HEARTLAND PAYMENT SYSTEMS INC Form SC 13G/A February 14, 2007

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

> 42235N108 (CUSIP Number)

December 31, 2006 (Date of Event which Requires Filing of this Statement) Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- x Rule 13d-1(d)

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 ([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*).

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^{*} 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.

1			TING PERSONS FION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	Greenhill & Co., Inc.				
2	CHECK THE	APPR	OPRIATE BOX IF A MEMBER OF A GROUP		
			(a) o (b) o		
3	SEC USE ONI	LY			
4	CITIZENSHIP	OR P	LACE OF ORGANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
			0		
BENE	OF SHARES	6	SHARED VOTING POWER		
EACH R	NED BY EPORTING		5,238,334		
	RSON /ITH	7	SOLE DISPOSITIVE POWER		
			0		
		8	SHARED DISPOSITIVE POWER		
			5,238,334		
9	AGGREGATE	AMO	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	5,238,334				
10	CHECK BOX SHARES	IF TH	E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN		
	SILICES		0		
11	PERCENT OF	CLA	SS REPRESENTED BY AMOUNT IN ROW (9)		
	14.1%				
12	TYPE OF REP	ORTI	NG PERSON		
	СО				

1			TING PERSONS TION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	Greenhill Capital Partners, LLC				
2	CHECK THE	APPR	OPRIATE BOX IF A MEMBER OF A GROUP		
			(a) o (b) o		
3	SEC USE ONI	LY			
4	CITIZENSHIP	OR P	LACE OF ORGANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
			0		
BENEF	OF SHARES FICIALLY	6	SHARED VOTING POWER		
EACH R	NED BY EPORTING		5,238,334		
	RSON /ITH	7	SOLE DISPOSITIVE POWER		
			0		
		8	SHARED DISPOSITIVE POWER		
	-		5,238,334		
9	AGGREGATE	E AMC	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	5,238,334				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	PERCENT OF	CLAS	SS REPRESENTED BY AMOUNT IN ROW (9)		
	14.1%				
12	TYPE OF REPORTING PERSON				
	00				

1	 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) GCP Managing Partner, L.P. 				
2	CHECK THE	APPR	OPRIATE BOX IF A MEMBER OF A GROUP		
			(a) o (b) o		
3	SEC USE ONI	ĹΥ			
4	CITIZENSHIP	OR F	PLACE OF ORGANIZATION		
	Delaware				
	<u>.</u>	5	SOLE VOTING POWER		
			0		
	OF SHARES FICIALLY	6	SHARED VOTING POWER		
EACH R	IED BY EPORTING		5,238,334		
	RSON /ITH	7	SOLE DISPOSITIVE POWER		
			0		
		8	SHARED DISPOSITIVE POWER		
			5,238,334		
9	AGGREGATE	E AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	5,238,334	5,238,334			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	PERCENT OF	CLA	SS REPRESENTED BY AMOUNT IN ROW (9)		
	14.1%				
12	TYPE OF REPORTING PERSON				
	PN				

1		AMES OF REPORTING PERSONS R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	GCP, L.P.					
2	CHECK THE	APPR	OPRIATE BOX IF A MEMBER OF A GROUP			
	(a) (b)					
3	SEC USE ONLY					
4	CITIZENSHIP	OR F	PLACE OF ORGANIZATION			
	Delaware					
		5	SOLE VOTING POWER			
NUMBED	OFSUADES		0			
BENEF	OF SHARES ICIALLY	6	SHARED VOTING POWER			
EACH RI	IED BY EPORTING		5,238,334			
	RSON TTH	7	SOLE DISPOSITIVE POWER			
			0			
		8	SHARED DISPOSITIVE POWER			
			5,238,334			
9	AGGREGATE	E AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	5,238,334					
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11	PERCENT OF	CLA	SS REPRESENTED BY AMOUNT IN ROW (9)			
	14.1%					
12	TYPE OF REF	ORTI	NG PERSON			
	PN					

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	GCP 2000, I	LLC			
2	CHECK THE	APPR	OPRIATE BOX IF A MEMBER OF A GROUP		
			(a) o (b) o		
3	SEC USE ONI	LY			
4	CITIZENSHIP	OR P	LACE OF ORGANIZATION		
	Delaware	1			
		5	SOLE VOTING POWER		
NIIMPED	OF SHARES		0		
BENEF	ICIALLY	6	SHARED VOTING POWER		
EACH R	IED BY EPORTING		5,238,334		
	RSON TTH	7	SOLE DISPOSITIVE POWER		
			0		
		8	SHARED DISPOSITIVE POWER		
			5,238,334		
9	AGGREGATE	E AMC	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	5,238,334	5,238,334			
10	CHECK BOX SHARES*	IF TH	E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN		
			0		
11	PERCENT OF	CLAS	SS REPRESENTED BY AMOUNT IN ROW (9)		
	14.1%				
12	TYPE OF REP	ORTI	NG PERSON*		
	00				
			Page 6 of 22		

