

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 \*  
 Zabaneh Samir Michael

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)  
 90 NASSAU STREET, 2ND FLOOR  
 (Street)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Financial Officer

PRINCETON, NJ 08542

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

(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		10,211	D	0

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	
Restricted Stock Units	(2)	04/22/2016		D	12,804	(3) 12/19/2024	Common Stock	12,804
Restricted Stock Units	(2)	04/22/2016		A	16,543	(5) 12/19/2024	Common Stock	16,543
Restricted Stock Units	(2)	04/22/2016		D	16,543	(5) 12/19/2024	Common Stock	16,543
Restricted Stock Units	(2)	04/22/2016		A	14,602	(7) 12/19/2024	Common Stock	14,602
Restricted Stock Units	(2)	04/22/2016		D	14,602	(7) 12/19/2024	Common Stock	14,602
Restricted Stock Units	(2)	04/22/2016		D	1,654	(9) 12/19/2019	Common Stock	1,654
Restricted Stock Units	(2)	04/22/2016		A	6,026	(11) 12/11/2025	Common Stock	6,026
Restricted Stock Units	(2)	04/22/2016		D	6,026	(11) 12/11/2025	Common Stock	6,026
Restricted Stock Units	(2)	04/22/2016		D	4,519	(13) 12/11/2025	Common Stock	4,519

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zabaneh Samir Michael 90 NASSAU STREET 2ND FLOOR PRINCETON, NJ 08542			Chief Financial Officer	

# 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's common stock.
  - (3) The restricted stock units vest in four equal annual installments beginning April 7, 2015. 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 April 7, 2015, were cancelled in the Merger in exchange for 8,562 shares of Global Payments common stock and a cash payment of \$682,199.76.  
On December 19, 2014, the reporting person was granted a target of an aggregate of 6,617 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 16,543 performance restricted share units.
  - (5) These restricted stock units were cancelled in the merger in exchange for 11,062 shares of Global Payments common stock and a cash payment of \$881,434.11.  
On December 19, 2014, the reporting person was granted a target of an aggregate of 7,301 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 14,602 performance restricted share units.
  - (6) These restricted stock units were cancelled in the merger in exchange for 9,764 shares of Global Payments common stock and a cash payment of \$778,021.67.
  - (7) 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.
  - (8) 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 1,106 shares of Global Payments common stock and a cash payment of \$88,127.38.  
On December 11, 2015, the reporting person was granted a target of an aggregate of 6,026 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 6,026 performance restricted share units.
  - (9) These restricted stock units were cancelled in the merger in exchange for 4,029 shares of Global Payments common stock and a cash payment of \$321,109.75.
  - (10) 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 units.
  - (11) 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 3,021 shares of Global Payments common stock and a cash payment of \$240,837.20.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.