

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>Â Kafker Roger</p> <p>(Last) (First) (Middle)</p> <p>JOHN HANCOCK TOWER, 56TH FLOOR,Â 200 CLARENDON STREET</p> <p>(Street)</p> <p>BOSTON,Â MAÂ 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 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 checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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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)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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				Shares		or Indirect (1) (Instr. 5)	
Series B Convertible Preferred Stock	02/10/2005	Â (1)	Common Stock	151,663	\$ (2)	I	See Footnote 3 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kafker Roger JOHN HANCOCK TOWER, 56TH FLOOR 200 CLARENDON STREET BOSTON, MA 02116	Â X	Â	Â	Â

Signatures

Roger B. Kafker by Thomas P. Alber,
Attorney-in-Fact

02/12/2008

**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) Roger B. Kafker may be deemed to have a beneficial interest in 151,663 shares of common stock of the Issuer held of record by TA Investors II L.P., of which he is a partner. Mr. Kafker disclaims beneficial ownership of such shares, except to the extent of 21,984 shares of common stock as to which he holds a pecuniary interest.

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Remarks:

Roger B. Kafker resigned as a Director of Cardtronics, Inc. effective December 13, 2007.

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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