

HEARTLAND PAYMENT SYSTEMS INC

Form 4/A

August 14, 2008

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NIEHAUS ROBERT H

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)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

C/O GREENHILL & CO., INC., 300
PARK AVENUE, 23RD FLOOR

06/02/2008

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)
06/19/2008

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

NEW YORK, NY 10022

(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	06/02/2008		J ⁽¹⁾	134,215	A	<u>11</u>	194,215	D
Common Stock; par value \$0.001 per share	06/02/2008		J ⁽¹⁾	4,024	A	<u>11</u>	24,024	I
								By self as president of the Robert and Kate Niehaus Foundation

Common Stock; par value \$0.001 per share	06/02/2008	J ⁽¹⁾	8,385	A	<u>(1)</u>	8,385	I	(2) By self as president of the General Partner of the Niehaus Family Limited Partnership (2)
Common Stock; par value \$0.001 per share						3,000	I	By The John Robert Niehaus 1994 Trust (3)
Common Stock; par value \$0.001 per share						3,000	I	By The Peter Southworth Niehaus 1994 Trust (3)
Common Stock; par value \$0.001 per share						3,000	I	By the Ann Southworth Niehaus 1994 Trust (3)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
NIEHAUS ROBERT H C/O GREENHILL & CO., INC. 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022	X

Signatures

/s/ Robert H. Niehaus, By: Robert H. Niehaus, The Robert and Kate Niehaus Foundation By:
Robert H. Niehaus, Niehaus Family Limited Partnership By: Evergreen Management Corp, its
General Partner By: Robert H. Niehaus

08/14/2008

__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) These shares of common stock were received in connection with a pro rata distribution of shares by Greenhill Capital, L.P. and its affiliated entities to its limited partners and general partners.
- (2) Mr. Niehaus disclaims beneficial ownership of the shares except and to the extent of his pecuniary interest therein.
- (3) The beneficiary of the trust is Robert H. Niehaus's minor child. Robert H. Niehaus disclaims beneficial ownership of these shares.

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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