

GLOBAL PAYMENTS INC  
Form 4  
April 26, 2016

**FORM 4**

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

OMB APPROVAL

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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

(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)             |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 04/22/2016                           |  | A <sup>(1)</sup>               | 367,576   | A \$ 75.86 <sup>(2)</sup> 367,576   | D  |   |
| Common Stock                    | 04/22/2016                           |  | A <sup>(3)</sup>               | 989   | A \$ 73.29 368,565  | D  |   |
| Common Stock                    | 04/22/2016                           |  | A <sup>(1)</sup>               | 20,356  | A \$ 75.86 <sup>(2)</sup> 20,356  | I  | Robert H.B. Baldwin, Jr. Trust U/A/D June 30, 2004 <sup>(4)</sup> |

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

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(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 Owned Beneficially (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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<br>10 GLENLAKE PARKWAY<br>NORTH TOWER<br>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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.