

HEARTLAND PAYMENT SYSTEMS INC
Form SC 13G/A
February 13, 2012

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 3)

HEARTLAND PAYMENT SYSTEMS, INC.

(Name of Issuer)

Common Stock
(Title of Class of Securities)

42235N108
(CUSIP Number)

December 31, 2011
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAME OF REPORTING PERSONS

The D3 Family Fund, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

| | | | |
|------------------|----|--------------------------|---|
| | 5. | SOLE VOTING POWER | 0 |
| NUMBER OF SHARES | | | |
| BENEFICIALLY | 6. | SHARED VOTING POWER | 0 |
| OWNED BY | | | |
| EACH | | | |
| REPORTING | 7. | SOLE DISPOSITIVE POWER | 0 |
| PERSON | | | |
| WITH | | | |
| | 8. | SHARED DISPOSITIVE POWER | 0 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%

12. TYPE OF REPORTING PERSON PN

1. NAME OF REPORTING PERSONS

The D3 Family Bulldog Fund, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

| | | | |
|------------------|----|--------------------------|---|
| | 5. | SOLE VOTING POWER | 0 |
| NUMBER OF SHARES | | | |
| BENEFICIALLY | 6. | SHARED VOTING POWER | 0 |
| OWNED BY | | | |
| EACH | | | |
| REPORTING | 7. | SOLE DISPOSITIVE POWER | 0 |
| PERSON | | | |
| WITH | | | |
| | 8. | SHARED DISPOSITIVE POWER | 0 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%

12. TYPE OF REPORTING PERSON PN

1. NAME OF REPORTING PERSONS

The D3 Family Canadian Fund, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

| | | | |
|------------------|----|--------------------------|---|
| | 5. | SOLE VOTING POWER | 0 |
| NUMBER OF SHARES | | | |
| BENEFICIALLY | 6. | SHARED VOTING POWER | 0 |
| OWNED BY | | | |
| EACH | | | |
| REPORTING | 7. | SOLE DISPOSITIVE POWER | 0 |
| PERSON | | | |
| WITH | | | |
| | 8. | SHARED DISPOSITIVE POWER | 0 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%

12. TYPE OF REPORTING PERSON PN

1. NAME OF REPORTING PERSONS

The DIII Offshore Fund, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Bahamas

| | | | |
|------------------|----|--------------------------|---|
| | 5. | SOLE VOTING POWER | 0 |
| NUMBER OF SHARES | | | |
| BENEFICIALLY | 6. | SHARED VOTING POWER | 0 |
| OWNED BY | | | |
| EACH | | | |
| REPORTING | 7. | SOLE DISPOSITIVE POWER | 0 |
| PERSON | | | |
| WITH | | | |
| | 8. | SHARED DISPOSITIVE POWER | 0 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%

12. TYPE OF REPORTING PERSON PN

1. NAME OF REPORTING PERSONS

Nierenberg Investment Management Company, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

| | | | |
|------------------|----|--------------------------|---|
| | 5. | SOLE VOTING POWER | 0 |
| NUMBER OF SHARES | | | |
| BENEFICIALLY | 6. | SHARED VOTING POWER | 0 |
| OWNED BY | | | |
| EACH | | | |
| REPORTING | 7. | SOLE DISPOSITIVE POWER | 0 |
| PERSON | | | |
| WITH | | | |
| | 8. | SHARED DISPOSITIVE POWER | 0 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%

12. TYPE OF REPORTING PERSON CO

1. NAME OF REPORTING PERSONS

Nierenberg Investment Management Offshore, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Bahamas

| | | | |
|------------------|----|--------------------------|---|
| | 5. | SOLE VOTING POWER | 0 |
| NUMBER OF SHARES | | | |
| BENEFICIALLY | 6. | SHARED VOTING POWER | 0 |
| OWNED BY | | | |
| EACH | | | |
| REPORTING | 7. | SOLE DISPOSITIVE POWER | 0 |
| PERSON | | | |
| WITH | | | |
| | 8. | SHARED DISPOSITIVE POWER | 0 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%

12. TYPE OF REPORTING PERSON CO

1. NAME OF REPORTING PERSONS

David Nierenberg

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

| | | | |
|------------------|----|--------------------------|---|
| | 5. | SOLE VOTING POWER | 0 |
| NUMBER OF SHARES | | | |
| BENEFICIALLY | 6. | SHARED VOTING POWER | 0 |
| OWNED BY | | | |
| EACH | | | |
| REPORTING | 7. | SOLE DISPOSITIVE POWER | 0 |
| PERSON | | | |
| WITH | | | |
| | 8. | SHARED DISPOSITIVE POWER | 0 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%

12. TYPE OF REPORTING PERSON IN

This Amendment No.3 to Schedule 13G (this "Amendment") amends the below-indicated items from the Schedule 13G with respect to the shares of common stock (the "Common Stock") of Heartland Payment Systems, Inc. (the "Company") previously filed by or on behalf of the Reporting Persons (as defined below), as previously amended (collectively, the "Schedule 13G"), by supplementing such Items with the information below.

The names of the persons filing this Amendment (collectively, the "Reporting Persons") are: The D3 Family Fund, L.P. (the "Family Fund"), The D3 Family Bulldog Fund, L.P. (the "Bulldog Fund"), The D3 Family Canadian Fund, L.P. (the "Canadian Fund"), The DIII Offshore Fund, L.P. (the "Offshore Fund"), Nierenberg Investment Management Company, Inc. ("NIMCO"), Nierenberg Investment Management Offshore, Inc. ("NIMO") and David Nierenberg ("Mr. Nierenberg").

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

None of the Reporting Persons beneficially owns any shares of Common Stock.

(b) Percent of Class:

Not applicable.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

Not applicable.

(ii) Shared power to vote or to direct the vote of shares of Common Stock:

Not applicable.

(iii) Sole power to dispose or to direct the disposition of shares of Common Stock:

Not applicable.

(iv) Shared power to dispose or to direct the disposition of shares of Common Stock:

Not applicable.

Item 5. Ownership Of Five Percent Or Less Of A Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in the Statement is true, complete and correct.

L.P., and D3 Family Canadian Fund, L.P.

D3 Family Fund, L.P., D3 Family Bulldog Fund,

Inc.

By: Nierenberg Investment Management Company,

Its: General Partner

February 13, 2012

By: /s/ David Nierenberg

David Nierenberg, President

DIII Offshore Fund, L.P.

By: Nierenberg Investment Management Offshore, Inc.

Its: General Partner

February 13, 2012

By: /s/ David Nierenberg

David Nierenberg, President

Nierenberg Investment Management Company, Inc.

February 13, 2012

By: /s/ David Nierenberg

David Nierenberg, President

Nierenberg Investment Management Offshore, Inc.

February 13, 2012

By: /s/ David Nierenberg

David Nierenberg, President

February 13, 2012

/s/ David Nierenberg

David Nierenberg