

HEARTLAND PAYMENT SYSTEMS INC  
Form DEFM14A  
March 23, 2016  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**  
**(Rule 14a-101)**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**HEARTLAND PAYMENT SYSTEMS, INC.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  
  - (2) Aggregate number of securities to which transaction applies:
  
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
  - (4) Proposed maximum aggregate value of transaction:
  
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
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  - (1) Amount Previously Paid:
  
  - (2) Form, Schedule or Registration Statement No:
  
  - (3) Filing Party:
  
  - (4) Date Filed:

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March 23, 2016

Dear Stockholder of Heartland Payment Systems, Inc.:

On December 15, 2015, Heartland Payment Systems, Inc., which we refer to as Heartland, and Global Payments Inc., which we refer to as Global Payments, Data Merger Sub One, Inc., (a wholly owned subsidiary of Global Payments, which we refer to as Merger Sub One) and Data Merger Sub Two, LLC (a wholly owned subsidiary of Global Payments, which we refer to as Merger Sub Two, and together with Merger Sub One, the Merger Subs) entered into an Agreement and Plan of Merger, which we refer to as the merger agreement, under which Global Payments will acquire Heartland.

Under the terms of the merger agreement, Global Payments will acquire Heartland by way of two mergers (which we refer to as the mergers). First, Merger Sub One will merge with and into Heartland, with Heartland continuing as a wholly owned subsidiary of Global Payments. Second, Heartland will merge with and into Merger Sub Two immediately following the initial merger, with Merger Sub Two surviving the second merger as a wholly owned subsidiary of Global Payments. If the mergers contemplated by the merger agreement are completed, for each share of Heartland common stock you own, you will have the right to receive, (subject to adjustment as set forth in the next sentence) \$53.28 in cash (which we refer to as the cash consideration), without interest, and 0.6687 of a share of common stock of Global Payments (which we refer to as the stock consideration, and together with the cash consideration, the per share merger consideration), with cash paid in lieu of fractional shares of Global Payments common stock. Under the terms of the merger agreement, in the event that the number of shares of common stock of Global Payments issuable as a result of the mergers would exceed 19.9% of the issued and outstanding shares of common stock of Global Payments immediately prior to the closing of the mergers, the stock consideration will be reduced so that (i) no more than 19.9% of the outstanding shares of common stock of Global Payments become issuable in the mergers and the cash consideration will be increased by a corresponding amount, and (ii) the value of the per share merger consideration at closing will remain the same. Because this calculation will be made immediately prior to the mergers, you will not know at the time of the special meeting whether any such adjustment will be required to be made or, if such an adjustment is required, the exact combination of cash and Global Payments common stock that you will receive in the mergers.

**The value of the cash consideration is fixed at \$53.28 (subject to adjustments as set forth above), but the value of the stock consideration will fluctuate as the market price of Global Payments common stock fluctuates before the completion of the mergers, and may be more or less than the value of the stock consideration on the date of the special meeting.** Based on the closing stock price of Global Payments common stock on the New York Stock Exchange, which we refer to as the NYSE, on December 15, 2015, the date of the public announcement of the mergers, of \$71.42, the value of the stock consideration was \$47.76. Based on the closing stock price of Global Payments common stock on the NYSE on December 9, 2015, the last full trading day before the publication of news reports relating to a potential acquisition of Heartland by Global Payments, of \$69.63, the value of the stock consideration was \$46.56. Based on the closing stock price of Global Payments common stock on the NYSE on March 22, 2016, the latest practicable date before the mailing of this proxy statement/prospectus, of \$59.62, the value of the stock consideration was \$39.87. You may obtain current stock price quotations for Global Payments common

stock and Heartland common stock before you vote. Global Payments common stock is quoted on the NYSE under the symbol GPN. Heartland common stock is quoted on the NYSE under the symbol HPY.

The mergers cannot be completed unless the holders of a majority of the outstanding shares of Heartland common stock entitled to vote as of the close of business on March 24, 2016, the record date for the special meeting, vote to adopt the merger agreement at the special meeting. Failure to vote in favor of the adoption of the merger agreement will have the same effect as a vote AGAINST the adoption of the merger agreement.

The special meeting of Heartland stockholders will be held on April 21, 2016 at 300 Carnegie Center, Princeton, New Jersey 08540, at 9:00 a.m., local time.

**Your vote is very important, regardless of the number of shares of Heartland common stock you own. To ensure your representation at the Heartland special meeting, please take time to vote by following the instructions contained in this proxy statement/prospectus and on your proxy card.** Please vote promptly whether or not you expect to attend the Heartland special meeting. Submitting a proxy now will not prevent you from being able to vote in person at the Heartland special meeting.

**The Heartland board of directors unanimously recommends that Heartland stockholders vote FOR** the proposal to approve the merger agreement and **FOR** the other matters to be considered at the Heartland special meeting. In considering the recommendation of the board of directors of Heartland, you should be aware that certain directors and executive officers of Heartland may have interests in the mergers that are different from, or in addition to, the interests of Heartland stockholders generally. For additional information, see the section entitled Proposal 1: The Mergers Interests of Certain Persons in the Mergers beginning on page 58 of the accompanying proxy statement/prospectus.

**The accompanying proxy statement/prospectus describes the special meeting of Heartland stockholders, the mergers, the documents relating to the mergers and other related matters. Please read carefully the entire proxy statement/prospectus, including the section entitled Risk Factors beginning on page 29, for a discussion of the risks relating to the proposed mergers, and the Annexes and documents incorporated by reference into the accompanying proxy statement/prospectus.**

If you have any questions regarding the accompanying proxy statement/prospectus, you may contact Innisfree M&A Incorporated, Heartland's proxy solicitor, by calling toll-free at (888) 750-5834 if you are a stockholder or collect at (212) 750-5833 if you are a broker or bank.

Sincerely,

Robert O. Carr

*Chairman and Chief Executive Officer*

**Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under the accompanying proxy statement/prospectus or determined that the accompanying proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

**The accompanying proxy statement/prospectus is dated March 23, 2016 and is first being mailed to Heartland stockholders on or about March 24, 2016.**

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**Heartland Payment Systems, Inc.**

**90 Nassau Street**

**Princeton, NJ 08542**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

**TO BE HELD ON APRIL 21, 2016**

Dear Stockholder of Heartland Payment Systems, Inc.:

You are cordially invited to attend a special meeting of Heartland stockholders. The special meeting will be held on April 21, 2016, at 300 Carnegie Center, Princeton, New Jersey 08540, at 9:00 a.m. local time, to consider and vote upon the following matters:

1. a proposal to approve and adopt the Agreement and Plan of Merger, dated as of December 15, 2015, by and among Heartland Payment Systems, Inc., Global Payments Inc., Data Merger Sub One, Inc., and Data Merger Sub Two, LLC, which we refer to as the merger proposal;
2. a proposal to approve, by advisory (non-binding) vote, certain compensation arrangements for Heartland's named executive officers in connection with the mergers, which we refer to as the compensation proposal; and
3. a proposal for adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve the merger agreement, which we refer to as the adjournment proposal.

The record date for the special meeting is March 24, 2016. Only stockholders of record as of the close of business on March 24, 2016 are entitled to notice of, and to vote at, the special meeting. All stockholders of record as of that date are cordially invited to attend the special meeting in person. Approval of the merger proposal requires the affirmative vote of the holders of a majority of the outstanding shares of Heartland common stock. Approval of the compensation proposal requires the affirmative vote of the holders of a majority of the votes present in person or represented by proxy at the special meeting and entitled to vote thereon; however, such vote is advisory (non-binding) only. Approval of the adjournment proposal requires the affirmative vote of the holders of a majority of the votes present in person or represented by proxy at the special meeting and entitled to vote thereon.

**The Heartland board of directors has unanimously approved the merger agreement and the transactions contemplated thereby, including the mergers, has determined that the merger agreement and the transactions contemplated thereby, including the mergers, are fair to and in the best interests of Heartland stockholders, and unanimously recommends that Heartland stockholders vote FOR the merger proposal, FOR the compensation proposal, and FOR the adjournment proposal.** In considering the recommendation of the board of directors of Heartland, you should be aware that certain directors and executive officers of Heartland may have interests in the mergers that are different from, or in addition to, the interests of Heartland stockholders generally. See the section entitled "Proposal 1: The Mergers - Interests of Certain Persons in the Mergers" beginning on page 58 of the

accompanying proxy statement/prospectus.

**Your vote is very important, regardless of the number of shares of Heartland common stock that you own.** We cannot complete the mergers unless Heartland stockholders approve the merger proposal. Failure to vote in favor of the adoption of the merger agreement will have the same effect as a vote **AGAINST** the adoption of the merger agreement.

Even if you plan to attend the special meeting in person, Heartland requests that you complete, sign, date and return, as promptly as possible, the enclosed proxy card in the accompanying prepaid reply envelope or submit your proxy by telephone or Internet prior to the special meeting to ensure that your shares of Heartland common stock will be represented at the special meeting. If you hold your shares in street name through a bank, brokerage firm or other nominee, you should follow the procedures provided by your bank, brokerage firm or other nominee to vote your shares. If you fail to submit a proxy or to attend the special meeting and vote in person or do not provide your bank, brokerage firm or other nominee with instructions as to how to vote your shares, as applicable, your shares of Heartland common stock will not be counted for purposes of determining whether a quorum is present at the special meeting and will have the same effect as a vote **AGAINST** the merger proposal.

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**WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN, AS PROMPTLY AS POSSIBLE, THE ENCLOSED PROXY CARD IN THE ACCOMPANYING PREPAID REPLY ENVELOPE, OR SUBMIT YOUR PROXY BY TELEPHONE OR THE INTERNET. IF YOU ATTEND THE SPECIAL MEETING, REQUEST A REVOCATION OF YOUR SUBMITTED PROXY AND VOTE IN PERSON, YOUR VOTE BY BALLOT WILL REVOKE ANY PROXY PREVIOUSLY SUBMITTED.**

If you have any questions regarding the accompanying proxy statement/prospectus, you may contact Innisfree M&A Incorporated, Heartland's proxy solicitor, by calling toll-free at (888) 750-5834 if you are a stockholder or collect at (212) 750-5833 if you are a broker or bank.

By Order of the Board of Directors

Charles H.N. Kallenbach

Chief Legal Officer, General Counsel and  
Secretary

Princeton, New Jersey

Dated March 23, 2016



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**ADDITIONAL INFORMATION**

This proxy statement/prospectus incorporates important business and financial information about Global Payments Inc., which we refer to as Global Payments, and Heartland Payment Systems, Inc., which we refer to as Heartland, that is contained in documents filed with the U.S. Securities and Exchange Commission, which we refer to as the SEC, and that is not included in or delivered with this document. You may obtain this information without charge through the SEC's website ([www.sec.gov](http://www.sec.gov)) or upon your written or oral request from the appropriate company at the following addresses and telephone numbers:

Global Payments Inc.	Heartland Payment Systems, Inc.
Investor Relations	Investor Relations
10 Glenlake Parkway, North Tower	90 Nassau Street
Atlanta, Georgia 30328	Second Floor
(770) 829-8234	Princeton, NJ 08542
	(609) 683-3831

**To ensure timely delivery of a copy of this proxy statement/prospectus or any of the documents incorporated by reference herein in advance of the special meeting of the Heartland stockholders to be held on April 21, 2016, you must request the information no later than five business days prior to the date of the special meeting, by April 14, 2016.**

For additional information, see the section entitled "Where You Can Find More Information" beginning on page 127 of this proxy statement/prospectus.

**ABOUT THIS PROXY STATEMENT/PROSPECTUS**

This document, which forms part of a registration statement on Form S-4 filed with the SEC by Global Payments (File No. 333-209419), constitutes a prospectus of Global Payments under Section 5 of the Securities Act of 1933, as amended, which we refer to as the Securities Act, with respect to the shares of common stock, without par value, of Global Payments, which we refer to as Global Payments common stock, to be issued to Heartland stockholders pursuant to the Agreement and Plan of Merger, dated as of December 15, 2015, by and among Heartland, Global Payments, Data Merger Sub One, Inc. and Data Merger Sub Two, LLC., as it may be amended from time to time, which we refer to as the merger agreement. This document also constitutes a proxy statement of Heartland under Section 14(a) of the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act. It also constitutes a notice of meeting with respect to the special meeting, at which Heartland stockholders will be asked to consider and vote upon the adoption of the merger agreement.

Global Payments has supplied all information contained or incorporated by reference herein relating to Global Payments and Heartland has supplied all such information related to Heartland.

You should rely only on the information contained or incorporated by reference in this document. Global Payments and Heartland have not authorized anyone to provide you with different information. This document is dated March

23, 2016. You should not assume that information contained in this document is accurate as of any date other than that date. Further, you should not assume that the information incorporated by reference herein is accurate as of any date other than the date of the incorporated document. Neither the mailing of this proxy statement/prospectus to Heartland stockholders nor the issuance by Global Payments of Global Payments common stock pursuant to the merger agreement will create any implication to the contrary.

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**QUESTIONS AND ANSWERS ABOUT THE MERGERS AND THE SPECIAL MEETING**

The following are some questions that you, as a stockholder of Heartland, may have regarding the mergers, which we describe below, and the merger agreement, and brief answers to those questions. Heartland urges you to read carefully the remainder of this proxy statement/prospectus because the information in this section may not provide all the information that might be important to you with respect to the mergers. Additional important information is also contained in the annexes and exhibits to, and the documents incorporated by reference in, this proxy statement/prospectus. For additional information, see the section entitled **Where You Can Find More Information** beginning on page 127 of this proxy statement/prospectus.

**Q: Why am I receiving this proxy statement/prospectus?**

A: Heartland has agreed to be acquired by Global Payments under the terms of the merger agreement that are described in this proxy statement/prospectus. In order to complete the mergers, Heartland stockholders must vote to approve and adopt the merger agreement.

If the merger agreement is adopted by Heartland stockholders and the other conditions to closing under the merger agreement are satisfied or waived, Data Merger Sub One, Inc., a Delaware corporation and a wholly owned subsidiary of Global Payments (which we refer to as Merger Sub One), will merge with and into Heartland (we refer to such transaction as the initial merger), with Heartland continuing as the surviving entity, followed by a merger of Heartland with and into Data Merger Sub Two, LLC, a Delaware limited liability company (which we refer to as Merger Sub Two), with Merger Sub Two continuing as the surviving entity and a wholly owned subsidiary of Global Payments (we refer to such transaction as the second merger and together with the initial merger, the mergers).

**Q: What am I being asked to vote on at the Heartland special meeting?**

Heartland is holding the special meeting to ask its stockholders to consider and vote upon a proposal to approve and adopt the merger agreement, which we refer to as the merger proposal.

You are also being asked to consider and vote upon (1) a proposal to approve, by advisory (non-binding) vote, certain compensation arrangements for Heartland's named executive officers in connection with the mergers, which we refer to as the compensation proposal, and (2) a proposal to grant authority to proxy holders to vote in favor of adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the merger agreement, which we refer to as the adjournment proposal. This proxy statement/prospectus includes important information about the mergers, the merger agreement (a copy of which is attached as **Annex A** to this proxy statement/prospectus) and the special meeting. Heartland stockholders should read this information carefully and in its entirety. The enclosed voting materials allow stockholders to vote their shares without attending the special meeting in person.

**Q: Who can vote at the special meeting?**

A: All holders of record of Heartland common stock as of the close of business on March 24, 2016, the record date for the special meeting, are entitled to receive notice of, and to vote at, the special meeting, or any postponement or adjournment thereof.

**Q: What is the vote required to approve each proposal at the Heartland special meeting?**

The approval of the merger proposal requires the affirmative vote of the holders of a majority of the outstanding shares of common stock, par value \$0.001 per share, of Heartland (which we refer to as Heartland common stock) outstanding and entitled to vote. Any failure to vote in favor of the merger proposal will have the same effect as a vote AGAINST the merger proposal.

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The approval of the compensation proposal requires the affirmative vote of the holders of a majority of the shares of Heartland common stock present in person or represented by proxy at the special meeting and entitled to vote thereon; however, such vote is advisory (non-binding) only. If your shares of Heartland common stock are present at the special meeting but your shares are not voted on the compensation proposal, or if you vote to abstain on the compensation proposal, it will have the same effect as a vote **AGAINST** the compensation proposal. If you fail to submit a proxy and fail to attend the special meeting and vote your shares in person, or if you hold your shares through a bank, brokerage firm or other nominee and you do not instruct your bank, brokerage firm or other nominee, as applicable, to vote your shares of Heartland common stock, your shares of Heartland common stock will not be voted, but this will not have an effect on the vote for the compensation proposal except to the extent such non-vote results in there being insufficient shares present at the meeting to establish a quorum.

