

HEARTLAND PAYMENT SYSTEMS INC  
Form 8-K  
May 16, 2008

**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 15, 2008

**HEARTLAND PAYMENT SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

**001-32594**

**22-3755714**

(State or other jurisdiction of  
incorporation or organization)

(Commission File No)

(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))
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***Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.***

Effective as of May 15, 2008, Scott L. Bok resigned as a member of the Company's Board of Directors. Mr. Bok's resignation was not because of a disagreement on any matter relating to the Company's operations, policies or practices.

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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 16, 2008

Heartland Payment Systems, Inc.  
(Registrant)

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