

HEARTLAND PAYMENT SYSTEMS INC
Form SC 13G/A
February 14, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2.**

(Amendment No. 2)*

HEARTLAND PAYMENT SYSTEMS, INC.
(Name of Issuer)

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

42235N108
(CUSIP Number)

December 31, 2007
(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 the disclosures provided in a prior cover page.

The information required in 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 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*).

CUSIP No. 42235N108

13G

1 NAME OF REPORTING PERSONS

Greenhill & Co., Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

1,688,214

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,688,214

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,688,214

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

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

4.5%

12 TYPE OF REPORTING PERSON

CO

CUSIP No. 42235N108

13G

1 NAME OF REPORTING PERSONS

Greenhill Capital Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

1,688,214

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,688,214

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,688,214

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

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

4.5%

12 TYPE OF REPORTING PERSON

OO

CUSIP No. 42235N108

13G

1 NAME OF REPORTING PERSONS

GCP Managing Partner, 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

Delaware

5 SOLE VOTING POWER

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

1,688,214

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,688,214

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,688,214

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

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

4.5%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 42235N108

13G

1 NAME OF REPORTING PERSONS

GCP, 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

Delaware

5 SOLE VOTING POWER

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

1,688,214

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,688,214

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,688,214

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

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

4.5%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 42235N108

13G

1 NAME OF REPORTING PERSONS

GCP 2000, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

1,688,214

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,688,214

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,688,214

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

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

4.5%

12 TYPE OF REPORTING PERSON

OO

CUSIP No. 42235N108

13G

1 NAME OF REPORTING PERSONS

Robert F. Greenhill

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

5 SOLE VOTING POWER

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

1,688,214

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,688,214

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,688,214

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

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

4.5%

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 42235N108

13G

1 NAME OF REPORTING PERSONS

Scott L. Bok

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

5 SOLE VOTING POWER

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

1,688,214

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,688,214

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,688,214

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

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

4.5%

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 42235N108

13G

1 NAME OF REPORTING PERSONS

Robert H. Niehaus

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

5 SOLE VOTING POWER

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

1,688,214

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,688,214

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,688,214

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

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

4.5%

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 42235N108

13G

1 NAME OF REPORTING PERSONS

Greenhill Capital Partners, 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

Delaware

5 SOLE VOTING POWER

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

1,033,702

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,033,702

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,033,702

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

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

2.8%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 42235N108

13G

1 NAME OF REPORTING PERSONS

Greenhill Capital, 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

Delaware

5 SOLE VOTING POWER

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

315,286

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

315,286

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

315,286

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

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

0.8%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 42235N108

13G

1 NAME OF REPORTING PERSONS

Greenhill Capital Partners (Executives), 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

Delaware

5 SOLE VOTING POWER

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

166,869

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

166,869

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

166,869

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

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

0.4%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 42235N108

13G

1 NAME OF REPORTING PERSONS

Greenhill Capital Partners (Cayman), 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

Cayman Islands

5 SOLE VOTING POWER

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

172,357

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

172,357

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

172,357

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

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

0.5%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 42235N108

13G

1 NAME OF REPORTING PERSONS

GCP Cayman, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

172,357

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

172,357

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

172,357

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

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

0.5%

12 TYPE OF REPORTING PERSON

CO

Item 1(a). Name of Issuer:

Heartland Payment Systems, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

90 Nassau Street, Princeton, New Jersey 08542

Item 2(a). Name of Person Filing:

This statement is filed jointly on behalf of the persons identified below. In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each person filing this statement acknowledges that it is responsible for the completeness and accuracy of the information concerning that person but is not responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Greenhill & Co., Inc.

Greenhill Capital Partners, LLC

GCP Managing Partner, L.P.

GCP, L.P.

GCP 2000, LLC

Greenhill Capital Partners, L.P.

Greenhill Capital, L.P.

Greenhill Capital Partners (Executives), L.P.

Greenhill Capital Partners (Cayman), L.P.

GCP Cayman, Ltd.

Robert F. Greenhill

Scott L. Bok

Robert H. Niehaus

The filing persons are filing this Schedule 13G jointly pursuant to a Joint Filing Agreement attached hereto as Exhibit 1.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principle business office of all filing persons identified in this Schedule 13G is:

300 Park Avenue, New York, NY 10022.

Item 2(c). Citizenship:

See item 4 on Cover Pages to this Schedule 13G.

Item 2(d). Title of Class of Securities:

Common Stock, \$0.001 par value per share

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Item 2(e). CUSIP Number:

42235N108

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) Investment company registered under Section 8 of the Investment Company Act;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership.

The filing of this statement should not be construed as an admission by any person that such person is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of any securities covered by this statement, other than the securities set forth opposite such person's name in the table in Item 4(c) below.

(a) Amount beneficially owned:

Greenhill Capital Partners, LLC, whose sole member is Greenhill & Co., Inc., is the general partner of GCP Managing Partner, L.P. GCP 2000, LLC is the general partner of GCP, L.P. GCP 2000, LLC is in turn controlled by its Senior Members, Scott L. Bok, Robert F. Greenhill and Robert H. Niehaus. Each of these entities and persons may be deemed to indirectly beneficially own 1,688,214 shares of Common Stock by virtue of its or his relationship with the record owners of Common Stock as described herein.

