

CARDTRONICS INC
Form 3/A
February 12, 2008

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

OMB APPROVAL

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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)

<p>1. Name and Address of Reporting Person *</p> <p>TA ASSOCIATES INC</p> <p>(Last) (First) (Middle)</p> <p>JOHN HANCOCK TOWER, 200 CLARENDON ST, 56TH FLOOR</p> <p>(Street)</p> <p>BOSTON, MA 02116</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/10/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CARDTRONICS INC [CATM]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See General Remarks</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>12/11/2007</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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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)
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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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		or Indirect (1) (Instr. 5)	
Series B Convertible Preferred Stock	02/10/2005	Â (1)	Common Stock	7,583,447	\$ (2)	I	See Footnote 3 (3)
Series B Convertible Preferred Stock	02/10/2005	Â (1)	Common Stock	3,033,370	\$ (2)	I	See Footnote 4 (4)
Series B Convertible Preferred Stock	02/10/2005	Â (1)	Common Stock	1,307,663	\$ (2)	I	See Footnote 5 (5)
Series B Convertible Preferred Stock	02/10/2005	Â (1)	Common Stock	155,268	\$ (2)	I	See Footnote 6 (6)
Series B Convertible Preferred Stock	02/10/2005	Â (1)	Common Stock	27,875	\$ (2)	I	See Footnote 7 (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TA ASSOCIATES INC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116	Â X	Â X	Â	See General Remarks
TA IX LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116	Â	Â	Â	See General Remarks
TA ASSOCIATES IX LLC JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116	Â	Â	Â	See General Remarks
TA Atlantic & Pacific V L P JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116	Â	Â	Â	See General Remarks
TA Associates AP V L.P. JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116	Â	Â	Â	See General Remarks
TA / ATLANTIC & PACIFIC IV LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116	Â	Â	Â	See General Remarks
TA ASSOCIATES AP IV LP JOHN HANCOCK TOWER	Â	Â	Â	See General Remarks

200 CLARENDON ST. 56TH FLOOR
BOSTON, MA 02116

TA ASSOCIATES STRATEGIC PARTNERS FUND A LP
JOHN HANCOCK TOWER
200 CLARENDON ST 56TH FLOOR
BOSTON, MA 02116

^ ^ ^ See General Remarks

TA ASSOCIATES STRATEGIC PARTNERS FUND B LP
JOHN HANCOCK TOWER
200 CLARENDON ST 56TH FLOOR
BOSTON, MA 02116

^ ^ ^ See General Remarks

TA ASSOCIATES SPF LP
JOHN HANCOCK TOWER
200 CLARENDON ST. 56TH FLOOR
BOSTON, MA 02116

^ ^ ^ See General Remarks

Signatures

TA Associates, Inc., By Thomas P. Alber, Chief Financial Officer 02/12/2008

__Signature of Reporting Person Date

TA IX L.P., By TA Associates IX LLC, Its General Partner, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer 02/12/2008

__Signature of Reporting Person Date

TA Associates IX LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer 02/12/2008

__Signature of Reporting Person Date

TA Atlantic and Pacific V L.P., By TA Associates AP V L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer 02/12/2008

__Signature of Reporting Person Date

TA Associates AP V L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer 02/12/2008

__Signature of Reporting Person Date

TA/Atlantic and Pacific IV L.P., By TA Associates AP IV L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer 02/12/2008

__Signature of Reporting Person Date

TA Associates AP IV L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer 02/12/2008

__Signature of Reporting Person Date

TA Strategic Partners Fund A L.P., By TA Associates SPF L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer 02/12/2008

__Signature of Reporting Person Date

TA Strategic Partners Fund B L.P., By TA Associates SPF L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer 02/12/2008

__Signature of Reporting Person Date

02/12/2008

TA Associates SPF L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber,
Chief Financial Officer

__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 13.70415 shares of Common Stock. This Form 3/A is not being filed to report a new transaction, but rather is being filed solely to report an administrative error in the calculation of the Preferred Stock conversion ratio and a resulting revision in the amount of securities beneficially owned by the Reporting Persons.
- (3) These securities are owned solely by TA IX L.P. TA Associates, Inc. is the Manager of TA Associates IX LLC, which is the General Partner of TA IX L.P. Each of TA Associates, Inc. and TA Associates IX LLC may be deemed to have a beneficial interest in shares held by TA IX L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
- (4) These securities are owned solely by TA Atlantic and Pacific V L.P. TA Associates, Inc. is the General Partner of TA Associates AP V L.P., which is the General Partner of TA Atlantic and Pacific V L.P. Each of TA Associates, Inc. and TA Associates AP V L.P. may be deemed to have a beneficial interest in shares held by TA Atlantic and Pacific V L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
- (5) These securities are owned solely by TA/Atlantic and Pacific IV L.P. TA Associates, Inc. is the General Partner of TA Associates AP IV L.P., which is the General Partner of TA/Atlantic and Pacific IV L.P. Each of TA Associates, Inc. and TA Associates AP IV L.P. may be deemed to have a beneficial interest in shares held by TA/Atlantic and Pacific IV L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
- (6) These securities are owned solely by TA Strategic Partners Fund A L.P. TA Associates, Inc. is the General Partner of TA Associates SPF L.P., which is the General Partner of TA Strategic Partners Fund A L.P. Each of TA Associates, Inc. and TA Associates SPF L.P. may be deemed to have a beneficial interest in shares held by TA Strategic Partners Fund A L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
- (7) These securities are owned solely by TA Strategic Partners Fund B L.P. TA Associates, Inc. is the General Partner of TA Associates SPF L.P., which is the General Partner of TA Strategic Partners Fund B L.P. Each of TA Associates, Inc. and TA Associates SPF L.P. may be deemed to have a beneficial interest in shares held by TA Strategic Partners Fund B L.P. and each 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:

The Reporting Persons are members of a 13(d) group owning more than 10% of the Issuer's outstanding

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.