

CARDTRONICS INC

Form 3

December 11, 2007

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*

TA ASSOCIATES INC

(Last) (First) (Middle)

JOHN HANCOCK  
TOWER, 200 CLARENDON  
ST, 56TH FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

12/10/2007

3. Issuer Name and Ticker or Trading Symbol  
CARDTRONICS INC [CATM]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed (Month/Day/Year)

(Check all applicable)

☒ Director ☒ 10% Owner☐ Officer ☐ Other

(give title below) (specify below)

See General Remarks

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 Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)Date  
ExercisableExpiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Series B Convertible Preferred Stock	02/10/2005	Â (1)	Common Stock	150,577	\$ (2)	I	See Footnote 3 (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TA ASSOCIATES INC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON,Â MAÂ 02116	Â X	Â X	Â	See General Remarks
TA Investors II L.P. JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON,Â MAÂ 02116	Â	Â	Â	See General Remarks

## Signatures

TA Associates, Inc., By Thomas P. Alber, Chief Financial Officer	12/11/2007
_____ **Signature of Reporting Person	Date
TA Investors II L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	12/11/2007
_____ **Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) These securities do not have an expiration date.
- (2) Upon the closing of the Issuer's initial public offering, each share of Series B Convertible Preferred Stock will automatically convert into 1.7013 shares of Common Stock.
- (3) These securities are owned solely by TA Investors II L.P. TA Associates, Inc. is the General Partner of TA Investors II L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Investors II A L.P. and disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.

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### Remarks:

TheÂ ReportingÂ PersonsÂ areÂ membersÂ ofÂ aÂ 13(d)Â groupÂ owningÂ moreÂ thanÂ 10%Â ofÂ theÂ Issuer'sÂ outst

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.