HEARTLAND PAYMENT SYSTEMS INC Form SC 13G/A February 10, 2011

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

SCHEDULE 13G Under the Securities Exchange Act of 1934 (Amendment No. 2)

HEARTLAND PAYMENT SYSTEMS, INC.

(Name of Issuer)

Common Stock (Title of Class of Securities)

42235N108 (CUSIP Number)

December 31, 2010 (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)

 T
 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)

The D3 Family Fund, L.P.

- check the appropriate box if a member of a group 2.
- 3. sec use only

1.

citizenship or place of organization 4.

Washington

w ashington		
NUMBER OF	5.	sole voting power 0
SHARES BENEFICIALLY OWNED BY	6.	shared voting power 441,620 common shares (1.2%)
EACH REPORTING PERSON	7.	sole dispositive power 0
WITH	8.	shared dispositive power 441,620
00 0		beneficially owned by each reporting person person listed on this page, 441,620; for all reporting persons as a group, 2,862,267
10. check box if	the ag	ggregate amount in row (9) excludes certain shares

11.	percent of class represented by amount in row (9)	7.5%
12.	type of Reporting Person	PN

(Page 2 of 10 Pages)

..

(a) Т (b) "

The D3 Family Bulldog Fund, L.P.

- 2. check the appropriate box if a member of a group
- 3. sec use only

1.

4. citizenship or place of organization

Washington

	vv asinington			
NI	MBER OF	5.	sole voting power 0	
S BEN	SHARES EFICIALLY WNED BY	6.	shared voting power 1,810,100 common shares (4.7%)	
	EACH PORTING PERSON	7.	sole dispositive power 0	
	WITH	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, 2,862,267 shares			
10.	check box if the aggregate amount in row (9) excludes certain shares			
11.	percent of class represented by amount in row (9) 7.5%			7.5%

12. type of Reporting Person

(Page 3 of 10 Pages)

PN

The D3 Family Canadian Fund, L.P.

- 2. check the appropriate box if a member of a group
- 3. sec use only

1.

4. citizenship or place of organization

Washington

w ashington	L	
NUMBER OF	5.	sole voting power 0
SHARES BENEFICIALLY OWNED BY	6.	shared voting power 200,745 common shares (0.5%)
EACH REPORTING PERSON	7.	sole dispositive power 0
WITH	8.	shared dispositive power 200,745
		beneficially owned by each reporting person person listed on this page, 200,745; for all reporting persons as a group, 2,862,267
10. check box if	f the ag	ggregate amount in row (9) excludes certain shares

11.	percent of class represented by amount in row (9)	7.5%
12.	type of Reporting Person	PN

(Page 4 of 10 Pages)

The DIII Offshore Fund, L.P.

- 2. check the appropriate box if a member of a group
- 3. sec use only

1.

4. citizenship or place of organization

Bahamas

Bahamas		
	5.	sole voting power 0
NUMBER OF		
SHARES BENEFICIALLY OWNED BY	6.	shared voting power 409,802 common shares (1.1%)
EACH REPORTING PERSON	7.	sole dispositive power 0
WITH	8.	shared dispositive power 409,802
00 0		beneficially owned by each reporting person person listed on this page, 409,802; for all reporting persons as a group, 2,862,267
10. check box if	the ag	ggregate amount in row (9) excludes certain shares

11.	percent of class represented by amount in row (9)	7.5%
12.	type of Reporting Person	PN

(Page 5 of 10 Pages)

1.	Nierenberg Investment Management Company, Inc.				
2.				(a) T (b) "	
3.	sec use only				
4. citizenship or place of organization					
	Washington				
NU	JMBER OF	5.	sole voting power 0		
BEN	SHARES EFICIALLY WNED BY	6.	shared voting power 2,862,267 common shares (7.5%)		
	EACH PORTING PERSON	7.	sole dispositive power 0		
	WITH	8.	shared dispositive power 2,862,267		
9.			t beneficially owned by each reporting person person listed on this page, 2,862,267; for all reporting persons as a group, 2,862,267		
10.	check box if	the a	ggregate amount in row (9) excludes certain shares		
11.	percent of class represented by amount in row (9) 7.5%				

12. type of Reporting Person

names of Reporting Persons

(Page 6 of 10 Pages)

СО

Nierenberg Investment Management Offshore, Inc.

- 2. check the appropriate box if a member of a group
- 3. sec use only

1.

4. citizenship or place of organization

Bahamas

Bal	namas		
NUMB	ER OF	5.	sole voting power 0
	RES CIALLY ED BY	6.	shared voting power 409,802 common shares (1.1%)
	CH RTING SON	7.	sole dispositive power 0
WI	TH	8.	shared dispositive power 409,802
For			beneficially owned by each reporting person person listed on this page, 409,802; for all reporting persons as a group, 2,862,267
10. che	eck box if	the ag	gregate amount in row (9) excludes certain shares

11. percent of class represented by amount in row (9)7.5%12. type of Reporting PersonCO

(Page 7 of 10 Pages)

names of Rep	orting Persons	3
--------------	----------------	---

David Nierenberg

- 2. check the appropriate box if a member of a group
- 3. sec use only

1.

4. citizenship or place of organization

United Stated of America

	5.	sole voting power 0
NUMBER OF		
SHARES BENEFICIALLY OWNED BY	6.	shared voting power 2,862,267 common shares (7.5%)
EACH REPORTING PERSON	7.	sole dispositive power 0
WITH	8.	shared dispositive power 2,862,267

- 9. aggregate amount beneficially owned by each reporting person For the reporting person listed on this page, 2,862,267; for all reporting persons as a group, 2,862,267 shares
- 10. check box if the aggregate amount in row (9) excludes certain shares
- 11. percent of class represented by amount in row (9)
- 12. type of Reporting Person

..

7.5%

(a) T (b) ..