The approval of the adjournment proposal requires the affirmative vote of the holders of a majority of the shares of Heartland common stock present in person or represented by proxy at the special meeting and entitled to vote thereon, whether or not a quorum is present. If your shares of Heartland common stock are present at the special meeting but are not voted on the adjournment proposal, or if you vote to abstain on the adjournment proposal, it will have the same effect as a vote **AGAINST** the adjournment proposal. If you fail to submit a proxy and fail to attend the special meeting and vote your shares in person, or if you hold your shares of Heartland common stock through a bank, brokerage firm or other nominee and you do not instruct your bank, brokerage firm or other nominee, as applicable, to vote your shares of Heartland common stock, your shares of Heartland common stock will not be voted, but this will not have an effect on the approval of the adjournment proposal.

### **Q: How important is my vote?**

A: Your vote is very important. Because the affirmative vote required to adopt the merger proposal is based upon the total number of outstanding shares of Heartland common stock, if you vote to abstain, fail to submit a proxy or vote in person at the special meeting, or you hold your shares through a bank, brokerage firm or other nominee and you do not instruct your bank, brokerage firm or other nominee, as applicable, to vote your shares of Heartland common stock, this will have the same effect as a vote **AGAINST** the merger proposal.

### **Q: What is the recommendation of the Heartland board of directors?**

A: The board of directors of Heartland, which we refer to as the Heartland board or Heartland board of directors, unanimously recommends that Heartland stockholders vote **FOR** the merger proposal, **FOR** the compensation proposal and **FOR** the adjournment proposal. For additional information, see the sections entitled **Proposal 1: The Mergers Heartland s Reasons for the Mergers** and **Proposal 1: The Mergers Recommendation of the Heartland Board** beginning on pages 44 and 46, respectively, of this proxy statement/prospectus.

### **Q: What will I receive if the mergers are completed?**

A: If the initial merger is completed, each share of Heartland common stock issued and outstanding immediately prior to the effective time of the initial merger, which we refer to as the effective time, will be converted into the right to receive \$53.28 in cash, without interest (which we refer to as the cash consideration), and 0.6687 of a share of Global Payments common stock (which ratio we refer to as the exchange ratio and which amount we refer to as the stock consideration, and together with the cash consideration, the per share merger consideration), with cash paid in lieu of fractional shares of Global Payments common stock. The per share merger consideration is subject to adjustment under limited circumstances as set forth in the merger agreement, including if the exchange ratio would otherwise result in Global Payments issuing in excess of 19.9% of its outstanding common stock immediately prior to the effective time as a result of the mergers. For additional information, see the section entitled **The Merger**



Agreement Merger Consideration; Conversion of Shares beginning on page 68 of this proxy statement/prospectus.

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**Q: How will I receive the per share merger consideration to which I am entitled?**

A: After receiving the proper documentation from you, following the effective time, the exchange agent will forward to you evidence of the stock consideration and cash consideration to which you are entitled. For additional information concerning the documentation you are required to deliver to the exchange agent see the section entitled *The Merger Agreement Merger Consideration; Conversion of Shares* beginning on page 68 of this proxy statement/prospectus. Please do not return any Heartland stock certificates with your proxy card.

**Q: What will happen to Heartland as a result of the mergers?**

A: Merger Sub One will merge with and into Heartland, followed by a merger of Heartland with and into Merger Sub Two, with Merger Sub Two continuing as the surviving entity and a wholly owned subsidiary of Global Payments (which we refer to as the surviving company). As a result of the mergers, Heartland will no longer be a publicly traded company. Following the mergers, Heartland common stock will be delisted from the New York Stock Exchange, which we refer to as the NYSE, and deregistered under the Exchange Act.

**Q: What equity stake will Heartland stockholders hold in Global Payments immediately following the mergers?**

A: Based on the number of issued and outstanding shares of Global Payments common stock and Heartland common stock as of March 21, 2016, and based on the exchange ratio, holders of shares of Heartland common stock immediately prior to the closing of the mergers are expected to hold, in the aggregate, approximately 17% of the issued and outstanding shares of Global Payments common stock immediately following the closing of the mergers.

**Q: When do you expect the mergers to be completed?**

A: Subject to the satisfaction or waiver of the closing conditions set forth in the merger agreement, including the adoption of the merger agreement by Heartland stockholders at the special meeting, Global Payments and Heartland expect that the mergers will close in the second quarter of the 2016 calendar year. However, it is possible that factors outside the control of both companies could result in the mergers being completed at a different time or not at all. For additional information, see the section entitled *The Merger Agreement Conditions to the Consummation of the Mergers* beginning on page 83 of this proxy statement/prospectus.

**Q: When and where will the special meeting be held?**

A: The special meeting will take place on April 21, 2016 at 300 Carnegie Center, Princeton, New Jersey 08540, at 9:00 a.m. local time. For additional information, see the section entitled *Information About the Special Meeting Time Place and Purpose of the Special Meeting* beginning on page 36 of this proxy statement/prospectus.

**Q: Who is entitled to vote at the special meeting?**

A: All holders of record of Heartland common stock as of the close of business on March 24, 2016, the record date for the special meeting, which we refer to as the record date, are entitled to receive notice of, and to vote at, the special meeting.

**Q: How many votes do I have?**

A: Each holder of Heartland common stock is entitled to cast one vote on each matter properly brought before the special meeting for each share of Heartland common stock that such holder owned of record as of the record date. As of the record date, there were 36,999,176 outstanding shares of Heartland common stock.

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**Q: What should I do if I receive more than one set of voting materials?**

A: Please vote each proxy card and voting instruction card that you receive. You may receive more than one set of voting materials, including multiple copies of this proxy statement/prospectus and multiple proxy cards or voting instruction cards. For example, stockholders who hold shares in more than one brokerage account will receive a separate voting instruction card for each brokerage account in which shares are held. In addition, if shares are held in more than one name, stockholders will receive more than one proxy card or voting instruction card. For information on electronic voting via the Internet or telephone, see the section entitled "Information About the Special Meeting - Vote Required for Approval" beginning on page 36 of this proxy statement/prospectus.

**Q: Why am I being asked to consider and vote on the proposal to approve, by advisory (non-binding) vote, certain compensation arrangements for Heartland's named executive officers in connection with the mergers?**

A: Under SEC rules, Heartland is required to seek an advisory (non-binding) vote with respect to the compensation that may be paid or become payable to its named executive officers that is based on, or otherwise relates to, the mergers.

**Q: What will happen if Heartland stockholders do not approve the compensation proposal?**

A: Approval of the compensation proposal is not a condition to completion of the mergers. The vote is an advisory vote and will not be binding on Heartland or the surviving company in the mergers. If the mergers are completed, such compensation may be paid to Heartland's named executive officers to the extent payable in accordance with the terms of their compensation agreements and arrangements even if Heartland stockholders do not approve, by advisory (non-binding) vote, such compensation.

**Q: Do any of Heartland's directors or executive officers have interests in the mergers that may differ from those of Heartland stockholders?**

A: Heartland's directors and executive officers may have interests in the mergers that are different from, or in addition to, the interests they may have as Heartland stockholders. The members of the Heartland board of directors were aware of and considered these interests, among other matters, in evaluating the merger agreement and the mergers, and in recommending that Heartland stockholders adopt the merger agreement. For additional information, see the section entitled "Proposal 1: The Mergers - Interests of Certain Persons in the Mergers" beginning on page 58 of this proxy statement/prospectus.

**Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner?**

A: If your shares of Heartland common stock are registered directly in your name with Heartland's transfer agent, you are considered the stockholder of record with respect to those shares. As the stockholder of record, you have the right to vote or to grant a proxy for your vote directly to Heartland or to a third party to vote at the special meeting.

If your shares are held by a bank, brokerage firm or other nominee, you are considered the beneficial owner of shares held in street name, and your bank, brokerage firm or other nominee, as applicable, is considered the stockholder of record with respect to those shares. Your bank, brokerage firm or other nominee, as applicable, will send you, as the beneficial owner, a package describing the procedure for voting your shares. You should follow the instructions provided by them to vote your shares. You are invited to attend the special meeting; however, you may not vote these shares in person at the special meeting unless you obtain a legal proxy from your bank, brokerage firm or other nominee, as applicable, that holds your shares, giving you the right to vote the shares at the special meeting.



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**Q: If my shares of Heartland common stock are held in street name by my bank, brokerage firm or other nominee, will my bank, brokerage firm or other nominee, as applicable, automatically vote those shares for me?**

A: No. Your bank, brokerage firm or other nominee, as applicable, will only be permitted to vote your shares of Heartland common stock if you instruct them how to vote. You should follow the procedures provided by your bank, brokerage firm or other nominee, as applicable, regarding the voting of your shares of Heartland common stock. In accordance with the rules of the NYSE, banks, brokerage firms and other nominees who hold shares of Heartland common stock in street name for their customers have authority to vote on routine proposals when they have not received instructions from beneficial owners. However, banks, brokerage firms and other nominees are precluded from exercising their voting discretion with respect to non-routine matters, such as the adoption of the merger agreement, the approval of the compensation proposal, and approval of the adjournment proposal. As a result, absent specific instructions from the beneficial owner of such shares, banks, brokerage firms and other nominees are not empowered to vote such shares. A so-called broker non-vote results when banks, brokerage firms and other nominees return a valid proxy but do not vote on a particular proposal because they do not have discretionary authority to vote on the matter and have not received specific voting instructions from the beneficial owner of such shares. The effect of not instructing your bank, brokerage firm or other nominee, as applicable, how you wish your shares to be voted will be the same as a vote AGAINST the merger proposal, but will not have an effect on the approval of the compensation proposal (except to the extent there are insufficient shares present at the meeting to establish a quorum) or on the approval of the adjournment proposal.

**Q: What constitutes a quorum for the special meeting?**

A: The presence, in person or represented by proxy, of holders of a majority of all of the outstanding shares of Heartland common stock entitled to vote at the special meeting constitutes a quorum for the purposes of the special meeting. Abstentions are considered present for purposes of establishing a quorum.

**Q: What happens if I sell my shares of Heartland common stock before the special meeting?**

A: The record date is earlier than both the date of the special meeting and the effective time. If you transfer your shares of Heartland common stock after the record date but before the special meeting, you will, unless the transferee requests a proxy from you, retain your right to vote at the special meeting but will transfer the right to receive the per share merger consideration to the transferee. In order to receive the per share merger consideration, you must hold your shares at the effective time.

**Q: Who will solicit and pay the cost of soliciting proxies?**

A: Heartland has engaged Innisfree M&A Incorporated to assist in the solicitation of proxies for the special meeting. Heartland estimates that it will pay Innisfree a fee of approximately \$25,000. Heartland has agreed to reimburse Innisfree for certain out-of-pocket fees and expenses and also will indemnify Innisfree against certain losses, claims, damages, liabilities or expenses. Heartland also may reimburse banks, brokerage firms, other nominees or their respective agents for their expenses in forwarding proxy materials to beneficial owners of Heartland common stock. Heartland's directors, officers and employees also may solicit proxies by telephone, by facsimile, by mail, on the Internet or in person. They will not be paid any additional amounts for soliciting proxies.

**Q: Should I send in my stock certificates now?**

A: No, please do NOT return your stock certificate(s), if any are physically held, with your proxy. If the merger agreement is adopted by Heartland stockholders and the mergers are completed, and you hold physical stock certificates, you will be sent a letter of transmittal as soon as reasonably practicable after the completion of the mergers describing how you may exchange your shares of Heartland common stock for the per share merger

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consideration. If your shares of Heartland common stock are held in street name through a bank, brokerage firm or other nominee, you will receive instructions from your bank, brokerage firm or other nominee, as applicable, as to how to effect the surrender of your street name shares of Heartland common stock in exchange for the per share merger consideration.

### **Q: How can I change or revoke my vote?**

A: If you are a holder of record of Heartland common stock on the record date for the Heartland special meeting, you have the power to revoke your proxy at any time before your proxy is voted at the Heartland special meeting. You can revoke your proxy in one of three ways:

you can send a signed notice of revocation;

you can submit a new, valid proxy card bearing a later date; or

you can attend the Heartland special meeting and vote in person, which will automatically cancel any proxy previously given, or you can revoke your proxy in person, but your attendance alone will not revoke any proxy that you have previously given.

For additional information see the section entitled **Information About the Special Meeting Revocability of Proxies** beginning on page 38 of this proxy statement/prospectus.

### **Q: Can I exercise appraisal rights?**

A: Heartland stockholders are entitled to appraisal rights under Section 262 of the Delaware General Corporation Law, which we refer to as the DGCL, provided they follow the procedures and satisfy the conditions set forth in Section 262 of the DGCL. For additional information regarding appraisal rights, see the section entitled **Appraisal Rights** beginning on page 88 of this proxy statement/prospectus. In addition, a copy of Section 262 of the DGCL is attached as **Annex C** to this proxy statement/prospectus. If you fail to strictly comply with Section 262 of the DGCL you may be waiving, or you may become unable to exercise, appraisal rights.

### **Q: Are there any risks that I should consider in deciding whether to vote for the adoption of the merger agreement?**

A: Yes. You should read and carefully consider the risk factors set forth in the section entitled **Risk Factors** beginning on page 29 of this proxy statement/prospectus. You also should read and carefully consider the risk factors of Global Payments and Heartland contained in the documents that are incorporated by reference into this proxy statement/prospectus.

### **Q: What is the value of the per share merger consideration?**

A: Upon completion of the initial merger, subject to the terms and conditions of the merger agreement, each share of Heartland common stock issued and outstanding (other than certain shares owned by the parties to the merger agreement (which will be cancelled), by stockholders who have properly exercised and perfected appraisal rights under Delaware law (as described below in the section entitled **Appraisal Rights** beginning on page 88 of this proxy



statement/prospectus), or by any direct or indirect wholly owned subsidiary of Heartland (which will remain outstanding)) will be converted into the right to receive, subject to adjustment under limited circumstances described in the paragraph below, \$53.28 in cash, without interest, and 0.6687 of a share of Global Payments common stock. Other than the possible adjustment described in the paragraph below, the exchange ratio of 0.6687 of a share of Global Payments common stock is fixed, which means that it will not change between now and the date of the mergers, including as a result of a change in the trading price of Global Payments common stock or Heartland common stock. Therefore, the value of the shares of Global Payments common stock received by Heartland stockholders in the mergers will depend on the market price of Global Payments common stock at the time the mergers are completed.

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Under the terms of the merger agreement, in the event that the number of shares of common stock of Global Payments issuable as a result of the mergers would exceed 19.9% of the issued and outstanding shares of common stock of Global Payments immediately prior to the closing of the mergers, the stock consideration will be reduced so that no more than 19.9% of the outstanding shares of common stock of Global Payments become issuable in the mergers and the cash consideration will be increased by a corresponding amount, so that the value of the per share merger consideration at closing will remain the same.

### **Q: What happens if the mergers are not completed?**

A: If the merger agreement is not adopted by Heartland stockholders or if the mergers are not completed for any other reason, Heartland stockholders will not receive the per share merger consideration for their shares of Heartland common stock. Instead, Heartland will remain an independent public company, and Heartland common stock will continue to be listed and traded on the NYSE and registered under the Exchange Act. Heartland is required to pay Global Payments a termination fee of \$153 million if the merger agreement is terminated in certain circumstances including if Global Payments terminates the merger agreement following a change of recommendation of the Heartland board of directors, if Heartland terminates the merger agreement to enter into a definitive agreement with a third party with respect to a superior acquisition proposal, or if the merger agreement is terminated under certain circumstances and Heartland subsequently enters into, or consummates, an alternative acquisition proposal within twelve months. For additional information, see the section entitled *The Merger Agreement Termination of the Merger Agreement and Termination Fee* beginning on page 84 of this proxy statement/prospectus.