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Robert F. G	reen	hill		
2	CHECK THE	APPR	OPRIATE BOX IF A MEMBER OF A GROUP (a) o		
			(a) o (b) o		
3	SEC USE ONLY				
4	CITIZENSHIP	OR F	LACE OF ORGANIZATION		
	United State	es			
		5	SOLE VOTING POWER		
NUMBER	OF SHARES		0		
BENEF	ICIALLY ED BY	6	SHARED VOTING POWER		
EACH RH	EPORTING		5,238,334		
	RSON ITH	7	SOLE DISPOSITIVE POWER		
			0		
		8	SHARED DISPOSITIVE POWER		
			5,238,334		
9	AGGREGATE	E AMC	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	5,238,334				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	PERCENT OF	CLAS	SS REPRESENTED BY AMOUNT IN ROW (9)		
	14.1%				
12	TYPE OF REP	ORTI	NG PERSON*		
	IN				

1		NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Scott L. Bol	C 2				
2	CHECK THE	APPR	OPRIATE BOX IF A MEMBER OF A GROUP			
			(a) o (b) o			
3	SEC USE ONI	SEC USE ONLY				
4	CITIZENSHIP	OR F	PLACE OF ORGANIZATION			
	United Stat	es				
	-	5	SOLE VOTING POWER			
			0			
BENE	R OF SHARES EFICIALLY	6	SHARED VOTING POWER			
EACH	NED BY REPORTING		5,238,334			
	ERSON WITH	7	SOLE DISPOSITIVE POWER			
			0			
		8	SHARED DISPOSITIVE POWER			
			5,238,334			
9	AGGREGATE	E AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	5,238,334	5,238,334				
10	CHECK BOX SHARES	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	PERCENT OF	CLA	SS REPRESENTED BY AMOUNT IN ROW (9)			
	14.1%					
12	TYPE OF REF	ORT	NG PERSON			
	IN					
			Page 8 of 22			

	Robert H. N CHECK THE A				
2 (CHECK THE A	APPRO			
			OPRIATE BOX IF A MEMBER OF A GROUP		
			(a) o (b) o		
3 5	SEC USE ONLY				
4 (CITIZENSHIP	OR P	LACE OF ORGANIZATION		
τ	United States				
		5	SOLE VOTING POWER		
			0		
NUMBER O BENEFIC	CIALLY	6	SHARED VOTING POWER		
OWNE EACH REF	PORTING		5,238,334		
PERS WIT		7	SOLE DISPOSITIVE POWER		
			0		
		8	SHARED DISPOSITIVE POWER		
			5,238,334		
9 A	AGGREGATE	AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
ξ	5,238,334				
	CHECK BOX 1 SHARES*	IF TH	E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN		
	0				
11 H	PERCENT OF	CLAS	S REPRESENTED BY AMOUNT IN ROW (9)		
J	14.1%				
12 7	FYPE OF REP	ORTI	NG PERSON*		
I	N				