GCP Managing Partner, L.P. and GCP, L.P. are general partners of the following entities: Greenhill Capital Partners, L.P., which is the record owner of 1,033,702 shares of Common Stock, Greenhill Capital, L.P., which is the record owner of 315,286 shares of Common Stock and Greenhill Capital Partners (Executives), L.P., which is the record owner of 166,869 shares of Common Stock.

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GCP Cayman, Ltd., whose sole shareholder is Greenhill Capital Partners, LLC, GCP Managing Partner, L.P. and GCP, L.P. are general partners of Greenhill Capital Partners (Cayman), L.P., which is the record owner of 172,357 shares of Common Stock.

Each reporting person disclaims beneficial ownership of the reported securities except and to the extent of its or his pecuniary interest therein.

(b) Percent of class: ⁽¹⁾

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| | |
|---|------|
| Greenhill & Co., Inc. | 4.5% |
| Greenhill Capital Partners, LLC | 4.5% |
| GCP Managing Partner, L.P. | 4.5% |
| GCP, L.P. | 4.5% |
| GCP 2000, LLC | 4.5% |
| Robert F. Greenhill | 4.5% |
| Scott L. Bok | 4.5% |
| Robert H. Niehaus | 4.5% |
| Greenhill Capital Partners, L.P. | 2.8% |
| Greenhill Capital, L.P. | 0.8% |
| Greenhill Capital Partners (Executives), L.P. | 0.4% |
| Greenhill Capital Partners (Cayman), L.P. | 0.5% |
| GCP Cayman, Ltd. | 0.5% |

(1) All percentages herein are based on 37,478,786 shares of Common Stock reported to be outstanding as of November 1, 2007, as reported on Form 10-Q filed with the SEC by the Issuer for the quarter ended September 30, 2007.

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

| | (i) Sole power to vote or to direct the vote | (ii) Shared power to vote or to direct the vote | (iii) Sole power to dispose or to direct the disposition | (iv) Shared power to dispose or to direct the disposition of |
|------------------------------------|---|--|---|---|
| Greenhill & Co., Inc. | -0- | 1,688,214 | -0- | 1,688,214 |
| Greenhill Capital Partners, LLC | -0- | 1,688,214 | -0- | 1,688,214 |
| GCP Managing Partner, L.P. | -0- | 1,688,214 | -0- | 1,688,214 |
| GCP, L.P. | -0- | 1,688,214 | -0- | 1,688,214 |
| GCP 2000, LLC | -0- | 1,688,214 | -0- | 1,688,214 |

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| | | | | |
|----------------------------------|-----|-----------|-----|-----------|
| Robert F. Greenhill | -0- | 1,688,214 | -0- | 1,688,214 |
| Scott L. Bok | -0- | 1,688,214 | -0- | 1,688,214 |
| Robert H. Niehaus | -0- | 1,688,214 | -0- | 1,688,214 |
| Greenhill Capital Partners, L.P. | -0- | 1,033,702 | -0- | 1,033,702 |

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| | | | | |
|---|-----|---------|-----|---------|
| Greenhill Capital L.P. | -0- | 315,286 | -0- | 315,286 |
| Greenhill Capital Partners (Executives), L.P. | -0- | 166,869 | -0- | 166,869 |
| Greenhill Capital Partners (Cayman), L.P. | -0- | 172,357 | -0- | 172,357 |
| GCP (Cayman), Ltd. | -0- | 172,357 | -0- | 172,357 |

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 person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

SIGNATURE

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

Date: February 14, 2008

GREENHILL & CO., INC.

By: /s/ Ulrika Ekman
Name: Ulrika Ekman
Title: General Counsel &
Secretary

GREENHILL CAPITAL PARTNERS,
LLC

By: /s/ Ulrika Ekman
Name: Ulrika Ekman
Title: General Counsel &
Secretary

GCP MANAGING PARTNER, L.P.

By: Greenhill Capital Partners, LLC, its general
partner

/s/ Ulrika Ekman
Name: Ulrika Ekman
Title: General Counsel &
Secretary

GCP, L.P.

By: GCP 2000, LLC, its general partner

/s/ Ulrika Ekman
Name: Ulrika Ekman
Title: General Counsel &
Secretary

GCP 2000, LLC

By: /s/ Ulrika Ekman
Name: Ulrika Ekman
Title: General Counsel &
Secretary

GREENHILL CAPITAL PARTNERS, L.P.

GREENHILL CAPITAL PARTNERS (CAYMAN),
L.P.

GREENHILL CAPITAL PARTNERS (EXECUTIVES),
L.P.

GREENHILL CAPITAL, L.P.

By: GCP Managing Partner, L.P., as managing
general partner of each of the foregoing
partnerships
By: Greenhill Capital Partners, LLC, its general
partner

By: /s/ Ulrika Ekman
Name: Ulrika Ekman
Title: General Counsel &
Secretary

ROBERT F. GREENHILL

/s/ Robert F. Greenhill

SCOTT L. BOK

/s/ Scott L. Bok

ROBERT H. NIEHAUS

/s/ Robert H. Niehaus

GCP Cayman, Ltd.

By: Greenhill Capital Partners, LLC,
its sole shareholder

/s/ Ulrika Ekman

Name: Ulrika Ekman

Title: General Counsel &
Secretary

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