

HEARTLAND PAYMENT SYSTEMS INC  
Form 8-K  
May 09, 2012

---

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

May 4, 2012

HEARTLAND PAYMENT SYSTEMS, INC  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

001-32594  
(Commission File No)

22-3755714  
(I.R.S. Employer Identification  
Number)

90 Nassau Street, Princeton, New Jersey 08542  
(Address of principal executive offices) (Zip Code)  
(609) 683-3831  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- 
-

---

Item 5.07 Submission of Matters to a Vote of Security Holders.

The following proposals were submitted to our stockholders at the 2012 Annual Meeting of Stockholders held on May 4, 2012:

Proposal 1: The election of seven directors to our Board of Directors for terms expiring at the 2013 Annual Meeting of Stockholders and until their successors are duly elected and qualified.

Proposal 2: The ratification of Deloitte & Touche LLP as our independent registered public accounting firm for the year ended December 31, 2012.

Proposal 3: The approval of our executive compensation by a non-binding advisory vote.

For more information about the foregoing proposals, see our proxy statement dated April 6, 2012, the relevant portions of which are incorporated herein by reference. Holders of our common stock are entitled to one vote per share on all matters submitted to a vote of stockholders. The final voting results with respect to each matter voted upon are set forth below:

Results of Proposal 1: Election of Directors

Director Nominee	Votes For	Votes Withheld	Broker Non-Votes
Robert O. Carr	29,857,306	1,534,090	3,501,601
Mitchell L. Hollin	29,809,845	1,581,551	3,501,601
Robert H. Niehaus	29,810,045	1,581,351	3,501,601
Marc J. Ostro, Ph.D.	30,956,561	434,835	3,501,601
Jonathan J. Palmer	30,312,633	1,078,763	3,501,601
George F. Raymond	30,889,225	502,171	3,501,601
Richard W. Vague	30,911,088	480,308	3,501,601

The seven nominees who received the highest number of votes (all of the above individuals) were elected to the Board of Directors, and will serve as directors until our next annual meeting or until their respective successors are elected and qualified.

Results of Proposal 2: Ratification of Deloitte & Touche LLP

The results of the voting included 33,798,492 votes for, 1,033,459 votes against, 61,046 votes abstained and 3,501,601 votes were broker non-votes. The appointment was ratified.

Results of Proposal 3: Non-binding Advisory Vote on Executive Compensation

The results of the voting included 29,943,462 votes for, 1,304,531 votes against, 143,402 votes abstained and 3,501,601 votes were broker non-votes. Our executive compensation was approved by a non-binding advisory vote.

---

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 9, 2012

Heartland Payment Systems, Inc.  
(Registrant)

By:

/s/ Charles H.N. Kallenbach  
Charles H.N. Kallenbach  
General Counsel, Chief Legal Officer and  
Secretary