### **Q: What are the material United States federal income tax consequences of the mergers?**

A: The mergers are intended to qualify for U.S. federal income tax purposes as a *reorganization* within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. Assuming that the mergers do qualify as a *reorganization* for U.S. federal income tax purposes, a U.S. holder of shares of Heartland common stock generally will recognize gain (but not loss) on the exchange in an amount equal to the lesser of (1) the amount of gain realized (i.e., the excess of the sum of the fair market value of the shares (including any fractional shares) of Global Payments common stock and cash received pursuant to the mergers (excluding any cash received in lieu of fractional shares) over the holder's adjusted tax basis in its shares of Heartland common stock surrendered pursuant to the mergers) and (2) the amount of cash (excluding any cash received in lieu of fractional shares) received pursuant to the mergers, and such holder will recognize gain or loss with respect to any cash received in lieu of fractional shares of Global Payments common stock. Heartland stockholders should consult their tax advisors for a full understanding of all of the tax consequences of the mergers to them. For additional information, see the section entitled *Material United States Federal Income Tax Consequences of the Mergers* beginning on page 119 of this proxy statement/prospectus.

### **Q: Whom should I call if I have questions?**

A: If you have additional questions about the mergers, need assistance in submitting your proxy or voting your shares of Heartland common stock, or need additional copies of this proxy statement/prospectus, please contact Innisfree M&A Incorporated, by calling toll-free at (888) 750-5834 if you are a stockholder or collect at (212) 750-5833 if you are a broker or bank.

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**SUMMARY**

*This summary highlights selected material information from this proxy statement/prospectus and may not contain all of the information that is important to you. To understand the merger agreement fully and for a more complete description of the legal terms of the mergers, you should carefully read the entire documents to which we have referred you, including the complete merger agreement included with this proxy statement/prospectus as **Annex A**. For additional information, see the section entitled *Where You Can Find More Information* beginning on page 127 of this proxy statement/prospectus.*

All references to Heartland in this proxy statement/prospectus refer to Heartland Payment Systems, Inc., a Delaware corporation; all references to Global Payments refer to Global Payments Inc., a Georgia corporation; all references to Merger Sub One refer to Data Merger Sub One, Inc., a Delaware corporation and a wholly owned subsidiary of Global Payments formed solely for the purpose of implementing the mergers; all references to Merger Sub Two refer to Data Merger Sub Two, LLC, a Delaware limited liability company and a wholly owned subsidiary of Global Payments formed solely for the purpose of implementing the mergers; all references to Merger Subs refer, collectively, to Merger Sub One and Merger Sub Two; all references to the initial merger refer to the merger of Merger Sub One with and into Heartland, with Heartland continuing as a wholly owned subsidiary of Global Payments; all references to the second merger refer to the merger of Heartland with and into Merger Sub Two immediately following the initial merger, with Merger Sub Two surviving as a wholly owned subsidiary of Global Payments; all references to the mergers refer, collectively, to the initial merger and the second merger; all references to Heartland common stock refer to shares of common stock, par value \$0.001 per share, of Heartland; all references to Global Payments common stock refer to shares of common stock, without par value, of Global Payments; all references to the Heartland board or Heartland board of directors refer to the board of directors of Heartland; all references to the Global Payments board or Global Payments board of directors refer to the board of directors of Global Payments; unless otherwise indicated or as the context otherwise requires, all references to the merger agreement refer to the Agreement and Plan of Merger, dated as of December 15, 2015, and as may be amended from time to time, by and among Heartland, Global Payments and the Merger Subs, a copy of which is included as **Annex A** to this proxy statement/prospectus.

**The Companies (page 34)**

***Heartland Payment Systems, Inc.***

Heartland's primary business is to provide payment services to merchants throughout the United States. This involves providing end-to-end electronic payment services to merchants by facilitating the exchange of information and funds between them and cardholders' financial institutions. It undertakes merchant set-up and training, transaction authorization and electronic draft capture, clearing and settlement, merchant accounting, merchant assistance and support, and risk management. It also sells and rents point-of-sale devices. Its card-accepting customers primarily fall into two categories: small and mid-sized merchants and network services merchants, which are predominantly petroleum industry merchants of all sizes.

Heartland also provides additional services such as:

integrated commerce solutions, payment services, higher education loan services and open and closed-loop payment solutions to higher-education institutions through its Campus Solutions segment;

school nutrition, point-of-sale solutions (POS), and associated payment solutions, including online prepayment solutions, to kindergarten through 12th grade (K-12) schools through its Heartland School Solutions segment;

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full-service payroll processing and related tax filing services throughout the United States provided by its Heartland Payroll Solutions segment; and

other services including (1) prepaid and stored-value card solutions throughout the United States and Canada provided by its Micropayments segment, (2) POS solutions and other adjacent business service applications through its Heartland Commerce segment, and (3) marketing solutions including loyalty and gift cards which we provide through its Heartland Marketing Solutions segment.

Heartland is organized under the laws of the state of Delaware. The address and telephone number of Heartland's principal executive offices are 90 Nassau Street, Second Floor, Princeton, NJ 08542 and (609) 683-3831.

***Global Payments Inc.***

Global Payments is a leading worldwide provider of payment technology services delivering innovative solutions to its customers. Its partnerships, technologies and employee expertise enable it to provide a broad range of services that allow its customers to accept various payment types. Global Payments distributes its services across a variety of channels to merchants and partners in 29 countries throughout North America, Europe, the Asia-Pacific region and Brazil. It also provides payment and digital commerce solutions and operates in three reportable segments: North America, Europe and Asia-Pacific.

Global Payments was incorporated in 2000 and spun-off from its former parent company in 2001. Including its time as part of its former parent company, Global Payments has been in the payment technology services business since 1967.

Global Payments is organized under the laws of the state of Georgia. The address and telephone number of its executive offices are 10 Glenlake Parkway, North Tower, Atlanta, Georgia 30328 and (770) 829-8234.

***Data Merger Sub One, Inc.***

Merger Sub One is a Delaware corporation and a wholly owned subsidiary of Global Payments formed solely for the purpose of implementing the mergers. It has not carried on any activities or operations to date, except for those activities incidental to its formation and undertaken in connection with the transactions contemplated by the merger agreement.

The address and telephone number of the principal executive offices of Merger Sub One are 10 Glenlake Parkway, North Tower, Atlanta, Georgia 30328 and (770) 829-8234.

***Data Merger Sub Two, LLC***

Merger Sub Two is a Delaware limited liability company and a wholly owned subsidiary of Global Payments formed solely for the purpose of implementing the mergers. It has not carried on any activities or operations to date, except for those activities incidental to its formation and undertaken in connection with the transactions contemplated by the merger agreement.

The address and telephone number of the principal executive offices of Merger Sub Two are 10 Glenlake Parkway, North Tower, Atlanta, Georgia 30328 and (770) 829-8234.



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**Information About the Special Meeting (page 36)**

The Heartland special meeting is scheduled to be held on April 21, 2016, at 300 Carnegie Center, Princeton, New Jersey 08540, at 9:00 a.m. local time, for the purpose of considering and voting on the following matters:

a proposal to approve and adopt the merger agreement;

a proposal to approve by advisory (non-binding) vote, certain compensation arrangements for Heartland's named executive officers in connection with the mergers;

a proposal to approve the adjournment of the Heartland special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement and approve the transactions contemplated by the merger agreement; and

such other business as may properly come before the Heartland special meeting.

**The Heartland board of directors unanimously recommends that Heartland stockholders vote FOR the merger proposal, FOR the compensation proposal and FOR the adjournment proposal.**

***Record Date and Vote Required for the Heartland Special Meeting***

Holders of record of Heartland common stock at the close of business on March 24, 2016, the record date for the Heartland special meeting, will be entitled to notice of, and to vote at, the Heartland special meeting or any postponements or adjournments thereof. You are entitled to one vote for each share of Heartland common stock that you owned as of the close of business on the record date. As of the record date, there were 36,999,176 shares of Heartland common stock outstanding and entitled to vote at the Heartland special meeting, approximately 1.4 million of which were held by directors and executive officers of Heartland. Heartland currently expects that Heartland's directors and executive officers will vote their shares in favor of each of the proposals to be presented at the Heartland special meeting, although none of them has entered into any agreements obligating them to do so.

Approval of the merger proposal requires the affirmative vote of the holders of a majority of the outstanding shares of Heartland common stock. Approval of the compensation proposal and approval of the adjournment proposal each requires the affirmative vote of the holders of a majority of the shares present in person or represented by proxy at the special meeting and entitled to vote thereon.

**The Mergers (page 68)**

Heartland, Global Payments and the Merger Subs entered into the merger agreement. Pursuant to the terms and subject to the conditions set forth in the merger agreement, Global Payments will acquire Heartland by way of two mergers. First, Merger Sub One will merge with and into Heartland, with Heartland continuing as a wholly owned subsidiary of Global Payments in the initial merger. Second, Heartland will merge with and into Merger Sub Two immediately following the initial merger, with Merger Sub Two surviving the second merger as a wholly owned subsidiary of Global Payments. For additional information, see the section entitled Proposal 1: The Mergers .

A copy of the merger agreement is attached as **Annex A** to this proxy statement/prospectus. *You are encouraged to read the merger agreement carefully in its entirety because it is the legal agreement that governs the mergers.*

**Merger Consideration (page 68)**

Upon completion of the initial merger, subject to the terms and conditions of the merger agreement, each share of Heartland common stock issued and outstanding immediately prior to the effective time of the initial



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merger will be converted into the right to receive, subject to adjustment under limited circumstances described below, in exchange for each share of Heartland common stock held immediately prior to the effective time of the initial merger, a combination \$53.28 in cash, without interest (which we refer to as the cash consideration), and 0.6687 of a share of Global Payments common stock (which ratio we refer to as the exchange ratio and which amount of Global Payments common stock we refer to as the stock consideration, and together with the cash consideration, the per share merger consideration). Global Payments will not issue any fractional shares of Global Payments common stock in the mergers. Heartland stockholders who would otherwise be entitled to a fractional share of Global Payments common stock will instead receive an amount in cash based on the volume weighted average trading price of Global Payments common stock on the New York Stock Exchange, which we refer to as the NYSE, for the five consecutive trading days ending on the trading day immediately preceding the closing date of the mergers. In connection with the payment of the aggregate stock consideration, Global Payments expects to issue approximately 26 million shares of common stock to Heartland stockholders. It is currently expected that the closing date of the mergers will occur no later than three business days after the special meeting in accordance with the merger agreement.

Other than the possible adjustment described in the paragraph below, the exchange ratio is fixed, which means that it will not change between now and the date of the closing of the mergers, including as a result of a change in the trading price of Global Payments common stock or Heartland common stock. Therefore, the value of the shares of Global Payments common stock received by Heartland stockholders in the mergers will depend on the market price of Global Payments common stock at the time the mergers are completed.

The exchange ratio will be adjusted if the exchange ratio would otherwise result in Global Payments issuing in excess of 19.9% of its common stock outstanding immediately prior to the effective time as a result of the mergers. In such circumstance, the exchange ratio will be reduced to the minimum extent necessary so that the number of shares of Global Payments common stock issued or issuable as a result of the mergers will equal 19.9% of its common stock outstanding immediately prior to the effective time, and the cash consideration will be increased by an equivalent value (based on the volume weighted average trading price of Global Payments common stock on the NYSE for the five consecutive trading days ending on the trading day immediately preceding the closing date of the mergers).

As of the time the merger agreement was executed, the number of shares of Global Payments common stock expected to be issued in the mergers constituted less than 19.9% of Global Payments outstanding shares of common stock, and Global Payments and Heartland currently do not anticipate that any adjustment to the exchange ratio will be required. A vote by Heartland stockholders for the approval of the merger proposal will remain effective whether or not the exchange ratio is adjusted as described above.

**Treatment of Equity Awards (page 69)**

*Stock Options.* At the effective time, each outstanding stock option to purchase shares of Heartland common stock will be cancelled and converted into the right to receive the per share merger consideration with respect to each share of Heartland common stock relating to such stock option, net of the applicable exercise price. Any stock option with an exercise price that equals or exceeds the value of the per share merger consideration as of the effective time (using the volume weighted average trading price of Global Payments common stock on the NYSE for the five consecutive trading days ending on the trading day immediately preceding the closing date of the mergers to calculate the value of the stock consideration) will be cancelled for no consideration.

*Restricted Stock Units.* At the effective time, each restricted stock unit award (other than a performance share unit award) in respect of Heartland common stock will fully vest and be cancelled and converted into the right to receive the per share merger consideration in respect of each share of Heartland common stock underlying the restricted stock unit award. Any accrued but unpaid dividend equivalents corresponding to each such restricted stock unit award will

become fully vested and be paid in cash at the time the corresponding restricted stock unit award is settled.

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*Performance Share Units.* At the effective time, each performance share unit award in respect of Heartland common stock will fully vest (with any performance-based vesting condition deemed to have been satisfied at either maximum or target levels, depending on whether the award was granted prior to, or on or after, December 1, 2015, respectively) and be cancelled and converted into the right to receive the per share merger consideration in respect of each share of Heartland common stock underlying the performance share unit award. Any accrued but unpaid dividend equivalents corresponding to each such performance share unit award will become fully vested (assuming achievement of maximum performance) and be paid in cash at the time the corresponding performance share unit award is settled.

## **Recommendation of the Heartland Board and Reasons for the Mergers (pages 46 and 44, respectively)**

**The Heartland board of directors has unanimously approved the merger agreement and the transactions contemplated thereby, including the mergers, has determined that the merger agreement and the transactions contemplated thereby, including the mergers, are fair to and in the best interests of Heartland stockholders, and unanimously recommends that Heartland stockholders vote FOR the merger proposal.** For a description of the reasons considered by the Heartland board of directors in deciding to recommend adoption of the merger agreement, see the sections entitled Proposal 1: The Mergers Heartland s Reasons for the Mergers and Proposal 1: The Mergers Recommendation of the Heartland Board.

## **Opinion of Greenhill & Co., LLC (page 49)**

In connection with the mergers, Greenhill & Co., LLC, which we refer to as Greenhill, delivered a written opinion, dated December 15, 2015, to the Heartland board as to the fairness, from a financial point of view and as of such date, of the per share merger consideration to be received in the initial merger pursuant to the merger agreement by the holders of Heartland common stock (other than shares held by Heartland as treasury stock or by a subsidiary of Heartland, or shares held by Global Payments or the Merger Subs (which we collectively refer to as excluded holders)). The full text of Greenhill s written opinion, dated December 15, 2015, is attached as Annex B to this proxy statement/prospectus and is incorporated in this document by reference. The written opinion sets forth, among other things, the assumptions made, procedures followed, factors considered and limitations and qualifications on the review undertaken by Greenhill in rendering its opinion. **Greenhill delivered its opinion to the Heartland board for the information of the Heartland board (in its capacity as such) in connection with and for purposes of its evaluation of the per share merger consideration from a financial point of view and did not express any opinion as to any other term, aspect or implication of the mergers (other than the fairness, from a financial point of view, of the per share merger consideration to be received in the initial merger pursuant to the merger agreement by the holders of Heartland common stock (other than excluded holders)). Greenhill was not requested to opine as to, and its opinion did not in any manner address, the underlying business decision to proceed with or effect the mergers. Greenhill s opinion is not and did not constitute a recommendation to the members of the Heartland board as to whether to approve the mergers or the merger agreement, or as to how any stockholder should vote or act in connection with the mergers.**

## **Interests of Certain Persons in the Mergers (page 58)**

Heartland stockholders should be aware that Heartland s directors and executive officers may have interests in the mergers that are different from, or in addition to, interests of Heartland stockholders generally. These interests include, among others, the treatment of outstanding Heartland equity awards pursuant to the merger agreement, certain payments and benefits payable under employment agreements entered into with executive officers, and rights to ongoing indemnification and insurance coverage by the surviving company for acts or omissions occurring prior to the mergers. The Heartland board of directors was aware of and considered those interests, among other matters, in reaching its decisions to approve the merger agreement and the transactions



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contemplated thereby and to recommend the adoption of the merger agreement to Heartland common stockholders. For a more detailed description of these interests, see the section entitled *The Merger Interests of Certain Persons in the Mergers* .

### **Global Payments Board of Directors Following the Mergers (page 63)**

The parties have agreed to select two Heartland nominees for appointment to the Global Payments board of directors. In connection with such appointment, Global Payments has agreed to take all appropriate action to submit to the Global Payments board of directors such nominees for appointment in accordance with Global Payments sixth amended and restated bylaws, which we refer to as the Global Payments bylaws. Currently, the Global Payments board of directors consists of eight directors. Following the appointment of the Heartland nominees, the Global Payments board of directors would consist of ten directors. For additional information, see the section entitled *Proposal 1: The Mergers Global Payments Board of Directors Following the Mergers* .

