

HEARTLAND PAYMENT SYSTEMS INC  
Form SC 13G/A  
February 12, 2010

---

---

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

---

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)

HEARTLAND PAYMENT SYSTEMS, INC.

---

(Name of Issuer)

Common Stock

---

(Title of Class of Securities)

42235N108

---

(CUSIP Number)

December 31, 2009

---

(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).

(Page 1 of 10 Pages)

---

CUSIP No. 42235N108

1. names of Reporting Persons  
The D3 Family Fund, L.P.
2. check the appropriate box if a member of a group (a) T  
(b) £
3. sec use only
4. citizenship or place of organization  
Washington
5. sole voting power  
0
- NUMBER OF  
SHARES BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH
6. shared voting power  
452,500 common shares (1.2%)
7. sole dispositive power  
0
8. shared dispositive power  
452,500
9. aggregate amount beneficially owned by each reporting person  
For the reporting person listed on this page, 452,500; for all reporting persons as a group, 2,882,147 shares
10. check box if the aggregate amount in row (9) excludes certain shares £
11. percent of class represented by amount in row (9) 7.7%
12. type of Reporting Person PN

(Page 2 of 10 Pages)

---

CUSIP No. 42235N108

1. names of Reporting Persons  
The D3 Family Bulldog Fund, L.P.
2. check the appropriate box if a member of a group (a) T  
(b) £
3. sec use only
4. citizenship or place of organization  
Washington
5. sole voting power  
0
6. shared voting power  
1,810,100 common shares (4.8%)
7. sole dispositive power  
0
8. shared dispositive power  
1,810,100
9. aggregate amount beneficially owned by each reporting person  
For the reporting person listed on this page, 1,810,100; for all reporting persons as a group, 2,882,147 shares
10. check box if the aggregate amount in row (9) excludes certain shares £
11. percent of class represented by amount in row (9) 7.7%
12. type of Reporting Person PN

(Page 3 of 10 Pages)

---

CUSIP No. 42235N108

1. names of Reporting Persons  
The D3 Family Canadian Fund, L.P.
2. check the appropriate box if a member of a group (a) T  
(b) £
3. sec use only
4. citizenship or place of organization  
Washington
5. sole voting power  
0
6. shared voting power  
200,745 common shares (0.5%)
7. sole dispositive power  
0
8. shared dispositive power  
200,745
9. aggregate amount beneficially owned by each reporting person  
For the reporting person listed on this page, 200,745; for all reporting persons as a group, 2,882,147 shares
10. check box if the aggregate amount in row (9) excludes certain shares £
11. percent of class represented by amount in row (9) 7.7%
12. type of Reporting Person PN

(Page 4 of 10 Pages)

CUSIP No. 42235N108

1. names of Reporting Persons  
The DIII Offshore Fund, L.P.
2. check the appropriate box if a member of a group (a) T  
(b) £
3. sec use only
4. citizenship or place of organization  
Bahamas
5. sole voting power  
0
6. shared voting power  
418,802 common shares (1.1%)
7. sole dispositive power  
0
8. shared dispositive power  
418,802
9. aggregate amount beneficially owned by each reporting person  
For the reporting person listed on this page, 418,802; for all reporting persons as a group, 2,882,147 shares
10. check box if the aggregate amount in row (9) excludes certain shares £
11. percent of class represented by amount in row (9) 7.7%
12. type of Reporting Person PN

(Page 5 of 10 Pages)

CUSIP No. 42235N108

1. names of Reporting Persons  
Nierenberg Investment Management Company, Inc.
2. check the appropriate box if a member of a group (a) T  
(b) £
3. sec use only
4. citizenship or place of organization  
Washington
5. sole voting power  
0
6. shared voting power  
2,882,147 common shares (7.7%)
7. sole dispositive power  
0
8. shared dispositive power  
2,882,147
9. aggregate amount beneficially owned by each reporting person  
For the reporting person listed on this page, 2,882,147; for all reporting persons as a group, 2,882,147 shares
10. check box if the aggregate amount in row (9) excludes certain shares £
11. percent of class represented by amount in row (9) 7.7%
12. type of Reporting Person CO

(Page 6 of 10 Pages)

---

CUSIP No. 42235N108

1. names of Reporting Persons  
Nierenberg Investment Management Offshore, Inc.
2. check the appropriate box if a member of a group (a) T  
(b) £
3. sec use only
4. citizenship or place of organization  
Bahamas
5. sole voting power  
0
6. shared voting power  
418,802 common shares (1.1%)
7. sole dispositive power  
0
8. shared dispositive power  
418,802
9. aggregate amount beneficially owned by each reporting person  
For the reporting person listed on this page, 418,802; for all reporting persons as a group, 2,882,147 shares
10. check box if the aggregate amount in row (9) excludes certain shares £
11. percent of class represented by amount in row (9) 7.7%
12. type of Reporting Person CO

(Page 7 of 10 Pages)



CUSIP No. 42235N108

1. names of Reporting Persons  
David Nierenberg
2. check the appropriate box if a member of a group (a) T  
(b) £
3. sec use only
4. citizenship or place of organization  
United States of America
5. sole voting power  
0
6. shared voting power  
2,882,147 common shares (7.7%)
7. sole dispositive power  
0
8. shared dispositive power  
2,882,147
9. aggregate amount beneficially owned by each reporting person  
For the reporting person listed on this page, 2,882,147; for all reporting persons as a group, 2,882,147 shares
10. check box if the aggregate amount in row (9) excludes certain shares £
11. percent of class represented by amount in row (9) 7.7%
12. type of Reporting Person IN

(Page 8 of 10 Pages)

This Amendment No.1 to Schedule 13G amends the below-identified Item of the Schedule 13G previously filed on October 9, 2009.

Item 4. Ownership.

The Reporting Persons, in the aggregate, beneficially own 2,882,147 Shares, constituting approximately 7.7% of the outstanding Shares.

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.

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

By: Nierenberg Investment Management Company, Inc.

Its: General Partner

February 12, 2010

By: /s/ David Nierenberg  
David Nierenberg, President

DIII Offshore Fund, L.P.

By: Nierenberg Investment Management Offshore, Inc.

Its: General Partner

February 12, 2010

By: /s/ David Nierenberg  
David Nierenberg, President

Nierenberg Investment Management Company, Inc.

February 12, 2010

By: /s/ David Nierenberg  
David Nierenberg, President

Nierenberg Investment Management Offshore, Inc.

February 12, 2010

By: /s/ David Nierenberg  
David Nierenberg, President

February 12, 2010

/s/ David Nierenberg  
David Nierenberg