

CARDTRONICS INC
Form SC 13G
February 13, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934
CARDTRONICS, INC.**

(Name of the Issuer)
Common Stock

(Title of Class of Securities)
14161H108

(CUSIP Number)
December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

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).

CUSIP No. 14161H108

NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

CapStreet II, L.P.
IRS Identification No. 76-0632912

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: ⁽¹⁾

2

(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER ⁽¹⁾

SHARES BENEFICIALLY OWNED BY 6

8,091,222

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7
0

SHARED DISPOSITIVE POWER ⁽¹⁾

WITH 8

8,091,222

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON ⁽¹⁾ ⁽²⁾

9

8,091,222

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

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) ⁽²⁾

11

20.98%

TYPE OF REPORTING PERSON

12

PN

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of common stock other than the shares of common stock owned of record by such reporting person.

(2) Based on 38,566,207 shares of common stock outstanding as of December 10, 2007, as reported in Cardtronic Inc. s final prospectus dated December 10, 2007, filed pursuant to Rule 424(b) with the SEC on December 11, 2007.

CUSIP No. 14161H108

1 NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

CapStreet Parallel II, L.P.
IRS Identification No. 76-0632913

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: ⁽¹⁾

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY 949,852
SHARED VOTING POWER ⁽¹⁾

7 EACH REPORTING PERSON 0
SOLE DISPOSITIVE POWER

8 WITH 949,852
SHARED DISPOSITIVE POWER ⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON ⁽¹⁾ ⁽²⁾

949,852

10

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

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) ⁽²⁾

2.46%

12

TYPE OF REPORTING PERSON

PN

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of common stock other than the shares of common stock owned of record by such reporting person.

(2) Based on 38,566,207 shares of common stock outstanding as of December 10, 2007, as reported in Cardtronic Inc. s final prospectus dated December 10, 2007, filed pursuant to Rule 424(b) with the SEC on December 11, 2007.

(1)

CUSIP No. 14161H108

1 NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

CapStreet GP II, L.P.
IRS Identification No. 76-0632911

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: ⁽¹⁾

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER ⁽¹⁾
SHARES BENEFICIALLY OWNED BY 8,091,222

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER ⁽¹⁾
WITH 8,091,222

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON ⁽¹⁾ ⁽²⁾

9

8,091,222

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

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) ⁽²⁾

11

20.98%

TYPE OF REPORTING PERSON

12

PN

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of common stock other than the shares of common stock owned of record by such reporting person.

(2) Based on 38,566,207 shares of common stock outstanding as of December 10, 2007, as reported in Cardtronic Inc. s final prospectus dated December 10, 2007, filed pursuant to Rule 424(b) with the SEC on December 11, 2007.

CUSIP No. 14161H108

NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

The CapStreet Group, LLC
IRS Identification No. 76-0525528

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: ⁽¹⁾

2

(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER ⁽¹⁾

SHARES BENEFICIALLY OWNED BY 6

9,041,074

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7
0

SHARED DISPOSITIVE POWER ⁽¹⁾

WITH 8

9,041,074

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON ⁽¹⁾ ⁽²⁾

9

9,041,074

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

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) ⁽²⁾

11

23.44%

TYPE OF REPORTING PERSON

12

OO

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of common stock other than the shares of common stock owned of record by such reporting person.

(2) Based on 38,566,207 shares of common stock outstanding as of December 10, 2007, as reported in Cardtronic Inc. s final prospectus dated December 10, 2007, filed pursuant to Rule 424(b) with the SEC on December 11, 2007.

Item 1.

(a) Name of Issuer: Cardtronics, Inc.

(b) Address of Issuer's Principal Executive Offices: 3110 Hayes Road, Suite 300
Houston, Texas 77082

Item 2.

(a) This Schedule 13G is filed by and on behalf of (a) CapStreet II, L.P., a Delaware limited partnership (CS II), (b) CapStreet Parallel II, L.P., a Delaware limited partnership (CS Parallel II), (c) CapStreet GP II, L.P., a Delaware limited partnership (CS GP II) which is the general partner of CS II and (d) The CapStreet Group, LLC, a Delaware limited liability company (CS) which is the general partner of CS Parallel II and CS GP II.