### **Regulatory Approvals (page 63)**

Under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, which we refer to as the HSR Act, and the related rules and regulations issued by the Federal Trade Commission, which we refer to as the FTC, certain transactions, including the mergers, may not be consummated until notifications have been given and specified information and documentary material have been furnished to the FTC and the United States Department of Justice, which we refer to as the DOJ, and the applicable waiting periods have expired or been terminated. The completion of the mergers is conditioned upon the expiration or early termination of the HSR Act waiting period. On December 30, 2015, Global Payments and Heartland filed their respective notification and report forms under the HSR Act with the DOJ and the FTC and the waiting period expired at 11: 59 p.m. on January 29, 2016. For additional information, see the sections entitled *Proposal 1: The Mergers Regulatory Approvals* and *The Merger Agreement Covenants Efforts* .

### **Financing (page 64)**

Global Payments anticipates that the funds needed to complete the transactions will be derived from a combination of (1) available cash on hand of Global Payments and (2) third-party debt financing, which we refer to as the debt financing, consisting of term loan facilities, a revolving credit facility and a delayed draw term loan facility. The consummation of the mergers is not conditioned on the receipt of such debt financing. For additional information, see the section entitled *Proposal 1: The Mergers Financing* .

### **Closing and Effective Time (page 65)**

Global Payments and Heartland expect that the mergers will close in the second quarter of the 2016 calendar year, subject to the adoption of the merger agreement by Heartland stockholders, the satisfaction or valid waiver of the other conditions to closing, and the completion of the marketing period in connection with the debt financing. However, it is possible that factors outside the control of both companies could result in the mergers being completed at a different time or not at all. For additional information, see the section entitled *Proposal 1: The Mergers Closing and Effective Time* .

The closing of the mergers will occur on the third business day after the date on which all of the closing conditions to the mergers are satisfied or waived (other than those conditions that by their terms are to be satisfied at the closing, but subject to the satisfaction or waiver of those conditions) and the completion of the marketing period in connection with the debt financing, or at such other time as the parties may mutually agree.



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For purposes of the merger agreement, the effective time means the time when the certificate of merger for the initial merger is duly filed with the Secretary of State of the State of Delaware or a mutually agreed later time that is specified in the certificate of merger for the initial merger.

### **Stock Exchange Listing of Global Payments Common Stock and Delisting and Deregistration of Heartland Common Stock (page 66)**

Application will be made to have the shares of Global Payments common stock to be issued in the mergers approved for listing on the NYSE, where Global Payments common stock is currently traded. If the mergers are consummated, Heartland common stock will no longer be listed on the NYSE, and will be deregistered under the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act. For additional information, see the section entitled Proposal 1: The Mergers Stock Exchange Listing of Global Payments Common Stock and Delisting and Deregistration of Heartland Common Stock .

### **Accounting Treatment (page 66)**

Global Payments and Heartland prepare their financial statements in accordance with accounting principles generally accepted in the United States (which we refer to as GAAP). The mergers will be accounted for using the acquisition method of accounting. Global Payments will be treated as the acquirer for accounting purposes. For additional information, see the section entitled Proposal 1: The Mergers Accounting Treatment .

### **Material United States Federal Income Tax Consequences (page 66)**

The mergers are intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which we refer to as the Code. Assuming that the mergers do qualify as a reorganization for U.S. federal income tax purposes, a U.S. holder of shares of Heartland common stock generally will recognize gain (but not loss) on the exchange in an amount equal to the lesser of (1) the amount of gain realized (i.e., the excess of the sum of the fair market value of the shares (including any fractional shares) of Global Payments common stock and cash received pursuant to the mergers (excluding any cash received in lieu of fractional shares) over the holder's adjusted tax basis in its shares of Heartland common stock surrendered pursuant to the mergers) and (2) the amount of cash (excluding any cash received in lieu of fractional shares) received pursuant to the mergers, and such holder will recognize gain or loss with respect to any cash received in lieu of fractional shares of Global Payments common stock. Heartland stockholders should consult their tax advisors for a full understanding of all of the tax consequences of the mergers to them. For additional information, see the section entitled Material United States Federal Income Tax Consequences of the Mergers .

### **Appraisal Rights (page 67)**

Heartland stockholders who do not vote for the adoption of the merger agreement, who continuously hold their shares of Heartland common stock through the effective time of the mergers and who otherwise comply with the applicable provisions of Section 262 of the Delaware General Corporation Law (which we refer to as DGCL) will be entitled to seek appraisal of the fair value of their shares of Heartland common stock, as determined by the Delaware Court of Chancery, if the mergers are completed. The fair value of your shares of Heartland common stock as determined by the Delaware Court of Chancery could be greater than, the same as, or less than the value of the per share merger consideration that you would otherwise be entitled to receive under the terms of the merger agreement. For additional information, see the section entitled Appraisal Rights .

### **No Solicitation by Heartland (page 77)**

Subject to certain exceptions, Heartland has agreed not to solicit, induce, encourage, facilitate, or participate in discussions or negotiations concerning acquisition proposals with third parties, or provide non-public



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information relating to Heartland and its subsidiaries in connection with third party proposals. Notwithstanding these restrictions, however, the merger agreement provides that, under specified circumstances and before Heartland stockholders adopt the merger proposal, the Heartland board is permitted to provide access to its properties, books and records, information or data, and engage in negotiations or discussions with, a third party making an acquisition proposal (subject to such third party executing an acceptable confidentiality agreement), but only in response to an unsolicited bona fide written acquisition proposal if the Heartland board (1) determines in good faith, after consultation with Heartland's outside legal counsel and financial advisor, that such acquisition proposal is reasonably expected to constitute or result in a superior proposal to the mergers and (2) determines in good faith, after consultation with, and taking into account the advice of, outside legal counsel, that failure to take such action would be reasonably likely to be a violation of the Heartland board's fiduciary duties under applicable law. For additional information, see the section entitled "The Merger Agreement - Covenants - No Solicitation".

### **Change of Recommendation; Match Rights (page 79)**

The Heartland board recommends that Heartland stockholders vote **FOR** the merger proposal, which we refer to as the recommendation. The merger agreement provides that the Heartland board may not change its recommendation except in limited circumstances, including either (1) in response to an unsolicited bona fide written acquisition proposal that the Heartland board determines in good faith, after consultation with Heartland's outside legal counsel and financial advisor, constitutes a superior proposal and, after consultation with outside legal counsel, that the failure to change its recommendation would be reasonably likely to be a violation of the Heartland board's fiduciary duties under applicable law or (2) if there exists, with respect to Heartland or its subsidiaries, any event, development, change, effect or occurrence that was not known by the Heartland board or, if known, the consequences of which were not known or reasonably foreseeable as of the date of the merger agreement and the Heartland board further determines in good faith, after consultation with, and taking into account the advice of, outside legal counsel, that the failure to change its recommendation would be reasonably likely to be a violation of the Heartland board's fiduciary duties under applicable law. In addition, Heartland must provide Global Payments with prior notice of any such change in its recommendation and negotiate with Global Payments for a specific period in advance of any such change. For additional information, see the section entitled "The Merger Agreement - Covenants - Change of Recommendation; Match Rights".

### **Conditions to the Consummation of the Mergers (page 83)**

The obligations of each party to complete the mergers are conditioned upon:

the expiration or early termination of the applicable waiting period under the HSR Act;

the adoption of the merger agreement by the holders of a majority of the outstanding shares of Heartland common stock entitled to vote thereon;

the listing of the shares of Global Payments common stock issuable pursuant to the merger agreement on the NYSE;

the effectiveness under the Securities Act of 1933, as amended, which we refer to as the Securities Act, of the registration statement of which this proxy statement/prospectus forms a part, which shall not be the subject of any stop order or proceedings seeking a stop order to suspend the effectiveness of such registration statement;

the absence of any applicable law which restrains, enjoins or otherwise prohibits the consummation of the transactions contemplated by the merger agreement, including the mergers;

the accuracy of the representations and warranties of the other party, subject to certain materiality thresholds;  
and

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the performance and compliance, in all material respects, by the other party of all of its covenants, obligations and agreements contained in the merger agreement to be performed and complied with by it at or prior to the effective time.

Additionally, the obligations of Global Payments and the Merger Subs to complete the mergers are conditioned upon the absence of any material adverse effect of Heartland.

For additional information, see the section entitled "The Merger Agreement - Conditions to the Consummation of the Mergers".

**Termination of the Merger Agreement (page 84)**

The merger agreement may be terminated:

by mutual written consent of each of Heartland and Global Payments;

by either Heartland or Global Payments (unless, in the case of the first three bullets below, the terminating party is in material breach of the merger agreement):

if the closing does not occur on or before June 15, 2016, which we refer to as the termination date (provided that in certain cases if all closing conditions have otherwise been satisfied and the marketing period in connection with the debt financing has commenced but not yet ended such date will be automatically extended for twenty-one business days from the first day of the marketing period);

if there is a law that makes the closing of the mergers illegal or if any government authority issues an order or takes any other action permanently restraining, enjoining or otherwise prohibiting the mergers;

if the other party breaches or fails to perform its representations, warranties, covenants or other agreements contained in the merger agreement and such breach or failure to perform would give rise to a failure of a closing condition relating to the accuracy of such breaching party's representations and warranties or compliance with the terms of the merger agreement, and such breach or failure to perform is not cured within a specified period of time; or

if the approval of Heartland stockholders of the merger proposal is not obtained at the special meeting or at the final adjournment or postponement of the special meeting;

by Heartland before approval of Heartland stockholders of the merger proposal is obtained, if the Heartland board, after compliance with the terms and conditions of the merger agreement (including its non-solicitation obligations and Global Payments' match rights), determines to terminate the merger agreement to enter into a definitive agreement with respect to a superior proposal; or

by Global Payments, if the Heartland board of directors does any of the following (which we refer to collectively as the change of recommendation termination rights):

makes a change of recommendation;

fails to include the recommendation in this proxy statement/prospectus;

recommends, approves or otherwise declares advisable to Heartland stockholders an acquisition proposal other than the mergers;

fails to have published, sent or given to its stockholders, within ten business days following the commencement of a tender offer or exchange offer that constitutes an acquisition proposal (or subsequent material amendment thereof), a statement recommending that its stockholders reject such tender offer or exchange offer and affirming the recommendation;

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fails to publicly reaffirm the recommendation within ten business days of Global Payments' request to do so following the public announcement or public disclosure by any person of an acquisition proposal or an intention to make an acquisition proposal; or

formally resolves to effect or publicly announces an intention to effect any of the foregoing, prior to obtaining the approval of Heartland stockholders of the merger proposal.

For additional information, see the section entitled "The Merger Agreement - Termination of the Merger Agreement and Termination Fee - Termination".

### **Termination Fee (page 86)**

Under the merger agreement, Heartland will be required to pay to Global Payments a termination fee of \$153 million in connection with a termination of the merger agreement in certain circumstances, including (1) if Global Payments terminates the merger agreement pursuant to any of the change of recommendation termination rights or if the merger agreement is terminated after a failure to obtain the approval of Heartland stockholders of the merger proposal at a time when Global Payments could have terminated the merger agreement pursuant to any of the change of recommendation termination rights, (2) if Heartland terminates the merger agreement to enter into a definitive agreement with a third party with respect to a superior proposal to the mergers, or (3) if the merger agreement is terminated (either at the termination date prior to obtaining the approval of Heartland stockholders of the merger proposal, due to a failure to obtain the approval of Heartland stockholders of the merger proposal or due to Heartland's breach of the merger agreement) under certain circumstances following a third party having publicly made an alternative acquisition proposal, and Heartland subsequently enters into, or consummates, within twelve months, an alternative acquisition proposal.

For additional information, see the section entitled "The Merger Agreement - Termination of the Merger Agreement and Termination Fee - Termination Fee".

### **Specific Performance (page 87)**

Each party is entitled to an injunction, specific performance and other equitable remedies to prevent and restrain breaches or threatened breaches of the merger agreement or to enforce specifically the performance of the terms and provisions of the merger agreement in the Court of Chancery of the State of Delaware or, if such court declines to accept jurisdiction over a particular matter, in any state or federal court located in the State of Delaware. This remedy is in addition to any other remedy to which the parties are entitled at law or in equity.

### **Expenses (page 87)**

Each party will bear all its own expenses in connection with the merger agreement and the transactions contemplated thereby, whether or not such transactions are consummated, except, subject to certain exceptions, Global Payments will bear the cost of filings under the HSR Act and will reimburse Heartland and its subsidiaries for their costs incurred in connection with their cooperation in obtaining the debt financing.

### **Comparison of the Rights of Shareholders of Global Payments and Stockholders of Heartland (page 110)**

The rights of Heartland stockholders are governed by Heartland's amended and restated certificate of incorporation, which we refer to as the Heartland charter or the Heartland certificate of incorporation, and



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Heartland's amended and restated bylaws, which we refer to as the Heartland bylaws, and by Delaware corporate law. Following the mergers, your rights as a stockholder of Global Payments will be governed by Global Payments' second amended and restated articles of incorporation, which we refer to as the Global Payments charter or the Global Payments articles of incorporation, the Global Payments bylaws and by Georgia corporate law. Your rights under the Global Payments charter, the Global Payments bylaws and Georgia corporate law will differ in some respects from your rights under the Heartland charter, the Heartland bylaws and Delaware corporate law. For additional information, see the section entitled "Comparison of Rights of Stockholders".

## **Comparative Stock Price Data and Dividends (page 26)**

Global Payments common stock is listed on the NYSE under the symbol "GPN". Heartland common stock is listed on the NYSE under the symbol "HPY".

Global Payments has historically paid a quarterly dividend on its common stock and last paid a dividend on February 26, 2016 of \$0.01 per share. Future cash dividends paid by Global Payments, if any, are subject to the sole discretion of the Global Payments board. Under the terms of the merger agreement, during the period before the closing of the mergers, Global Payments is prohibited from paying any dividends other than its ordinary course quarterly dividends in accordance with past practice.

Heartland has historically paid a quarterly dividend on its common stock and last paid a dividend on March 15, 2016 of \$0.10 per share. Under the terms of the merger agreement, during the period before the closing of the mergers, Heartland is prohibited from paying any dividends other than its ordinary course quarterly dividends in accordance with past practice.

For additional information, see the section entitled "Comparative Stock Price Data and Dividends".

## **Litigation Relating to the Mergers (page 67)**

Heartland, the Heartland Board, Global Payments, Merger Sub One, and Merger Sub Two have been named as defendants in a putative class action lawsuit challenging the proposed mergers. The suit was filed in the New Jersey Superior Court, Mercer County, Civil Division, and is captioned *Kevin Merchant v. Heartland Payment Systems, et al.*, L-45-16 (filed January 8, 2016). The complaint alleges, among other things, that the directors of Heartland breached their fiduciary duties to Heartland stockholders by agreeing to sell Heartland for inadequate consideration, agreeing to improper deal protection terms in the merger agreement, and failing to properly value Heartland. In addition, the complaint alleges that Heartland, Global Payments, Merger Sub One, and Merger Sub Two aided and abetted these purported breaches of fiduciary duty. Plaintiff seeks, among other things, an injunction barring the mergers, rescission of the mergers or rescissory damages to the extent they have already been implemented, and an award of damages and attorney's fees. On February 29, 2016, Plaintiff Kevin Merchant filed an amended complaint that further alleges that the February 5, 2016 preliminary proxy statement contains allegedly materially misleading statements and omissions. The defendants believe the lawsuit is without merit.

For additional information, see the section entitled "Proposal 1: The Mergers - Litigation Relating to the Mergers".

## **Risk Factors (page 29)**

In evaluating the mergers, merger agreement and transactions contemplated thereby, you should carefully read this proxy statement/prospectus and the documents incorporated by reference into this proxy statement/prospectus and especially consider the factors discussed in the section entitled "Risk Factors".





**Table of Contents****SELECTED HISTORICAL FINANCIAL DATA OF GLOBAL PAYMENTS**

The following table sets forth Global Payments' selected historical consolidated financial data for the periods ended and as of the dates indicated. This information has been derived from Global Payments' consolidated financial statements filed with the SEC. Historical financial data as of and for the six months ended November 30, 2015 and 2014 are unaudited and include, in management's opinion, all known adjustments necessary for a fair presentation of the results of operations and financial condition of Global Payments. These adjustments consist of normal recurring accruals and estimates that affect the carrying amount of assets and liabilities. You should not assume the results of operations for past periods are indicative of results for any future periods.

