⁽⁴⁾ ⁽⁴⁾	Common Stock	1,435

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10%
Owner Officer Other

NIEHAUS ROBERT H
C/O HEARTLAND PAYMENT SYSTEMS, INC.
90 NASSAU STREET
PRINCETON, NJ 08542

X

Signatures

/s/ Edythe K. Nipper, Attorney
in Fact

05/08/2015

**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) Mr. Niehaus is the direct beneficial owner of 174,215 shares of common stock of Heartland Payment Systems, Inc. (the "Issuer") and has options to purchase 27,916 shares of the Issuer's common stock. Mr. Niehaus is also the indirect beneficial owner of 3,000 shares held by The John Robert Niehaus 1994 Trust, 3,000 shares held by The Peter Southworth Niehaus 1994 Trust and 3,000 shares held by The Ann Southworth Niehaus 1994 Trust. The beneficiary of such trusts are Mr. Niehaus's minor child. Mr. Niehaus disclaims beneficial ownership of the shares held by such trusts, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock.
- (3) The restricted stock units vest upon the earlier of: (i) May 6, 2015 and (ii) the first business day preceding the date of the Issuer's 2015 annual meeting of stockholders, so long as the reporting person remains in Continuous Service (as such term is defined in the Issuer's

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2008 Equity Incentive Plan, as amended and restated).

- 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
- (4) 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).

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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