	1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
(a) o (b) o 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 SOLE VOTING POWER 0 NUMBER OF SHARES BEENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5 SOLE VOTING POWER 0 5 SOLE VOTING POWER 0 3,207,498 7 SOLE DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 3,207,498 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,207,498 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,207,498 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.6%		Greenhill Ca	apita	l Partners, L.P.			
(b) o 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 SOLE VOTING POWER 0 0 0 10 5 SOLE VOTING POWER 0 5 SOLE VOTING POWER 0 5 SOLE VOTING POWER 0 5 SOLE DISPOSITIVE POWER 0 8 SHARED VOTING POWER 0 8 SHARED DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 10 10 2 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0 11 9 RECENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.6% 12 12 19 TYPE OF REPORTING PERSON	2	CHECK THE	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5 SOLE VOTING POWER 0 3,207,498 7 SOLE DISPOSITIVE POWER 0 0 8 SHARED DISPOSITIVE POWER 3,207,498 9 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,207,498 0 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.6% 12				(a) o (b) o			
Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON PERSON 7 SOLE DISPOSITIVE POWER 0 0 OULE DISPOSITIVE POWER 7 SOLE DISPOSITIVE POWER 10 8 SHARED DISPOSITIVE POWER 3,207,498 9 AGGREGATE 3,207,498 9 AGGREGATE AUTOUT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,207,498 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	3	SEC USE ONLY					
NUMBER OF SHARES 5 SOLE VOTING POWER 0 0 OWNED BY 6 SHARED VOTING POWER OWNED BY 3,207,498 PERSON 7 SOLE DISPOSITIVE POWER 0 0 SOLE VOTING POWER 0 8 SHARED DISPOSITIVE POWER 3,207,498 3,207,498 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,207,498 3,207,498 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	4	CITIZENSHIP	OR P	PLACE OF ORGANIZATION			
NUMBER OF SHARES 0 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER 3,207,498 3,207,498 7 SOLE DISPOSITIVE POWER 0 0 8 SHARED DISPOSITIVE POWER 3,207,498 3,207,498 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,207,498 3,207,498 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		Delaware					
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH6SHARED VOTING POWER 3,207,4987SOLE DISPOSITIVE POWER08SHARED DISPOSITIVE POWER9AGGREGATE3,207,4989AGGREGATE AUTOUT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,207,49810CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)12TYPE OF REPORTING PERSON			5	SOLE VOTING POWER			
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER 2 3,207,498 7 SOLE DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 8 SHARED DISPOSITIVE POWER 9 AGGREGATE 3,207,498 9 AGGREGATE SUPPORTING PERSON 3,207,498 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) o 12 TYPE OF REPORTING PERSON		OF GUADES		0			
EACH REPORTING PERSON WITH3,207,4987SOLE DISPOSITIVE POWER008SHARED DISPOSITIVE POWER3,207,4983,207,4989AGGREGATE AMOUNT IN ROW (9) EACH REPORTING PERSON3,207,4983,207,49810CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)12TYPE OF REPORTING PERSON	BENEF	FICIALLY	6	SHARED VOTING POWER			
Image: WITH 7 SOLE DISPOSITIVE POWER 0 0 8 SHARED DISPOSITIVE POWER 3,207,498 3,207,498 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,207,498 3,207,498 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	EACH R	EPORTING		3,207,498			
8 SHARED DISPOSITIVE POWER 3,207,498 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,207,498 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.6% 12 TYPE OF REPORTING PERSON			7	SOLE DISPOSITIVE POWER			
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,207,498 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.6% 12 TYPE OF REPORTING PERSON				0			
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,207,498 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.6% 12 TYPE OF REPORTING PERSON			8	SHARED DISPOSITIVE POWER			
3,207,498 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.6% 12 TYPE OF REPORTING PERSON				3,207,498			
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.6% 12 TYPE OF REPORTING PERSON	9	AGGREGATE	E AMC	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
SHARES o 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.6% 12 TYPE OF REPORTING PERSON		3,207,498					
8.6% 12 TYPE OF REPORTING PERSON	10	SHARES					
12 TYPE OF REPORTING PERSON	11	PERCENT OF	CLA	SS REPRESENTED BY AMOUNT IN ROW (9)			
		8.6%					
PN	12	TYPE OF REF	PORTI	NG PERSON			
		PN					

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Greenhill Ca	apita	l, L.P.		
2	CHECK THE	APPR	OPRIATE BOX IF A MEMBER OF A GROUP (a) o		
			(b) o		
3	SEC USE ONI	LY			
4	CITIZENSHIP	OR P	LACE OF ORGANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
			0		
	OF SHARES FICIALLY	6	SHARED VOTING POWER		
	NED BY EPORTING		978,364		
	RSON /ITH	7	SOLE DISPOSITIVE POWER		
			0		
		8	SHARED DISPOSITIVE POWER		
			978,364		
9	AGGREGATE	E AMC	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	978,364				
10	CHECK BOX SHARES	IF TH	E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN		
11	PERCENT OF	CLAS	SS REPRESENTED BY AMOUNT IN ROW (9)		
	2.6%				
12	TYPE OF REP	ORTI	NG PERSON		
	PN				
			Dage 11 of 22		

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1			TING PERSONS TION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
	Greenhill C	apita	l Partners (Executives), L.P.			
2	CHECK THE	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
			(a) o (b) o			
3	SEC USE ONI	ĹΥ				
4	CITIZENSHIP	OR F	PLACE OF ORGANIZATION			
	Delaware					
		5	SOLE VOTING POWER			
			0			
	R OF SHARES EFICIALLY	6	SHARED VOTING POWER			
	'NED BY REPORTING		517,751			
	ERSON WITH	7	SOLE DISPOSITIVE POWER			
			0			
		8	SHARED DISPOSITIVE POWER			
			517,751			
9	AGGREGATE	E AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	517,751	517,751				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11	PERCENT OF	CLA	SS REPRESENTED BY AMOUNT IN ROW (9)			
	1.4%					
12	TYPE OF REF	ORT	NG PERSON			
	PN					
			Dage 10 of 00			

