

GLOBAL PAYMENTS INC

Form 4

April 26, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BALDWIN ROBERT H B JR

(Last) (First) (Middle)

**10 GLENLAKE
PARKWAY, NORTH TOWER**

(Street)

ATLANTA, GA 30308

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

GLOBAL PAYMENTS INC [GPN]

3. Date of Earliest Transaction
(Month/Day/Year)

04/22/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/22/2016		A ⁽¹⁾		367,576	A	\$ 75.86 ⁽²⁾
Common Stock	04/22/2016		A ⁽³⁾		989	A	\$ 73.29
Common Stock	04/22/2016		A ⁽¹⁾		20,356	A	\$ 75.86 ⁽²⁾

Robert
H.B.
Baldwin,
Jr. Trust
U/A/D
June 30,
2004 ⁽⁴⁾

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BALDWIN ROBERT H B JR 10 GLENLAKE PARKWAY NORTH TOWER ATLANTA, GA 30308		X		

Signatures

/s/ David L. Green, attorney-in-fact for Mr. Robert H.B.
Baldwin, Jr.

04/26/2016

____Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Acquired pursuant to an Agreement and Plan of Merger dated as of December 15, 2015, by and among Global Payments Inc. and Heartland Payments Systems Inc., and certain wholly owned subsidiaries of Global Payments Inc. (the "Merger Agreement").
- (2) Represents the volume weighted average trading price of Global Payment Inc.'s common stock on the New York Stock Exchange for the five consecutive trading days preceding the closing date, in accordance with the terms of the Merger Agreement.
- (3) Represents fully-vested shares of common stock, which were granted to the reporting person as compensation for service as a non-employee director.
- (4)

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Shares held by the Robert H.B. Baldwin, Jr. Trust U/A/D June 30, 2004 (the "Trust"). The reporting person disclaims beneficial ownership of the securities held in the Trust, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or any other.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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