

CARDTRONICS INC  
Form SC 13G  
February 14, 2008

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. \_\_\_\_)\***

**Cardtronics Inc.**

**(Name of Issuer)**

**Common Stock Par Value \$.0001**

**(Title of Class of Securities)**

**14161H 10 8**

**(CUSIP Number)**

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12/31/07

(Date of Event Which Requires Filing of this Statement)

**This schedule is being filed pursuant to Rule 13d-1 (d)**

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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**1 NAME OF REPORTING PERSON**

**S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON**

TA IX L.P.	04-3520503
TA Atlantic and Pacific V L.P.	20-1881619
TA/Atlantic and Pacific IV L.P.	04-3465628
TA Strategic Partners Fund A L.P.	01-0682418
TA Strategic Partners Fund B L.P.	01-0682422
TA Investors II L.P.	20-1144811

**2 CHECK THE BOX IF A MEMBER OF A GROUP\***

(a)  x

(b)  ..

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

TA IX L.P.	Delaware
TA Atlantic and Pacific V L.P.	Delaware
TA/Atlantic and Pacific IV L.P.	Delaware
TA Strategic Partners Fund A L.P.	Delaware
TA Strategic Partners Fund B L.P.	Delaware
TA Investors II L.P.	Delaware

**5 SOLE VOTING POWER**

**NUMBER OF**

<b>SHARES</b>	TA IX L.P.	7,583,447
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<b>BENEFICIALLY</b>	TA Atlantic and Pacific V L.P.	3,033,370
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**OWNED BY**

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<b>EACH</b>	TA/Atlantic and Pacific IV L.P.	1,307,663
<b>REPORTING</b>	TA Strategic Partners Fund A L.P.	155,268
<b>PERSON</b>	TA Strategic Partners Fund B L.P.	27,875
<b>WITH</b>	TA Investors II L.P.	151,663

**6 SHARED VOTING POWER**

N/A

**7 SOLE DISPOSITIVE POWER**

TA IX L.P.	7,583,447
TA Atlantic and Pacific V L.P.	3,033,370
TA/Atlantic and Pacific IV L.P.	1,307,663
TA Strategic Partners Fund A L.P.	155,268
TA Strategic Partners Fund B L.P.	27,875
TA Investors II L.P.	151,663

**8 SHARED DISPOSITIVE POWER**

N/A

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

TA IX L.P.	7,583,447
TA Atlantic and Pacific V L.P.	3,033,370
TA/Atlantic and Pacific IV L.P.	1,307,663
TA Strategic Partners Fund A L.P.	155,268
TA Strategic Partners Fund B L.P.	27,875
TA Investors II L.P.	151,663

**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\***

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

TA IX L.P.	19.66%
TA Atlantic and Pacific V L.P.	7.87%
TA/Atlantic and Pacific IV L.P.	3.39%
TA Strategic Partners Fund A L.P.	0.40%
TA Strategic Partners Fund B L.P.	0.07%
TA Investors II L.P.	0.39%

**12 TYPE OF REPORTING PERSON**

Six Limited Partnerships

**SEE INSTRUCTION BEFORE FILLING OUT!**

**Item 1 (a) Name of Issuer:**

Cardtronics Inc.

**Item 1 (b) Address of Issuer's Principal Executive Offices:**

3110 Hayes Road, Suite 300

Houston, TX 77082

**Item 2 (a) Name of Person Filing:**

TA IX L.P.

TA Atlantic and Pacific V L.P.

TA/Atlantic and Pacific IV L.P.

TA Strategic Partners Fund A L.P.

TA Strategic Partners Fund B L.P.

TA Investors II L.P.