You should read this information in conjunction with (i) the historical consolidated financial statements of Global Payments and the related notes presented in its Annual Report on Form 10-K for the year ended May 31, 2015, (ii) updated portions of Global Payments' Annual Report on Form 10-K for the year ended May 31, 2015 filed with the SEC in a Current Report on Form 8-K on February 5, 2016 to reflect, for all periods presented, the retrospective effects of a change in reportable segments, the adoption of accounting standards updates and a stock split effected in the form of a dividend paid on November 2, 2015, and (iii) the historical consolidated financial statements of Global Payments and related notes presented in Global Payments' Quarterly Report on Form 10-Q for the period ended November 30, 2015. For additional information, see the section entitled "Where You Can Find More Information" beginning on page 127 of this proxy statement/prospectus.

	Unaudited		Year Ended May 31,				
	Six Months Ended November 30,		2015	2014	2013	2012	2011
	2015	2014	2015	2014	2013	2012	2011
	(in thousands, except per share data)						
<b>Income statement data:</b>							
Revenues	\$ 1,471,146	\$ 1,402,186	\$ 2,773,718	\$ 2,554,236	\$ 2,375,923	\$ 2,203,847	\$ 1,859,802
Operating income	260,937	248,382	456,597	405,499	357,213	307,349	331,594
Net income	176,126	169,690	309,115	269,952	238,713	217,566	229,131
Net income attributable to Global Payments	165,418	150,147	278,040	245,286	216,125	188,161	209,238
<b>Per share data:</b>							
Basic earnings per share	\$ 1.27	\$ 1.11	\$ 2.07	\$ 1.70	\$ 1.39	\$ 1.19	\$ 1.31
Diluted earnings per share	1.27	1.10	2.06	1.69	1.38	1.18	1.30
Dividends per share	0.02	0.02	0.04	0.04	0.04	0.04	0.04
<b>Balance sheet data (at period end):</b>							
Total assets	\$ 5,328,101	\$ 4,526,929	\$ 5,779,301	\$ 4,002,527	\$ 3,114,025	\$ 2,665,678	\$ 3,348,720
Lines of credit	685,178	530,721	592,629	440,128	187,461	215,391	270,745
Long-term debt	1,915,803	1,598,198	1,740,067	1,390,507	960,749	312,953	353,904

Total equity	926,099	1,022,236	863,553	1,132,799	1,286,607	1,445,343	1,471,675
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**Table of Contents****SELECTED HISTORICAL FINANCIAL DATA OF HEARTLAND**

The following table sets forth Heartland's selected historical consolidated financial and other data for the periods ended and as of the dates indicated. This information has been derived from Heartland's consolidated financial statements filed with the SEC. You should not assume the results of operations for past periods indicate results for any future periods. You should read this information in conjunction with Heartland's consolidated financial statements and related notes thereto in Heartland's Annual Report on Form 10-K for the year ended December 31, 2015, which is incorporated by reference into this proxy statement/prospectus. For additional information, see the section entitled "Where You Can Find More Information" beginning on page 127 of this proxy statement/prospectus.

	<b>Year Ended December 31,</b>				
	<b>2015</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>
	<b>(in thousands, except per share data)</b>				
<b>Income statement data:</b>					
Total revenues	\$ 2,682,396	\$ 2,311,381	\$ 2,135,372	\$ 2,013,436	\$ 1,985,577
Total costs of services	2,292,843	2,001,342	1,835,706	1,763,701	1,783,731
General and administrative	244,005	190,554	173,568	139,934	125,765
Goodwill impairment charge		18,490			
Asset impairment charges		18,875			
Total expenses	2,536,848	2,229,261	2,009,274	1,903,635	1,909,496
Income from operations	145,548	82,120	126,098	109,801	76,081
Net income from continuing operations	84,732	31,868	74,102	64,353	42,988
Net income attributable to Heartland	84,732	33,879	78,626	65,889	43,939
<b>Basic earnings per share:</b>					
Income from continuing operations	\$ 2.31	\$ 0.93	\$ 2.03	\$ 1.67	\$ 1.10
Income from discontinued operations	\$	\$	\$ 0.11	\$ 0.04	\$ 0.03
Basic earnings per share	\$ 2.31	\$ 0.93	\$ 2.14	\$ 1.71	\$ 1.13
<b>Diluted earnings per share:</b>					
Income from continuing operations	\$ 2.28	\$ 0.91	\$ 1.96	\$ 1.60	\$ 1.07
Income from discontinued operations	\$	\$	\$ 0.10	\$ 0.04	\$ 0.02
Diluted earnings per share	\$ 2.28	\$ 0.91	\$ 2.06	\$ 1.64	\$ 1.09
<b>Weighted average number of common shares outstanding:</b>					
Basic	36,646	36,354	36,791	38,468	38,931
Diluted	37,237	37,187	38,053	40,058	40,233
<b>Dividends declared per share</b>	<b>\$ 0.40</b>	<b>\$ 0.34</b>	<b>\$ 0.28</b>	<b>\$ 0.24</b>	<b>\$ 0.16</b>

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	As of December 31,				
	2015	2014	2013	2012	2011
	(in thousands)				
<b>Balance sheet data:</b>					
Total assets	\$ 1,536,679	\$ 1,378,465	\$ 890,757	\$ 802,939	\$ 590,175
Current portion of borrowings	43,793	36,792		102,001	15,003
Long-term borrowings	437,842	523,122	150,000	50,000	70,000
Total liabilities	1,200,857	1,127,705	624,094	591,778	370,123
Total stockholders' equity	335,822	250,760	260,475	209,786	219,410

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**Table of Contents****SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED****FINANCIAL INFORMATION**

The following tables present unaudited pro forma condensed combined financial information about Global Payments consolidated balance sheet and statement of income, after giving effect to the proposed acquisition of Heartland. The information under **Unaudited Pro Forma Condensed Combined Income Statement Data** in the table below gives effect to the mergers as if they had been consummated on June 1, 2014, the beginning of the earliest period presented. The information under **Unaudited Pro Forma Condensed Combined Balance Sheet Data** in the table below assumes the mergers had been consummated on November 30, 2015. This unaudited pro forma condensed combined financial information was prepared using the acquisition method of accounting, with Global Payments considered the acquirer of Heartland for accounting purposes. For additional information, see the section entitled **Proposal 1: The Mergers** beginning on page 40 of this proxy statement/prospectus.

In addition, the unaudited pro forma condensed combined financial information includes adjustments that are preliminary and may be revised. There can be no assurance that such revisions will not result in material changes. The unaudited pro forma condensed combined financial information is presented for illustrative purposes only and is not necessarily indicative of results that actually would have occurred or that may occur in the future had the mergers been completed on the dates indicated, nor is it necessarily indicative of the future operating results or financial position of Global Payments after the mergers. Future results may vary significantly from the results reflected because of various factors, including those discussed in the section entitled **Risk Factors** beginning on page 29 of this proxy statement/prospectus.

The information presented below should be read in conjunction with the historical consolidated financial statements of Global Payments and Heartland, including the related notes, filed by each with the SEC, and with the pro forma condensed combined financial information of Global Payments and Heartland, including the related notes, appearing elsewhere in this proxy statement/prospectus. For additional information, see the sections entitled **Where You Can Find More Information** and **Unaudited Pro Forma Condensed Combined Financial Information** beginning on pages 127 and 92, respectively, of this proxy statement/prospectus.

	<b>Six Months Ended November 30, 2015</b>	<b>Year Ended May 31, 2015</b>
	<b>(in thousands, except per share data)</b>	
<b>Unaudited Pro Forma Condensed Combined Income Statement</b>		
<b>Data:</b>		
Revenue	\$ 2,016,275	\$ 3,666,921
Operating income	258,737	356,052
Net income attributable to controlling shareholders	130,767	137,316
Net income per share:		
Basic	\$ 0.84	\$ 0.86
Diluted	\$ 0.84	\$ 0.86

**As of November 30,  
2015  
(in thousands)**

**Unaudited Pro Forma Condensed Combined Balance Sheet**

**Data:**

Total assets	\$	10,408,876
Long-term debt		4,420,671
Total liabilities		7,903,418
Total equity		2,505,458

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**UNAUDITED COMPARATIVE PER SHARE INFORMATION**

The following table sets forth selected historical per share information of Global Payments and Heartland and unaudited pro forma combined per share information after giving effect to the mergers, using the acquisition method of accounting, assuming that 0.6687 of a share of Global Payments common stock had been issued in exchange for each share of Heartland common stock.

In accordance with the requirements of the SEC, the pro forma and pro forma combined equivalent per share information gives effect to the mergers as if they had been completed on June 1, 2014, in the case of earnings per share data, and November 30, 2015, in the case of book value per share data. You should read this information in conjunction with the selected historical financial information, included elsewhere in this proxy statement/prospectus, and the historical financial statements of Global Payments and Heartland and related notes that have been filed with the SEC. For additional information, see the sections entitled *Selected Historical Financial Data of Global Payments*, *Selected Historical Financial Data of Heartland* and *Where You Can Find More Information* beginning on pages 20, 21 and 127, respectively, of this proxy statement/prospectus. The unaudited Global Payments pro forma combined per share information is derived from, and should be read in conjunction with, the unaudited pro forma condensed combined financial information and related notes included herein. For additional information, see the section entitled *Selected Unaudited Pro Forma Condensed Combined Financial Information* beginning on page 23 of this proxy statement/prospectus.

The pro forma per share data as of and for the six months ended November 30, 2015 and the per share data as of and for the year ended May 31, 2015 have been prepared utilizing period ends for Heartland that differ by fewer than 93 days, as permitted by Regulation S-X and as discussed further below.

The historical book share data of Heartland as of November 30, 2015 reflects the financial position of Heartland as of September 30, 2015 and was derived from its Quarterly Report on Form 10-Q for the period ended September 30, 2015. The historical per share data of Heartland for the six months ended November 30, 2015 reflects the results of operations of Heartland for the six months ended September 30, 2015 determined by (i) taking the results of operations of Heartland for the nine months ended September 30, 2015, which were derived from its Quarterly Report on Form 10-Q for the period ended September 30, 2015, and (ii) subtracting the results of operations of Heartland for the three months ended March 31, 2015, which were derived from its Quarterly Report on Form 10-Q for the period ended March 31, 2015. The historical financial information of Heartland for the year ended May 31, 2015 reflects the results of operations of Heartland for the twelve months ended March 31, 2015 determined by taking (i) the results of operations of Heartland for the year ended December 31, 2014, which were derived from its Annual Report on Form 10-K for the year ended December 31, 2015, subtracting (ii) the results of operations of Heartland for the three months ended March 31, 2014, which were derived from its Quarterly Report on Form 10-Q for the period ended March 31, 2014, and (iii) adding the results of operations of Heartland for the three months ended March 31, 2015, which were derived from its Quarterly Report on Form 10-Q for the period ended March 31, 2015.

The unaudited pro forma Heartland per share equivalents were calculated by multiplying the unaudited pro forma combined per share amounts by the exchange ratio of 0.6687. The exchange ratio does not include \$53.28 of cash consideration.

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The unaudited pro forma combined per share information does not purport to represent what the actual results of operations of Global Payments and Heartland would have been had the companies been combined during these periods or to project the combined company's results of operations that may be achieved after the mergers.

	<b>As of and for the Six Months Ended November 30, 2015</b>	<b>As of and for the Year Ended May 31, 2015</b>
<b>Global Payments Historical Per Share Data</b>		
Earnings per share basic	\$ 1.27	\$ 2.07
Earnings per share diluted	\$ 1.27	\$ 2.06
Cash dividends declared per common share	\$ 0.02	\$ 0.04
Book value per share	\$ 7.16	\$ 6.61

	<b>As of and for the Six Months Ended September 30, 2015</b>	<b>As of and for the Twelve Months Ended March 31, 2015</b>
<b>Heartland's Historical Per Share Data</b>		
Earnings per share basic	\$ 1.22	\$ 0.97
Earnings per share diluted	\$ 1.21	\$ 0.95
Cash dividends declared per common share	\$ 0.20	\$ 0.35
Book value per share	\$ 8.63	\$ 7.32

	<b>As of and for the Six Months Ended November 30, 2015</b>	<b>As of and for the Year Ended May 31, 2015</b>
<b>Unaudited Pro Forma Combined Per Share Data</b>		
Earnings per share basic	\$ 0.84	\$ 0.86
Earnings per share diluted	\$ 0.84	\$ 0.86
Cash dividends declared per common share <sup>(1)</sup>	n/a	n/a
Book value per share	\$ 16.16	n/a

	<b>As of and for the Six Months Ended November 30, 2015</b>	<b>As of and for the Year Ended May 31, 2015</b>
<b>Unaudited Pro Forma Combined Equivalent Per Share Data for Heartland<sup>(2)</sup></b>		



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Earnings per share basic	\$	0.56	\$	0.58
Earnings per share diluted	\$	0.56	\$	0.58
Cash dividends declared per common share <sup>(1)</sup>		n/a		n/a
Book value per share	\$	10.81		n/a

- (1) Pro forma combined cash dividends per common share is not presented as the dividend policy for the combined company will be determined by the Global Payments board of directors following the completion of the mergers.
- (2) The unaudited pro forma combined equivalent per share data for Heartland are calculated by multiplying the preliminary unaudited pro forma combined per share data by the exchange ratio of 0.6687.

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Table of Contents**COMPARATIVE STOCK PRICE DATA AND DIVIDENDS****Market Values of Global Payments Securities**

Global Payments common stock is listed on the NYSE under the symbol GPN. The table below sets forth, for the fiscal quarters indicated, the high and low per share sale prices of Global Payments common stock as reported by the NYSE and cash dividends declared. The amounts below have been adjusted to reflect a two-for-one stock split of Global Payments common stock, paid to Global Payments shareholders in the form of a stock dividend on November 2, 2015.

	<b>High</b>	<b>Low</b>	<b>Dividends Per Share</b>
<b>Fiscal Year Ended May 31, 2014</b>			
First Quarter	\$ 24.88	\$ 22.42	\$ 0.01
Second Quarter	32.21	23.68	0.01
Third Quarter	35.39	30.61	0.01
Fourth Quarter	36.92	32.33	0.01
<b>Fiscal Year Ended May 31, 2015</b>			
First Quarter	37.23	33.67	0.01
Second Quarter	43.36	34.30	0.01
Third Quarter	46.50	38.58	0.01
Fourth Quarter	53.03	43.84	0.01
<b>Fiscal Year Ending May 31, 2016</b>			
First Quarter	59.29	50.69	0.01
Second Quarter	72.91	54.03	0.01
Third Quarter	74.64	51.29	0.01
Fourth Quarter (through March 22, 2016)	63.48	58.11	

**Market Values of Heartland Securities**

Heartland common stock is listed on the NYSE under the symbol HPY. The table below sets forth, for the fiscal quarters indicated, the high and low per share sale prices of Heartland common stock as reported by the NYSE and cash dividends declared.

	<b>High</b>	<b>Low</b>	<b>Dividends Per Share</b>
<b>Fiscal Year Ended December 31, 2013</b>			
First Quarter	\$ 33.70	\$ 29.30	\$ 0.07
Second Quarter	37.39	30.29	0.07
Third Quarter	40.38	36.73	0.07
Fourth Quarter	50.36	37.57	0.07
<b>Fiscal Year Ended December 31, 2014</b>			
First Quarter	50.44	38.67	0.085
Second Quarter	43.52	37.25	0.085
Third Quarter	49.46	40.61	0.085

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Fourth Quarter	56.28	46.67	0.085
<b>Fiscal Year Ended December 31, 2015</b>			
First Quarter	55.16	46.65	0.10
Second Quarter	55.89	47.64	0.10
Third Quarter	65.30	52.89	0.10
Fourth Quarter	96.47	59.03	0.10
<b>Fiscal Year Ending December 31, 2016</b>			
First Quarter (through March 22, 2016)	95.28	86.64	0.10

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On December 15, 2015, the trading day of the announcement of the mergers, the last reported sale price of Global Payments common stock on the NYSE was \$71.42 and the last reported sale price of Heartland common stock on the NYSE was \$85.10. On December 9, 2015, the last trading day before the publication of news reports relating to a potential acquisition of Heartland by Global Payments, the last reported sale price of Global Payments common stock on the NYSE was \$69.63, and the last reported sale price of Heartland common stock on the NYSE was \$77.84. On March 22, 2016, the most recent practicable date prior to the printing of this proxy statement/prospectus, the last reported sale price of Global Payments common stock on the NYSE was \$59.62 and the last reported sale price of Heartland common stock on the NYSE was \$92.62. We urge you to obtain current stock price quotations for Global Payments common stock and Heartland common stock from a newspaper, the internet or your broker.