CS II and CS GP II have shared dispositive and voting power with respect to 8,091,222 shares of common stock.

CS Parallel II has shared dispositive and voting power with respect to 949,852 shares of common stock.

CS has shared dispositive and voting power with respect to 9,041,074 shares of common stock.

(b) The address of the principal business office of the parties referred to in paragraph (a) of this Item 2 is:

600 Travis, Suite 6110, Houston, Texas 77002.

(c) Citizenship:

CS II, CS Parallel II and CS GP II are each Delaware limited partnerships. CS is a Delaware limited liability company.

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 1416H108

Item 3. If this statement is filed pursuant to §240.13d-1(b) or §240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under Section 15 of the Act.

(b) Bank as defined in section 3(a)(6) of the Act.

(c) Insurance company as defined in section 3(a)(19) of the Act.

(d) Investment company registered under section 8 of the Investment Company Act of 1940.

(e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

(f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).

(g) A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G).

(h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.

(i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.

(j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

(a) Amount Beneficially Owned:

With respect to the disclosure set forth in this Item 4, each reporting person expressly disclaims beneficial ownership with respect to any shares of common stock other than the shares of common

stock owned of record by such reporting person. The percent of class provided for each reporting person below is based on 38,566,207 shares of common stock outstanding as of December 10, 2007, as reported in Cardtronic Inc.'s final prospectus dated December 10, 2007, filed pursuant to Rule 424(b) with the SEC on December 11, 2007.

As of the close of business on December 31, 2007:

1. CS II beneficially owned 8,091,222 shares
2. CS Parallel II beneficially owned 949,852 shares
3. CS GP II beneficially owned 8,091,222 shares
4. CS beneficially owned 9,041,074 shares

(b) Percent of Class:

As of the close of business on December 31, 2007:

1. CS II beneficially owned 20.98% of class
2. CS Parallel II beneficially owned 2.46% of class
3. CS GP II beneficially owned 20.98% of class
4. CS beneficially owned 23.44% of class

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote

As of the close of business on December 31, 2007:

1. CS II 0
2. CS Parallel II 0
3. CS GP II 0
4. CS 0

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

As of the close of business on December 31, 2007:

1. CS II 8,091,222
2. CS Parallel II 949,852
3. CS GP II 8,091,222
4. CS 9,041,074

(iii) sole power to dispose or to direct the disposition of:

As of the close of business on December 31, 2007:

1. CS II 0

2. CS Parallel II 0
 3. CS GP II 0
 4. CS 0
- (iv) shared power to dispose or to direct the disposition of:

As of the close of business on December 31, 2007:

1. CS II 8,091,222
 2. CS Parallel II 949,852
 3. CS GP II 8,091,222
 4. CS 9,041,074
-

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. o

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

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

CS II, CS Parallel II, CS GP II and CS are making this single, joint filing because they may be deemed to constitute a group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. The agreement among CS II, CS Parallel II, CS GP II and CS to file jointly is attached hereto as Exhibit A. Each of CS II, CS Parallel II, CS GP II and CS disclaims beneficial ownership of all of the shares of common stock, other than those reported herein as being owned by it.

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.

Dated: February 13, 2008

CAPSTREET II, L.P.

By: CapStreet GP II, L.P., its general partner
By: The CapStreet Group, LLC, its general partner

By: /s/ Katherine L. Kohlmeyer

Name: Katherine L. Kohlmeyer
Title: Chief Financial Officer

CAPSTREET PARALLEL II, L.P.

By: The CapStreet Group, LLC, its general partner

By: /s/ Katherine L. Kohlmeyer

Name: Katherine L. Kohlmeyer
Title: Chief Financial Officer

CAPSTREET GP II, L.P.

By: The CapStreet Group, LLC, its general partner

By: /s/ Katherine L. Kohlmeyer

Name: Katherine L. Kohlmeyer
Title: Chief Financial Officer

THE CAPSTREET GROUP, LLC

By: /s/ Katherine L. Kohlmeyer

Name: Katherine L. Kohlmeyer
Title: Chief Financial Officer