**Item 2 (b) Address of Principal Business Office:**

c/o TA Associates

John Hancock Tower

200 Clarendon Street, 56<sup>th</sup> Floor

Boston, MA 02116

**Item 2 (c) Citizenship:**

Not Applicable

**Item 2 (d) Title and Class of Securities:**

Common

**Item 2 (e) CUSIP Number:**

14161H 10 8

**Item 3 If this statement is filed pursuant to Rules 13d-1 (b) or 13d-2 (b), check whether the person filing is a:**

Not Applicable

**Item 4 Ownership**

<b>Item 4 (a) Amount Beneficially Owned:</b>	<b><u>Common Stock</u></b>
TA IX L.P.	7,583,447
TA Atlantic and Pacific V L.P.	3,033,370
TA/Atlantic and Pacific IV L.P.	1,307,663
TA Strategic Partners Fund A L.P.	155,268
TA Strategic Partners Fund B L.P.	27,875
TA Investors II L.P.	151,663

<b>Item 4 (b) Percent of Class</b>	<b><u>Percentage</u></b>
TA IX L.P.	19.66%
TA Atlantic and Pacific V L.P.	7.87%
TA/Atlantic and Pacific IV L.P.	3.39%
TA Strategic Partners Fund A L.P.	0.40%
TA Strategic Partners Fund B L.P.	0.07%
TA Investors II L.P.	0.39%

**Item 4 (c) Number of shares as to which such person has:**

<b>(i) sole power to vote or direct the vote:</b>	<b><u>Common Stock</u></b>
TA IX L.P.	7,583,447
TA Atlantic and Pacific V L.P.	3,033,370
TA/Atlantic and Pacific IV L.P.	1,307,663
TA Strategic Partners Fund A L.P.	155,268
TA Strategic Partners Fund B L.P.	27,875
TA Investors II L.P.	151,663

**(ii) shared power to vote or direct the vote:**

N/A

<b>(iii) sole power to dispose or direct the disposition:</b>	<b><u>Common Stock</u></b>
TA IX L.P.	7,583,447
TA Atlantic and Pacific V L.P.	3,033,370
TA/Atlantic and Pacific IV L.P.	1,307,663
TA Strategic Partners Fund A L.P.	155,268
TA Strategic Partners Fund B L.P.	27,875
TA Investors II L.P.	151,663

**(iv) shared power to dispose or direct the disposition** N/A**Item 5 Ownership of Five Percent or Less of a Class:**

Not Applicable

**Item 6 Ownership of More than Five Percent on Behalf of Another Person:**

Not Applicable

**Item 7 Identification and Classification of the subsidiary that acquired the Security being reported on by the Parent Holding Company:**

Not Applicable

**Item 8 Identification and Classification of Members of the Group:**

This schedule 13G is filed pursuant to Rule 13d-1 (d). For the agreement of the TA group members to a joint filing, see below.

**Item 9 Notice of Dissolution of Group:**

Not Applicable

**Item 10 Certification:**

Not Applicable



**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Agreement for Joint Filing**

TA IX L.P., TA Atlantic and Pacific V L.P., TA/Atlantic and Pacific IV L.P., TA Strategic Partners Fund A L.P., TA Strategic Partners Fund B L.P., and TA Investors II L.P., hereby agree that TA Associates shall file with the Securities and Exchange Commission a joint schedule 13G on behalf of the above-named parties concerning their beneficial ownership of Cardtronics Inc.

Dated: February 14, 2008

**TA IX L.P.**

By: TA Associates IX LLC., its General Partner  
By: TA Associates, Inc., its Manager

By: /s/ Thomas P. Alber  
Thomas P. Alber, Chief Financial Officer

**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: /s/ Thomas P. Alber  
Thomas P. Alber, Chief Financial Officer

**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: /s/ Thomas P. Alber  
Thomas P. Alber, Chief Financial Officer

**TA Strategic Partners Fund A L.P.**

By: TA Associates SPF L.P., its General Partner  
By: TA Associates, Inc., its General Partner

By: /s/ Thomas P. Alber  
Thomas P. Alber, Chief Financial Officer

**TA Strategic Partners Fund B L.P.**

By: TA Associates SPF L.P., its General Partner  
By: TA Associates, Inc., its General Partner

By: /s/ Thomas P. Alber  
Thomas P. Alber, Chief Financial Officer

**TA Investors II L.P.**

By: TA Associates, Inc., its General Partner

By: /s/ Thomas P. Alber  
Thomas P. Alber, Chief Financial Officer