**Dividends**

Global Payments has historically paid a quarterly dividend on its common stock and last paid a dividend on February 26, 2016 of \$0.01 per share. Future cash dividends paid by Global Payments, if any, are subject to the sole discretion of the Global Payments board. Notwithstanding the foregoing, under the terms of the merger agreement, during the period before the closing of the mergers, Global Payments is prohibited from paying any dividends other than its ordinary course quarterly dividends in accordance with past practice.

Heartland has historically paid a quarterly dividend on its common stock and last paid a dividend on March 15, 2016 of \$0.10 per share. Under the terms of the merger agreement, during the period before the closing of the mergers, Heartland is prohibited from paying any dividends other than its ordinary course quarterly dividends in accordance with past practice.

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**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

Information included in this proxy statement/prospectus (including information included or incorporated by reference in this document) contain forward-looking statements and are made pursuant to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve a number of risks and uncertainties and depend upon future events or conditions. Actual events or results might differ materially from those expressed or forecasted in these forward-looking statements. Accordingly, Global Payments and Heartland cannot guarantee you that their plans and expectations will be achieved. Such statements may include, but are not limited to, statements about the benefits of the mergers, including future financial and operating results, the combined company's plans, objectives, expectations and intentions and other statements that are not historical facts. Forward-looking statements speak only as of the date they are made and should not be relied upon as representing plans and expectations as of any subsequent date. Global Payments and Heartland undertake no obligation to revise any of these statements to reflect future circumstances or the occurrence of unanticipated events.

Important factors, among others, associated with the mergers that could cause actual events or results to differ materially from those anticipated by forward-looking statements or historical performance include those factors set forth under the section entitled **Risk Factors** beginning on page 29 of this proxy statement/prospectus, as well as, among others, risks and uncertainties relating to: the ability to meet closing conditions at all or on the expected terms and schedule, including without limitation the approval of Heartland stockholders and other regulatory approvals required for the mergers; the possibility of a delay in closing the mergers or failure to consummate the mergers as a result of litigation or otherwise; business disruption during the pendency of the mergers or thereafter making it more difficult to maintain business and operational relationships, including the possibility that the announcement of the mergers could disrupt Heartland's relationships with sponsors, merchants, employees or other partners; difficulties and delays in integrating the Heartland business or fully realizing cost savings and other benefits of the mergers at all or within the expected time period; the ability to accurately predict future market conditions; and changes in laws, regulations or network rules or interpretations thereof impacting Global Payments or Heartland.

Additional important factors, among others, not directly associated with the mergers but that may otherwise cause actual events or results to differ materially from those anticipated by forward-looking statements or historical performance include, with respect to both Global Payments and Heartland, the potential failure to safeguard data; increased competition from nontraditional competitors; the ability to update products and services in a timely manner; potential systems interruptions or failures; software defects or undetected errors; the ability to maintain American Express, Discover, Visa, MasterCard and other registration and financial institution sponsorship; reliance on financial institutions to provide clearing services in connection with settlement activities; potential failure to comply with card network requirements; increased merchant, referral partner or, with respect to Global Payments, ISO attrition; the ability to increase each company's share of existing markets and expand into new markets; unanticipated increases in chargeback liability; increases in credit card network fees; changes in laws, regulations or network rules or interpretations thereof; foreign currency exchange and interest rate risks; political, economic and regulatory changes in the foreign countries in which the companies operate; future performance, integration and conversion of acquired operations (including Heartland, with respect to Global Payments); loss of key personnel; and other risk factors presented in Global Payments' Annual Report on Form 10-K for the fiscal year ended May 31, 2015 and Heartland's Annual Report on Form 10-K for the year ended December 31, 2015, and each of Global Payments' and Heartland's subsequently filed Quarterly Reports on Form 10-Q, and any amendments thereto.

Global Payments and Heartland caution that the foregoing list of factors is not exhaustive. Additional information concerning these and other risk factors is discussed under the section entitled **Risk Factors** beginning on page 29 of this proxy statement/prospectus and elsewhere in this proxy statement/prospectus and in documents incorporated herein by reference. All subsequent written and oral forward-looking statements concerning Global Payments,

Heartland, Heartland's special meeting, the mergers, any related transactions or other matters related to the companies or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements above.

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**Table of Contents****RISK FACTORS**

*In addition to general investment risks and the other information contained in or incorporated by reference into this proxy statement/prospectus, including, but not limited to, the matters addressed under the section **Cautionary Statement Regarding Forward-Looking Statements** beginning on page 28 of this proxy statement/prospectus, you should carefully consider the following risk factors in deciding whether to vote for the adoption of the merger agreement. In addition, you should read and consider the risks associated with each of the businesses of Global Payments and Heartland because these risks will relate to the surviving company in the mergers and the shares of Global Payments common stock payable as the stock consideration in connection with the mergers. These risk factors may be found under Item 1A. **Risk Factors** in Global Payments Annual Report on Form 10-K for the fiscal year ended May 31, 2015, Heartland's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, and in subsequent Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q filed by Global Payments and Heartland and incorporated by reference into this document. For additional information, see the section entitled **Where You Can Find More Information** beginning on page 127 of this proxy statement/prospectus.*

***Because the exchange ratio is fixed and the market price of Global Payments common stock will fluctuate, Heartland stockholders cannot be sure of the value of the per share merger consideration they will receive.***

Upon the completion of the initial merger, each share of Heartland common stock issued and outstanding immediately prior to the mergers will be converted into the right to receive, subject to adjustment under limited circumstances, a combination of \$53.28 in cash, without interest, and 0.6687 of a share of Global Payments common stock, with cash paid in lieu of fractional shares of Global Payments common stock. Because the exchange ratio of 0.6687 of a share of Global Payments common stock is fixed (subject to adjustment under limited circumstances if the number of shares of Global Payments common stock issuable in the mergers would otherwise exceed 19.9% of the outstanding Global Payments common stock prior to the mergers), the value of the stock consideration will depend on the market price of Global Payments common stock at the time the initial merger is completed. The value of the stock consideration will vary between the date of the announcement of the merger agreement, the date that this proxy statement/prospectus was mailed to Heartland stockholders, the date of the special meeting of Heartland stockholders, the date the initial merger is completed, and thereafter. Accordingly, at the time of the special meeting of Heartland stockholders, Heartland stockholders will not know or be able to calculate the market value of the per share merger consideration they would receive upon completion of the initial merger. The share price of Global Payments common stock may fluctuate for a variety of reasons related specifically to Global Payments or generally to the market for publicly traded equity securities, and the market price of Global Payments common stock has experienced volatility in the past. Stock price changes may result from a variety of factors, including, among others, general market and economic conditions, changes in Global Payments and Heartland's respective businesses, operations and prospects and regulatory considerations. Many of these factors are beyond Global Payments and Heartland's control. There will be no adjustment to the per share merger consideration for changes in the market price of either shares of Global Payments common stock or shares of Heartland common stock, and neither company is permitted to terminate the merger agreement or resolicit the vote of Heartland stockholders solely because of changes in the market prices of either company's stock. You should obtain current market quotations for shares of Global Payments common stock and for shares of Heartland common stock.

***Global Payments may fail to realize the anticipated benefits of the mergers or may be subject to additional or unanticipated transaction and acquisition-related costs, which could adversely affect Global Payments' results of operations and the value of Global Payments common stock received in the mergers.***

Global Payments and Heartland have operated and, until the completion of the mergers, will continue to operate, independently. The success of the mergers will depend, in part, on Global Payments' ability to successfully integrate

Heartland's operations in a manner that produces the anticipated synergies and other benefits. The achievement of the anticipated benefits of the mergers is subject to a number of uncertainties,



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including whether Heartland's business can be integrated into Global Payments' business in an efficient and effective manner and the amount of transaction costs that Global Payments will incur in connection with the mergers. If the mergers are completed, there can be no assurance that (1) the anticipated benefits of the mergers, including synergies, will be fully realized in the time frame anticipated or at all; (2) the costs or difficulties related to the integration of Heartland's business and operations into Global Payments' business and operations will not be greater than expected; (3) Global Payments will be able to retain key personnel; or (4) the mergers will not cause disruption to Heartland's business and operations and relationships with financial institution sponsors, customers, merchants, employees and other partners. Further, integration efforts may divert management attention and resources. If one or more of these risks are realized or one or more of the anticipated benefits is not achieved, it could negatively affect Global Payments' operating results, cash flows, business, financial condition, operating results and prospects, and the mergers may not be accretive and may cause dilution to Global Payments' earnings per share.

***The parties may not be able to successfully or timely complete the mergers, which could affect the business and operations of Global Payments or Heartland.***

Risks and uncertainties related to the completion of the mergers include, among others, the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement. Specifically, completion of the mergers is subject to the satisfaction of certain conditions set forth in the merger agreement, including the adoption of the merger agreement by the holders of a majority of the outstanding shares of Heartland common stock, the listing of shares of Global Payments common stock issuable pursuant to the merger agreement on the NYSE, the effectiveness under the Securities Act of the registration statement filed by Global Payments on Form S-4 in connection with the mergers, the absence of any applicable law which restrains, enjoins otherwise prohibits the consummation of the transactions contemplated by the merger agreement, including the mergers and, subject to certain materiality exceptions, the accuracy of the representations and warranties made by the parties and compliance by the parties with their respective obligations under the merger agreement. If any condition to the closing of the mergers is not satisfied or waived, the mergers may not be completed. In addition, satisfying the conditions to the closing of the mergers may take longer than the parties expect. There can be no assurance that any of the conditions to closing will be satisfied or waived or that other events will not intervene to delay or result in the failure to complete the mergers.

Failure to complete the mergers could negatively affect the future business and financial results of Global Payments and Heartland. Global Payments and Heartland could also be subject to litigation related to any failure to complete the mergers. If the merger agreement is terminated in certain circumstances, Heartland is required to pay Global Payments a termination fee of \$153 million. Global Payments and Heartland will be required to pay certain transaction costs and expenses related to the mergers, whether or not the mergers are completed. Additionally, under the merger agreement, Heartland is subject to certain restrictions on the conduct of its business prior to completing the mergers, which may affect its ability to execute certain of its business strategies. Further, matters relating to the mergers (including integration planning) may require substantial commitments of time and resources by Global Payments and Heartland management, which could otherwise have been devoted to other opportunities that may have been beneficial to Global Payments or Heartland as independent companies.

Further, each of Global Payments and Heartland has incurred substantial expenses in connection with the negotiation and completion of the transactions contemplated by the merger agreement, as well as the costs and expenses of filing, printing and mailing this proxy statement/prospectus and all filing and other fees paid to the SEC in connection with the mergers. If the mergers are not completed, Global Payments and Heartland will have incurred these expenses without realizing any of the expected benefits of the mergers.

***The pendency of the mergers could adversely affect the respective business and operations of Global Payments and Heartland.***

In connection with the pending mergers, some customers, suppliers and other entities with whom Global Payments or Heartland have a business relationship may delay or defer decisions, which could negatively impact

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revenues, earnings and cash flows of Global Payments or Heartland, as well as the market price of Global Payments common stock or Heartland common stock, regardless of whether the mergers are completed.

***The market price of Global Payments common stock after the mergers may be affected by factors different from those affecting the price of Global Payments or Heartland common stock currently.***

Upon completion of the mergers, holders of Heartland common stock will become holders of Global Payments common stock. The businesses of Global Payments and Heartland differ in certain respects and, accordingly, the results of operations and cash flows of the combined company and the market price of Global Payments common stock following the mergers may be affected by factors different from those currently affecting the independent results of operations and cash flows of Global Payments and Heartland. For a discussion of the businesses of Global Payments and Heartland and of certain factors to consider in connection with those businesses, see the documents incorporated by reference into this proxy statement/prospectus referred to in the section entitled **Where You Can Find More Information** beginning on page 127 of this proxy statement/prospectus.

***The merger agreement limits Heartland's ability to pursue alternatives to the mergers and may discourage other companies from trying to acquire Heartland for greater consideration than what Global Payments has agreed to pay.***

The merger agreement contains provisions that make it more difficult for Heartland to sell its business to a person other than Global Payments. These provisions include a general prohibition on Heartland soliciting any alternative acquisition proposal to the mergers. If the merger agreement is terminated in certain circumstances, Heartland is required to pay Global Payments a termination fee of \$153 million. Further, there are only limited exceptions to Heartland's agreement that the Heartland board will not withdraw or modify in a manner adverse to Global Payments the recommendation of the Heartland board in favor of the adoption of the merger agreement and to Heartland's agreement not to enter into an agreement with respect to an alternative acquisition proposal to the mergers.

***Directors and officers of Heartland may have conflicts of interest that may influence them to support or approve the mergers.***

Certain members of the Heartland board and certain executive officers of Heartland may have interests in the transactions contemplated by the merger agreement that may be different from, or are in addition to, the general interests of Heartland stockholders. For additional information, see the section entitled **Proposal 1: The Mergers** **Interests of Certain Persons in the Mergers** beginning on page 58 of this proxy statement/prospectus.

***Litigation filed against Heartland, the Heartland board, Global Payments and the Merger Subs could prevent or delay the consummation of the mergers or result in the payment of damages following the completion of the mergers.***

In connection with the mergers, a purported stockholder of Heartland has filed a putative stockholder class action lawsuit against Heartland, the Heartland board, Global Payments and the Merger Subs. Among other remedies, the plaintiff seeks to enjoin the mergers. The outcome of any such litigation is uncertain. If a dismissal is not granted or a settlement is not reached, any such lawsuit could prevent or delay the completion of the mergers and result in substantial costs to Heartland and Global Payments, including any costs associated with indemnification. Additional lawsuits may be filed against Heartland, Global Payments, the Merger Subs or the directors and officers of either Heartland or Global Payments in connection with the mergers. The defense or settlement of any such lawsuit or claim that remains unresolved at the time the mergers are consummated could negatively affect Global Payments' operating results and cash flows. See the section entitled **Proposal 1: The Mergers** **Litigation Relating to the Mergers** beginning

on page 67 of this proxy statement/prospectus.

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***Global Payments will take on additional indebtedness to finance the mergers, which could adversely affect Global Payments, including by decreasing its business flexibility.***

In connection with the consummation of the mergers, Global Payments intends to increase its indebtedness. Global Payments has entered into an amended credit facility providing for approximately \$4.78 billion of financing to fund the cash consideration for the mergers, repay certain of Heartland's indebtedness and pay related fees and expenses, subject in each case to the conditions set forth in the amended credit facility. Global Payments' increased level of debt and the covenants to which Global Payments will agree in connection with the debt financing could have negative consequences on Global Payments, including, among other things, (1) requiring Global Payments to dedicate a larger portion of its cash flow from operations to servicing and repayment of the debt, (2) reducing funds available for strategic initiatives and opportunities, working capital and other general corporate needs and (3) limiting Global Payments' ability to incur certain kinds or amounts of additional indebtedness, which could restrict its flexibility to react to changes in its business, its industry and economic conditions.

***Heartland stockholders will have different rights with respect to their stockholdings following the mergers.***

Upon consummation of the mergers, Heartland stockholders, who presently hold stock in a public Delaware corporation, will become shareholders of Global Payments, a public Georgia corporation, and their rights as stockholders will be governed by the Global Payments charter, the Global Payments bylaws and Georgia law. There are material differences between the rights of stockholders of a Delaware corporation and the rights of stockholders of a Georgia corporation and between the rights of Heartland stockholders under the Heartland charter and the Heartland bylaws and the rights of Global Payments shareholders under the Global Payments charter and the Global Payments bylaws. For additional information, see the section entitled "Comparison of Rights of Stockholders" beginning on page 110 of this proxy statement/prospectus.

***After the completion of the mergers, shares of Heartland common stock will represent a significantly lower ownership and voting interest in Global Payments than they currently represent in Heartland and ownership thereof will exercise less influence over management.***

Based on the number of issued and outstanding shares of Global Payments common stock and Heartland common stock as of March 21, 2016, and based on the exchange ratio of 0.6687, former holders of shares of Heartland common stock as of immediately prior to the closing of the mergers are expected to hold, in the aggregate, approximately 17% of the issued and outstanding shares of Global Payments common stock immediately following the closing of the mergers. Consequently, former Heartland stockholders will have less influence over the management and policies of Global Payments after the completion of the mergers than they currently have over the management and policies of Heartland.

