

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>CapStreet Group LLC</p> <p>(Last) (First) (Middle)</p> <p>600 TRAVIS, SUITE 6110</p> <p>(Street)</p> <p>HOUSTON, TX 77002</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 type="checkbox"/> Other (give title below) (specify below)</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)
Common Stock	8,091,222 <sup>(1)</sup>	I	See Footnote <sup>(2)</sup>
Common Stock	949,852 <sup>(1)</sup>	I	See Footnote <sup>(3)</sup>

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

SEC 1473 (7-02)

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**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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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(2) These securities are owned by CapStreet II, L.P. The CapStreet Group, LLC is the general partner of CapStreet GP II, L.P., which is the general partner of CapStreet II, L.P. Each of The CapStreet Group, LLC and CapStreet GP II, L.P. may be deemed to have a beneficial interest in the shares held by CapStreet Parallel II, 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.

(3) These securities are owned by CapStreet Parallel II, L.P. The CapStreet Group, LLC is the general partner of CapStreet Parallel II, L.P. The CapStreet Group, LLC may be deemed to have a beneficial interest in the shares held by CapStreet Parallel II, 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:**

The Reporting Persons are members of a 13(d) group owning more than 10% of the Issuer's outstanding shares. The Reporting Persons have two representatives on the Issuer's board of directors. Fred R. Lummis and Frederick W. Br Reporting Persons' representatives on the board of directors and, as such, the Reporting Persons are

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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