

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

**Post-Effective Amendment No. 2  
to  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**GLOBAL PAYMENTS INC.**

(Exact name of registrant as specified in its charter)

**Georgia**  
(State or other jurisdiction of  
incorporation or organization)

**58-2567903**  
(I.R.S. Employer  
Identification No.)

**10 Glenlake Parkway, North Tower  
Atlanta, Georgia 30328-3473  
(770) 829-8000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Suellyn P. Tornay  
Executive Vice President and General Counsel  
Global Payments Inc.**

**10 Glenlake Parkway, North Tower  
Atlanta, Georgia 30328-3473  
(770) 829-8000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copy to:*

**Mark F. McElreath, Esq.  
Alston & Bird LLP  
90 Park Avenue  
New York, New York 10016**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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## TERMINATION OF REGISTRATION

This Post-Effective Amendment No. 2 relates to the Registration Statement on Form S-3 (Registration No. 333-111768) (as amended, the "Registration Statement") of Global Payments, Inc. (the "Company") filed on January 8, 2004, pertaining to the offer and sale of an aggregate of up to 564,160 shares of common stock of the Company underlying stock options which were held by MRY Partners, L.P.

As of the date hereof, the Company has terminated all offerings of its securities pursuant to the Registration Statement. In accordance with an undertaking contained in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offering, the Company hereby terminates the Registration Statement because it has satisfied its obligation under that certain agreement by and among the Company, MRY Partners, L.P., and Robert A. Yellowlees dated December 19, 2003, to maintain an effective registration statement for the period of time specified in the agreement.