***The unaudited pro forma condensed combined financial information for Global Payments and Heartland included in this proxy statement/prospectus are preliminary, and Global Payments' actual financial position and results of operations after the completion of the mergers may differ materially from the unaudited pro forma condensed combined financial information included in this proxy statement/prospectus.***

The unaudited pro forma condensed combined financial information for both Global Payments and Heartland in this proxy statement/prospectus are presented for illustrative purposes only and are not necessarily indicative of what Global Payments' actual financial position or operations would have been had the mergers been completed on the dates indicated in such unaudited pro forma condensed combined financial information. For additional information, see the section entitled "Unaudited Pro Forma Condensed Combined Financial Information" beginning on page 92 of this proxy statement/prospectus.



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*Issuance of shares of Global Payments common stock in connection with the mergers may adversely affect the market price of Global Payments common stock.*

In connection with the payment of the aggregate stock consideration, Global Payments expects to issue approximately 26 million shares of common stock to Heartland stockholders. The issuance of these new shares of Global Payments common stock will reduce the existing shareholders' ownership and voting interest in Global Payments and, as a result, Global Payments' existing shareholders will be able to exert less influence. The issuance of these new shares of Global Payments common stock may also result in fluctuations in the market price of Global Payments common stock, including a stock price decrease.

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**THE COMPANIES**

**Heartland Payment Systems, Inc.**

Heartland's primary business is to provide payment services to merchants throughout the United States. This involves providing end-to-end electronic payment services to merchants by facilitating the exchange of information and funds between them and cardholders' financial institutions. To accomplish this, it undertakes merchant set-up and training, transaction authorization and electronic draft capture, clearing and settlement, merchant accounting, merchant assistance and support, and risk management. It also sells and rents point-of-sale devices. Its card-accepting customers primarily fall into two categories: small and mid-sized merchants and network services merchants, which are predominantly petroleum industry merchants of all sizes.

Heartland also provides additional services such as:

integrated commerce solutions, payment services, higher education loan services and open and closed-loop payment solutions to higher-education institutions through its Campus Solutions segment;

school nutrition, point-of-sale solutions (POS), and associated payment solutions, including online prepayment solutions, to kindergarten through 12th grade (K-12) schools through its Heartland School Solutions segment;

full-service payroll processing and related tax filing services throughout the United States provided by its Heartland Payroll Solutions segment; and

other services including (1) prepaid and stored-value card solutions throughout the United States and Canada provided by its Micropayments segment, (2) POS solutions and other adjacent business service applications through its Heartland Commerce segment, and (3) marketing solutions including loyalty and gift cards which we provide through its Heartland Marketing Solutions segment.

Heartland is organized under the laws of the state of Delaware. The address and telephone number of Heartland's principal executive offices are 90 Nassau Street, Second Floor, Princeton, NJ 08542 and (609) 683-3831.

**Global Payments Inc.**

Global Payments is a leading worldwide provider of payment technology services delivering innovative solutions to its customers. Its partnerships, technologies and employee expertise enable it to provide a broad range of services that allow its customers to accept various payment types. Global Payments distributes its services across a variety of channels to merchants and partners in 29 countries throughout North America, Europe, the Asia-Pacific region and Brazil. It also provides payment and digital commerce solutions and operates in three reportable segments: North America, Europe and Asia-Pacific.

Global Payments was incorporated in 2000 and spun-off from its former parent company in 2001. Including its time as part of its former parent company, Global Payments has been in the payment technology services business since 1967.



Global Payments is organized under the laws of the state of Georgia. The address and telephone number of its executive offices are 10 Glenlake Parkway, North Tower, Atlanta, Georgia 30328 and (770) 829-8234.

**Data Merger Sub One, Inc.**

Merger Sub One is a Delaware corporation and a wholly owned subsidiary of Global Payments formed solely for the purpose of implementing the mergers. It has not carried on any activities or operations to date, except for those activities incidental to its formation and undertaken in connection with the transactions contemplated by the merger agreement.

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The address and telephone number of the principal executive offices of Merger Sub One are 10 Glenlake Parkway, North Tower, Atlanta, Georgia 30328 and (770) 829-8234.

**Data Merger Sub Two, LLC**

Merger Sub Two is a Delaware limited liability company and a wholly owned subsidiary of Global Payments formed solely for the purpose of implementing the mergers. It has not carried on any activities or operations to date, except for those activities incidental to its formation and undertaken in connection with the transactions contemplated by the merger agreement.

The address and telephone number of the principal executive offices of Merger Sub Two are 10 Glenlake Parkway, North Tower, Atlanta, Georgia 30328 and (770) 829-8234.

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**INFORMATION ABOUT THE SPECIAL MEETING**

**Time Place and Purpose of the Special Meeting**

This proxy statement/prospectus is being furnished to Heartland stockholders as part of the solicitation of proxies by the Heartland board for use at the special meeting to be held on April 21, 2016, at 300 Carnegie Center, Princeton, New Jersey 08540, at 9:00 a.m. local time, or at any postponement or adjournment thereof.

At the special meeting, Heartland stockholders will be asked to consider and vote upon (1) a proposal to approve and adopt the merger agreement, (2) a proposal to approve, by advisory (non-binding) vote, certain compensation arrangements for Heartland's named executive officers in connection with the mergers and (3) a proposal for adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve the merger proposal.

Heartland stockholders must adopt and approve the merger agreement in order for the mergers to occur. If Heartland stockholders fail to approve the merger proposal, the mergers will not occur. A copy of the merger agreement is attached as **Annex A** to this proxy statement/prospectus, and you are encouraged to read the merger agreement carefully and in its entirety.

**Board Recommendation**

**The Heartland board of directors has unanimously approved the merger agreement and the transactions contemplated thereby, including the mergers, has determined that the merger agreement and the transactions contemplated thereby, including the mergers, are fair to and in the best interests of Heartland stockholders, and unanimously recommends that Heartland stockholders vote FOR the merger proposal, FOR the compensation proposal, and FOR the adjournment proposal.**

**Stockholders Entitled to Vote**

Holders of record of Heartland common stock at the close of business on March 24, 2016, the record date fixed by the Heartland board of directors for the special meeting, will be entitled to notice of, and to vote at, the Heartland special meeting or any postponements or adjournments thereof. You are entitled to one vote for each share of Heartland common stock that you owned on the record date.

On the record date, there were 36,999,176 shares of Heartland common stock outstanding and entitled to vote at the Heartland special meeting.

On the record date, approximately 4% of the outstanding shares of Heartland common stock were held by Heartland directors and executive officers and their respective affiliates. Heartland currently expects that the directors and executive officers of Heartland will vote their shares in favor of each of the proposals to be presented at the Heartland special meeting, although none of them has entered into any agreements obligating him or her to do so.

**Vote Required for Approval**

***Quorum***

Stockholders who hold a majority of the total number of shares of Heartland common stock issued and outstanding on the record date must be present or represented by proxy to constitute a quorum at the Heartland special meeting. All

Heartland common stock represented at the Heartland special meeting, including abstentions, will be treated as present for purposes of determining the presence or absence of a quorum at the Heartland special meeting.

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### ***Required Vote***

Approval of the merger proposal requires the affirmative vote of the holders of a majority of the outstanding shares of Heartland common stock entitled to vote thereon. Approval of each of the compensation proposal and the adjournment proposal requires the affirmative vote of the holders of a majority of the shares present in person or represented by proxy at the special meeting and entitled to vote thereon.

### ***Effect of Not Voting, Withheld Votes and Abstentions***

If you are a Heartland stockholder and fail to vote, if you hold your shares through a bank, brokerage firm or other nominee and fail to instruct your broker, bank or nominee, as applicable, to vote, or abstain from voting, it will have the same effect as a vote **AGAINST** the merger proposal.

If your shares of Heartland common stock are present at the special meeting but your shares are not voted on the compensation proposal, or if you vote to abstain on the compensation proposal, it will have the same effect as a vote **AGAINST** the compensation proposal. If you fail to submit a proxy and fail to attend the special meeting, or if you hold your shares through a bank, brokerage firm or other nominee and you do not instruct your bank, brokerage firm or other nominee, as applicable, to vote your shares of Heartland common stock, your shares of Heartland common stock will not be voted, but this will not have an effect on the vote for the compensation proposal except to the extent such non-vote results in there being insufficient shares present at the meeting to establish a quorum.

If your shares of Heartland common stock are present at the special meeting but your shares are not voted on the adjournment proposal, or if you vote to abstain on the adjournment proposal, it will have the same effect as a vote **AGAINST** the adjournment proposal. If you fail to submit a proxy and fail to attend the special meeting, or if you hold your shares through a bank, brokerage firm or other nominee and you do not instruct your bank, brokerage firm or other nominee, as applicable, to vote your shares of Heartland common stock, your shares of Heartland common stock will not be voted, but this will not have an effect on the vote for the adjournment proposal.

### ***Voting in Person***

If you plan to attend the Heartland special meeting and wish to vote in person, you may vote by ballot at the Heartland special meeting. Please note, however, that if your Heartland shares are held in street name, and you wish to vote at the Heartland special meeting, you must bring to the Heartland special meeting a legal proxy executed in your favor from the record holder (your broker, bank, trust company or other nominee) of the Heartland shares authorizing you to vote at the Heartland special meeting.

In addition, you may be asked to present valid photo identification, such as a driver's license or passport, before being admitted to the Heartland special meeting. If you hold your Heartland shares in street name, you also may be asked to present proof of ownership to be admitted to the Heartland special meeting. A brokerage statement or letter from your broker, bank, trust company or other nominee proving ownership of the Heartland shares on the record date for the Heartland special meeting are examples of proof of ownership. Heartland stockholders will not be allowed to use cameras, recording devices or other similar electronic devices at the Heartland special meeting.

### ***Voting of Proxies***

A proxy card is enclosed for your use. Heartland requests that you sign the accompanying proxy and return it promptly in the enclosed postage-paid envelope. You may also vote your shares by telephone or through the Internet. Information and applicable deadlines for voting by telephone or through the Internet are set forth below and on the

enclosed proxy card.

*By Internet.* You may authorize a proxy to vote your shares via the Internet by going to the website address found on your proxy card and following the instructions provided. Internet

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proxy authorization is available 24 hours per day. You will be given the opportunity to confirm that your voting instructions have been properly submitted. If you are a beneficial owner, your broker may provide additional instructions to you regarding voting your shares through the Internet. **IF YOU AUTHORIZE A PROXY TO VOTE VIA THE INTERNET, YOU DO NOT NEED TO RETURN YOUR PROXY CARD.**

*By Telephone.* You also have the option to authorize a proxy to vote your shares by telephone by calling the toll-free number listed on your proxy card. Telephone proxy authorization is available 24 hours per day. When you call, please have your proxy card/voting instruction form in hand, and you will receive a series of voice instructions which will allow you to authorize a proxy to vote your Heartland common stock. You will be given the opportunity to confirm that your instructions have been properly recorded. If you are a beneficial owner, your broker may provide additional instructions to you regarding voting your shares by telephone. **IF YOU AUTHORIZE A PROXY TO VOTE BY TELEPHONE, YOU DO NOT NEED TO RETURN YOUR PROXY CARD.**

When the accompanying proxy is returned properly executed, the shares of Heartland common stock represented by it will be voted at the Heartland special meeting or any postponement or adjournment thereof in accordance with the instructions contained in the proxy card.

If a proxy is returned without an indication as to how the shares of Heartland common stock represented by the proxy are to be voted with regard to a particular proposal, the Heartland common stock represented by the proxy will be voted in favor of each such proposal. At the date hereof, the management of Heartland has no knowledge of any business that will be presented for consideration at the Heartland special meeting and which would be required to be set forth in this proxy statement/prospectus other than the matters set forth in the accompanying Notice of Special Meeting of Stockholders of Heartland. If any other matter is properly presented at the Heartland special meeting for consideration, it is intended that the persons named in the enclosed form of proxy and acting thereunder will vote in accordance with their best judgment on such matter.

**Your vote is important. Accordingly, please sign and return the enclosed proxy card whether or not you plan to attend the Heartland special meeting in person.**

## **Shares Held in Street Name**

If your shares are held by a bank, brokerage firm or other nominee, you are considered the beneficial owner of shares held in street name, and your bank, brokerage firm or other nominee, as applicable, is considered the stockholder of record with respect to those shares. Your bank, brokerage firm or other nominee, as applicable, will send you, as the beneficial owner, a package describing the procedure for voting your shares. You should follow the instructions provided by them to vote your shares. You are invited to attend the special meeting; however, you may not vote these shares in person at the special meeting unless you obtain a legal proxy from your bank, brokerage firm or other nominee, as applicable, that holds your shares, giving you the right to vote the shares at the special meeting.

If you are a Heartland stockholder and you do not instruct your broker, bank or nominee, as applicable, to vote, your broker, bank or nominee, as applicable, may not vote those shares, and it will have the same effect as a vote **AGAINST** the merger proposal.

## **Solicitation of Proxies**

Heartland is paying the costs of printing, mailing and distributing this proxy statement/prospectus to its stockholders, as well as the costs of the proxy solicitation on behalf of the Heartland board of directors.



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Heartland will provide copies of this proxy statement/prospectus to banks, brokerage houses, fiduciaries and custodians holding, in their names, shares of Heartland common stock beneficially owned by others so that they may forward this proxy statement/prospectus to the beneficial owners. After this proxy statement/prospectus becomes available to stockholders, proxies may be solicited by directors, officers and employees of Heartland and its subsidiaries personally, by telephone, facsimile, email or otherwise. Such persons will not receive any fees or other compensation for such solicitation. Heartland has retained Innisfree M&A Incorporated, for a fee not expected to exceed \$25,000, plus expense reimbursement to assist in proxy solicitation activities associated with the Heartland special meeting. In addition, Heartland will reimburse brokers, custodians, nominees and other persons holding shares for others for their reasonable expenses in sending proxy materials to the beneficial owners of such shares and in obtaining their proxies.

## **Revocability of Proxies**

If you are a holder of record of Heartland common stock on the record date for the Heartland special meeting, you have the power to revoke your proxy at any time before your proxy is voted at the Heartland special meeting. You can revoke your proxy in one of three ways:

you can send a signed notice of revocation;

you can submit a new, valid proxy card bearing a later date; or

you can attend the Heartland special meeting and vote in person, which will automatically cancel any proxy previously given, or you can revoke your proxy in person, but your attendance alone will not revoke any proxy that you have previously given.

If you choose the first method, your notice of revocation must be received by the Secretary of Heartland at Attn: Corporate Secretary, Heartland Payment Systems, Inc., 90 Nassau Street, Princeton, New Jersey 08542 no later than the beginning of the Heartland special meeting. If you have voted your shares by telephone or through the Internet, you may revoke your prior telephone or Internet vote by recording a different vote using the telephone or Internet, or by signing and returning a proxy card dated as of a date that is later than your last telephone or Internet vote.

If your Heartland shares are held in street name, you should follow the instructions of your broker regarding the revocation of proxies.

Once voting on a particular matter is completed at the Heartland special meeting, a Heartland stockholder will not be able to revoke its proxy or change its vote as to that matter.

## **Adjournments**

If less than a quorum shall be in attendance at the time for which the Heartland special meeting shall have been called, the meeting may be adjourned from time to time by the chairman of the Heartland board of directors or by vote of the stockholders holding a majority of the issued and outstanding shares of the capital stock of Heartland entitled to vote who are present in person or by proxy at such meeting. Any meeting or adjournment thereof at which a quorum is present may also be adjourned in a like manner, for such time without notice or call, or upon such notice or call as may be determined by such majority vote. At any adjourned meeting at which a quorum shall be present, any business

may be transacted which might have been transacted if the Heartland special meeting had been held as originally called.

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**PROPOSAL 1: THE MERGERS**

*The following is a discussion of the proposed mergers and the merger agreement. This is a summary only and may not contain all of the information that is important to you. A copy of the merger agreement is attached to this proxy statement/prospectus as **Annex A** and is incorporated by reference herein. Heartland stockholders are urged to read this entire proxy statement/prospectus, including the merger agreement, for a more complete understanding of the mergers.*

**The Mergers; Merger Consideration**

Pursuant to the terms and subject to the conditions set forth in the merger agreement, Global Payments will acquire Heartland by way of two mergers. First, Merger Sub One will merge with and into Heartland, with Heartland continuing as a wholly owned subsidiary of Global Payments. Second, Heartland will merge with and into Merger Sub Two immediately following the initial merger, with Merger Sub Two surviving the second merger as a wholly owned subsidiary of Global Payments.