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1			TING PERSONS FION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	Greenhill Ca	apita	l Partners (Cayman), L.P.		
2	CHECK THE	APPR	OPRIATE BOX IF A MEMBER OF A GROUP		
			(a) o (b) o		
3	SEC USE ONLY				
4	CITIZENSHIP	OR F	LACE OF ORGANIZATION		
	Cayman Island	s			
		5	SOLE VOTING POWER		
			0		
BENE	OF SHARES	6	SHARED VOTING POWER		
EACH R	NED BY EPORTING		534,721		
	RSON VITH	7	SOLE DISPOSITIVE POWER		
			0		
		8	SHARED DISPOSITIVE POWER		
			534,721		
9	AGGREGATE	E AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	534,721	534,721			
10	CHECK BOX SHARES	IF TH	E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	1.4%				
12	TYPE OF REF	PORTI	NG PERSON		
	PN				
			Page 13 of 22		

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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.

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:

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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)	0	Broker or dealer registered under Section 15 of the Exchange Act;
(b)	0	Bank as defined in Section 3(a)(6) of the Exchange Act;
(c)	0	Insurance company as defined in Section 3(a)(19) of the Exchange Act;
(d)	0	Investment company registered under Section 8 of the Investment Company Act;
(e)	0	An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
(f)	0	An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
(g)	0	A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
(h)	0	A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
(i)	0	A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
(j)	0	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. ${\rm o}$ 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 \exists 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 5,238,334 shares of Common Stock by virtue of its or his

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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 3,207,498 shares of Common Stock, Greenhill Capital, L.P., which is the record owner of 978,364 shares of Common Stock, Greenhill Capital Partners (Executives), L.P., which is the record owner of 517,751 shares of Common Stock, and Greenhill Capital Partners (Cayman), L.P., which is the record owner of 534,721 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)

Greenhill & Co., Inc.	14.1%
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Greenhill Capital Partners, LLC	14.1%
GCP Managing Partner, L.P.	14.1%
GCP, L.P.	14.1%
GCP 2000, LLC	14.1%
Robert F. Greenhill	14.1%
Scott L. Bok	14.1%
Robert H. Niehaus	14.1%
Greenhill Capital Partners, L.P.	8.6%
Greenhill Capital, L.P.	2.6%
Greenhill Capital Partners (Executives), L.P.	1.4%
Greenhill Capital Partners (Cayman), L.P.	1.4%

⁽¹⁾ All percentages herein are based on 37,151,492 shares of Common Stock reported to be outstanding as of November 6, 2006, as reported on Form 10-Q filed with the SEC by the Issuer for the quarter ended September 30, 2006.

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

(i)	(ii)	(iii)	(iv)
	Shared power		Shared power
Sole power to	to	Sole power to	to

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	vote or to direct the vote	vote or to direct the vote	dispose or to direct the disposition	dispose or to direct the disposition of
Greenhill & Co., Inc.	-0-	5,238,334	-0-	5,238,334
Greenhill Capital Partners, LLC	-0-	5,238,334	-0-	5,238,334
GCP Managing Partner, L.P.	-0-	5,238,334	-0-	5,238,334
GCP, L.P.	-0-	5,238,334	-0-	5,238,334
GCP 2000, LLC	-0-	5,238,334	-0-	5,238,334
Robert F. Greenhill	-0-	5,238,334	-0-	5,238,334
Scott L. Bok	-0-	5,238,334	-0-	5,238,334
Robert H. Niehaus	-0-	5,238,334	-0-	5,238,334
Greenhill Capital Partners, L.P.	-0-	3,207,498	-0-	3,207,498
Greenhill Capital L.P.	-0-	978,364	-0-	978,364

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Greenhill Capital Partners (Executives), L.P.	-0-	517,751	-0-	517,751
Greenhill Capital Partners (Cayman), L.P.	-0-	534,721	-0-	534,721

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

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.

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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, 2007

GREENHILL & CO., INC.

By: /s/ Scott L. Bok

Name: Scott L. Bok Title: Co-President

GREENHILL CAPITAL PARTNERS, LLC

By: /s/ Scott L. Bok

Name: Scott L. Bok Title: Managing Director

GCP MANAGING PARTNER, L.P.

By: Greenhill Capital Partners, LLC, its general partner

/s/ Scott L. Bok

Name: Scott L. Bok

Title: Managing Director

GCP, L.P.

By: GCP 2000, LLC, its general partner

/s/ Scott L. Bok

Name: Scott L. Bok Title: Managing Director Page 18 of 22

GCP 2000, LLC

By: /s/ Scott L. Bok

Name: Scott L. Bok Title: Managing Director

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/ Scott L. Bok

Name: Scott L. Bok Title: Managing Director

ROBERT F. GREENHILL

/s/ Robert F. Greenhill

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SCOTT L. BOK

/s/ Scott L. Bok

ROBERT H. NIEHAUS

/s/ Robert H. Niehaus

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