Upon completion of the initial merger, subject to the terms and conditions of the merger agreement, each share of Heartland common stock issued and outstanding, other than shares owned by (1) Global Payments, the Merger Subs or Heartland (which will be cancelled), (2) stockholders who have properly exercised and perfected appraisal rights under Delaware law (as described below in the section entitled **Appraisal Rights** beginning on page 88 of this proxy statement/prospectus), or (3) any direct or indirect wholly owned subsidiary of Heartland (which will remain outstanding), will be converted into the right to receive, subject to adjustment under limited circumstances described in the paragraph below, \$53.28 in cash, without interest, and 0.6687 of a share of Global Payments common stock. Other than the possible adjustment described in the paragraph below, the exchange ratio of 0.6687 of a share of Global Payments common stock is fixed, which means that it will not change between now and the effective time, including as a result of a change in the trading price of Global Payments common stock or Heartland common stock. Therefore, the value of the shares of Global Payments common stock received by Heartland stockholders in the mergers will depend on the market price of Global Payments common stock at the time the mergers are completed.

The per share merger consideration will be equitably adjusted if between the signing of the merger agreement and the effective time of the mergers, the outstanding Global Payments common stock or Heartland common stock is changed into a different number of shares or different class of shares by reasons of any stock dividend, subdivision, reorganization, reclassification, recapitalization, stock split, reverse stock split, combination or exchange of shares or any similar event, such that the holders of Heartland common stock will be provided with the same economic effect as contemplated by the merger agreement. In addition, the exchange ratio will be adjusted if the exchange ratio would otherwise result in Global Payments issuing in excess of 19.9% of its common stock outstanding immediately prior to the effective time as a result of the mergers. In such circumstance, the exchange ratio will be reduced to the minimum extent necessary so that the number of shares of Global Payments common stock issued or issuable as a result of the mergers will equal 19.9% of its common stock outstanding immediately prior to the effective time and the cash consideration will be increased by an equivalent value (based on the volume weighted average trading price of Global Payments common stock on the NYSE for the five consecutive trading days ending on the trading day immediately preceding the closing date of the mergers).

As of the signing of the merger agreement, the number of shares of Global Payments common stock expected to be issued in the mergers constituted less than 19.9% of the outstanding shares of Global Payments common stock, and Global Payments and Heartland currently do not anticipate that any adjustment to the exchange ratio will be required. A vote by Heartland stockholders for the adoption of the merger agreement constitutes approval of the mergers whether or not the exchange ratio is adjusted as described above.

**Background of the Mergers**

The Heartland board of directors has regularly reviewed and discussed Heartland's business strategy, performance and prospects in the context of developments in the payments industry and the competitive

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landscape. Among other things, these discussions have included possible strategic alternatives which might be available to Heartland, such as potential acquisitions or business combinations involving potential strategic partners. These strategic discussions have in the past led to acquisitions by Heartland to diversify its business and enhance its product offerings, including Heartland's acquisition of TouchNet Information Systems, Inc. in 2014. In addition, Heartland has periodically discussed with other industry participants possible business combinations, none of which resulted in an actionable proposal. Heartland management and the Heartland board of directors decided to proceed with a potential transaction with Global Payments for various reasons, as discussed in the section entitled "Heartland's Reasons for the Mergers" beginning on page 44 of this proxy statement/prospectus.

The management and board of directors of Global Payments continually review Global Payments' results of operations as well as strategic alternatives to create and maximize value for Global Payments' shareholders. Part of this regular evaluation includes the exploration of potential strategic acquisitions. Over the past several years, Global Payments has, organically and through acquisition, focused on expanding direct distribution of its services, both domestically and internationally, as well as enabling technology related services for its customers. Global Payments' recent acquisitions of Accelerated Payment Technologies, Payment Processing, Ezidebit, and Realex, among others, have evidenced this focus. In 2015, management continued its exploration of potential acquisitions, including Heartland. As a sizeable company in the payment services industry whose payment services are almost exclusively distributed on a direct basis, including significant technology-led distribution capabilities, the potential acquisition of Heartland was consistent with Global Payments' focused approach.

In October 2015, after discussion with William I Jacobs, chairman of the Global Payments board of directors, Jeffrey S. Sloan, chief executive officer of Global Payments, reached out to Heartland's chairman and chief executive officer, Robert O. Carr, to request a meeting for the purposes of discussing among other matters, a potential combination of Global Payments and Heartland. Mr. Carr and Mr. Sloan agreed to meet at a future date to have preliminary discussions concerning such a strategic combination and its possible merits.

In early November 2015, Mr. Sloan and Mr. Carr met in person to discuss their respective views on the current trends in the payment technology services industry and the merits of a strategic combination of Heartland and Global Payments. Mr. Carr and Mr. Sloan spoke shortly thereafter by telephone, during which conversation each agreed they would discuss the possibility of a combination of Global Payments and Heartland with their respective boards of directors.

On November 10, 2015, the Heartland board of directors held a regularly scheduled in person meeting, which was also attended by Heartland management, Heartland's financial advisors, FT Partners, which we refer to as FT, and Greenhill, and Heartland's outside legal counsel, which we refer to as Wachtell Lipton. At this meeting, Mr. Carr informed the Heartland board of directors of the discussions which had taken place regarding a potential combination of Global Payments and Heartland, and received authorization to continue such discussions.

On November 18, 2015, the members of the Global Payments board of directors attended a dinner with members of the Global Payments management team, including David E. Mangum, president and chief operating officer, Cameron M. Bready, executive vice president and chief financial officer, and David L. Green, executive vice president, general counsel and corporate secretary. At the dinner, the members of the Global Payments board and management team discussed the potential combination with Heartland and determined that Mr. Sloan should communicate to Mr. Carr that Global Payments wished to continue discussions to determine whether the parties could agree on the terms of a potential transaction. Mr. Sloan and Mr. Carr spoke the next day and confirmed their respective interest in the continuation of discussions between the parties.

On November 19, 2015, Global Payments and Heartland entered into a mutual confidentiality and standstill agreement. Over the next several weeks, the parties conducted mutual due diligence investigations, including meetings between members of Heartland's and Global Payments' respective management teams and the parties' external advisors.

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On November 20, 2015, Messrs. Sloan, Mangum and Bready met in person with Mr. Carr and other members of Heartland's senior management team so that the Global Payments management team could conduct preliminary high level business due diligence on Heartland. Mr. Carr, Samir Zabaneh, Heartland's chief financial officer, and other members of the Heartland senior management team delivered a management presentation to Messrs. Sloan, Mangum and Bready.

On November 24, 2015, the Global Payments board of directors held a telephonic meeting at which they authorized Mr. Sloan to submit a proposal for Global Payments to acquire Heartland. The Global Payments board of directors authorized management to proceed with an offer to acquire Heartland for \$97.50 per share, consisting of a mixture of cash and stock. The Global Payments board believed that such a mixture of consideration would be beneficial to Global Payments shareholders who would benefit from the accretion from the acquisition while providing the combined entity with an acceptable level of leverage. The Global Payments board also believed that such mixture of consideration would allow Heartland stockholders to participate in the future growth and opportunities of the combined company. Later that day, Mr. Sloan sent a letter to Mr. Carr proposing, on a preliminary, non-binding basis, the acquisition of Heartland for \$97.50 per share, with the consideration to consist of a mix of Global Payments common stock (valued at a fixed exchange ratio) and cash. After sending the letter, Mr. Sloan called Mr. Carr to confirm receipt of the letter, during which call Mr. Carr reported to Mr. Sloan that Mr. Carr would discuss the proposal with the Heartland board of directors.

After receiving the letter, Mr. Carr contacted members of the Heartland board to discuss Heartland's response to Global Payments. Following discussion, it was agreed that Heartland should inform Global Payments that Heartland was willing to continue to evaluate and negotiate the potential transaction and proceed with consideration consisting of a mixture of cash and Global Payments common stock (as proposed in Mr. Sloan's letter), but that the Heartland board believed that it would only support a transaction at a value of at least \$100 per share of Heartland common stock.

Mr. Carr subsequently called Mr. Sloan to discuss the terms of the November 24<sup>th</sup> proposal. Mr. Carr informed Mr. Sloan that the Heartland board of directors had authorized him to proceed with discussions based on the terms proposed by Global Payments, subject to negotiation and agreement on key terms including price and contract provisions, and that members of the Heartland board were interested in a \$100 per share price. Mr. Sloan indicated that Global Payments would potentially reconsider its proposed price following the completion of Global Payments due diligence investigation of Heartland.

During this time, Heartland and Global Payments each provided the other party and its advisors with access to due diligence materials. Also in late November, Global Payments engaged Simpson Thacher & Bartlett LLP, which we refer to as Simpson Thacher, to act as its legal advisor in connection with Global Payments' discussions with Heartland concerning the potential acquisition.

In late November and early December, senior management of Heartland and Global Payments continued to negotiate the parameters of a transaction. In addition, in early December Simpson Thacher delivered a draft merger agreement to Wachtell Lipton, which included, among other things, the payment of a termination fee to Global Payments equal to \$170 million if, among other things, Global Payments were to terminate the merger agreement in response to Heartland's board of directors changing its recommendation or if Heartland entered into an alternative acquisition proposal after a termination of the merger agreement in certain circumstances, and the reimbursement of up to \$25 million of Global Payment's expenses in the event the merger agreement were to be terminated as a result of the failure of Heartland to obtain stockholder approval, which we refer to as a no vote expense reimbursement fee. The draft agreement also included a marketing period for the proposed debt financing. The parties and their counsel subsequently had regular discussions on the terms of the draft merger agreement.

On December 3, 2015, the Heartland board of directors held a telephonic special meeting, which was also attended by Heartland management and representatives of Greenhill, FT and Wachtell Lipton. At this meeting, Mr. Carr and Mr. Zabaneh provided the board an update on the status of discussions with Global Payments, including the progress of mutual due diligence. The Heartland board of directors authorized Heartland management to continue their discussions with Global Payments regarding a potential transaction.



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Throughout the period of discussions, Global Payments continued its due diligence investigation of Heartland, including in person meetings and presentations by subject matter experts, including on information technology, operations, finance, sales and product matters. Also during this time Heartland conducted reverse due diligence investigations on Global Payments, including in person meetings and review of materials. Global Payments and Heartland also discussed financing plans for the potential transaction.

On December 10, 2015, multiple news organizations publicly reported that Global Payments and Heartland were engaged in discussions regarding the potential acquisition of Heartland by Global Payments. No specific price or other terms were reported. The reports included speculation that a deal was targeted for announcement as early as during the month of December. Following the news reports on December 10<sup>th</sup>, the parties determined to accelerate discussions, subject to approval by each of their respective boards of directors.

On December 13, 2015, the Heartland board of directors held a telephonic special meeting, which was also attended by Heartland management, representatives of Greenhill, FT and Wachtell Lipton. Mr. Carr, Mr. Zabaneh and other members of the Heartland senior management team updated the Heartland board of directors on the status of the proposed mergers, and reviewed the strategic rationale and the anticipated benefits of the proposed mergers. Representatives of Heartland's management and advisors discussed the results of the due diligence conducted on Global Payments and of the reaction to the news reports of a potential transaction, including equity analyst commentary and stock market price reaction. Each of Greenhill and FT reviewed financial aspects of the proposed mergers, including a preliminary discussion of various financial methodologies expected to be utilized in its analysis. Representatives of Wachtell Lipton discussed the terms of the merger agreement with the board and further advised the board of directors on its fiduciary duties. Following these discussions, the board authorized management to continue discussions and negotiations with Global Payments.

Also on December 13, 2015, the Global Payments board held a telephonic meeting with members of management present. At the meeting, management updated the board on the current status of negotiations between Global Payments and Heartland, including the progress of the third party debt financing for the contemplated acquisition, an update on the public rumors of the potential transaction and a summary of the results of Global Payments' due diligence review of Heartland. With respect to the third party debt financing, Mr. Bready described to the Global Payments board that it was contemplated that the financing would be comprised of a new term loan and draws on Global Payments' existing revolving credit facility, which would be amended to accommodate the transaction. Mr. Bready also summarized for the Global Payments board the anticipated leverage profile of the combined entity as well as its ability to de-lever over time after the closing. Mr. Green reviewed with the board a summary of the terms of the draft merger agreement, which included the parties' agreement on a break-up fee equal to \$153 million. The Global Payments board then authorized management to continue negotiations and discussions with Heartland with respect to a potential transaction.

On December 14, 2015 Global Payments and Heartland continued to negotiate the terms of the merger agreement, including with respect to price, the circumstances upon which a break-up fee would be payable by Heartland and the terms of the marketing period and covenants relating to financing. Global Payments agreed that it would not receive a no vote expense reimbursement fee.

On December 15, 2015, Global Payments and Heartland negotiated the final terms of the merger agreement and Global Payments agreed to increase its offer price to \$100 per share, comprised of 0.6687 of a share of Global Payments common stock and \$53.28 in cash. Global Payments also finalized the negotiations concerning its committed financing for the transaction.

Also on December 15, 2015, the Heartland board of directors held a meeting to consider the terms of the proposed transaction with Global Payments. Members of Heartland's management team and representatives from Greenhill, FT and Wachtell Lipton were also in attendance. At the meeting, members of Heartland's management updated the Heartland board of directors on the status of the proposed mergers, and reviewed the strategic rationale and the anticipated benefits of the proposed mergers. Representatives of Heartland's management and

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advisors updated the Heartland board on the results of the due diligence conducted on Global Payments. Greenhill reviewed its analysis of the per share merger consideration and rendered an oral opinion, confirmed by delivery of a written opinion dated December 15, 2015, to the Heartland board to the effect that, as of that date and subject to the assumptions made, procedures followed, factors considered and limitations and qualifications on the review undertaken by Greenhill as set forth in such opinion, the per share merger consideration to be received in the initial merger pursuant to the merger agreement by the holders of Heartland common stock (other than excluded holders) was fair, from a financial point of view, to such holders of Heartland common stock, as more fully described under the section entitled **Opinion of Greenhill & Co., LLC** beginning on page 49 of this proxy statement/prospectus. Representatives of Wachtell Lipton discussed the terms of the merger agreement with the board and further advised the board of directors on its fiduciary duties. After considering the proposed terms of the mergers with Heartland's management and advisors, and taking into consideration the matters discussed during that meeting and prior meetings of the Heartland board, including the strategic alternatives discussed at those meetings and the factors described under the sections entitled **Heartland's Reasons for the Mergers** and **Recommendation of the Heartland Board** beginning on pages 44 and 46, respectively, of this proxy statement/prospectus, the Heartland board of directors unanimously determined the mergers, the merger agreement and the other transactions contemplated by the proposed merger agreement, to be in the best interests of Heartland and its stockholders, and the directors unanimously approved and adopted the proposed merger agreement and the transactions contemplated by it, including the mergers, and determined to recommend that Heartland stockholders approve and adopt the merger agreement.

Also on December 15, 2015, the Global Payments board held a telephonic meeting with members of management and representatives of its financial advisor and Simpson Thacher present. The Global Payments board reviewed and discussed the final terms of the merger agreement and proposed acquisition of Heartland together with management and their outside legal and financial advisors. Mr. Bready also reviewed with the Global Payments board the status of the proposed debt financing. After discussion, the board approved the execution, delivery and performance of the merger agreement and related documents, including the financing for the transaction, and the consummation of the mergers and the other transactions contemplated by the merger agreement, and declared advisable the entry into the merger agreement.

Shortly after the close of market on December 15, 2015, Global Payments and Heartland issued a joint press release announcing the transaction, which press release also announced Global Payments' third quarter 2015 financial results.

**Heartland's Reasons for the Mergers**

In reaching its decision to adopt and approve the merger agreement, the mergers and the other transactions contemplated by the merger agreement, and to recommend that its stockholders approve the merger agreement, the Heartland board evaluated the mergers in consultation with Heartland management, as well as Heartland's financial and legal advisors, and considered a number of factors, including the following material factors:

the implied value of the per share merger consideration and the fact that it represented a 21% premium to the closing price of Heartland common stock on December 14, 2015, the last trading day prior to the meeting of the Heartland board to approve the merger agreement, and a 29% premium to the closing price of Heartland common stock on December 9, 2015, the last full trading day before the publication of news reports relating to a potential acquisition of Heartland by Global Payments, in each case based on the closing price of Global Payments common stock on December 14, 2015;