

TA IX LP
Form 4
February 15, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
TA ASSOCIATES INC

(Last) (First) (Middle)

JOHN HANCOCK TOWER, 200
CLARENDON ST, 56TH FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CARDTRONICS INC [CATM]

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

See General Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 02/15/2011 | | J(1) | 1,340,998 D (8) | 0 | I | See Footnote 2 (2) |
| Common Stock | 02/15/2011 | | J(3) | 244,805 A (8) | 244,805 | I | See Footnote 4 (4) |
| Common Stock | 02/15/2011 | | J(5) | 244,805 D (8) | 0 | I | See Footnote 6 (6) |
| Common Stock | 02/15/2011 | | J(7) | 2,448 A (8) | 2,448 | D | |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 | X | | | See General Remarks |
| TA IX LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116 | | | | See General Remarks |
| TA ASSOCIATES IX LLC 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 | 02/15/2011 |
| __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 | 02/15/2011 |
| __Signature of Reporting Person | Date |

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

02/15/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) TA IX L.P. distributed 1,340,998 shares pro rata for no consideration to the partners of TA IX L.P. in a transaction exempt under Rule 16a-9(a).
- These securities were owned solely by TA IX L.P. TA Associates, Inc. is the Manager of TA Associates IX LLC, which is the General Partner and a Limited Partner of TA IX L.P. Each of TA Associates, Inc. and TA Associates IX LLC may have been deemed to have a beneficial interest in shares held by TA IX L.P. and each disclaimed beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares.
- (2) TA Associates IX LLC is the General Partner and a Limited Partner of TA IX L.P. and received 244,805 shares from TA IX L.P. in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- These securities are owned solely by TA Associates IX LLC. TA Associates, Inc. is the Manager of TA Associates IX LLC, which is the General Partner and a Limited Partner of TA IX L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates IX LLC and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in 2,448 shares.
- (3) TA Associates IX LLC distributed 244,805 shares pro rata for no consideration to the partners of TA Associates IX LLC in a transaction exempt under Rule 16a-9(a).
- These securities were owned solely by TA Associates IX LLC. TA Associates, Inc. is the Manager of TA Associates IX LLC, which is the General Partner and a Limited Partner of TA IX L.P. TA Associates, Inc. may have been deemed to have a beneficial interest in shares held by TA Associates IX LLC and disclaimed beneficial interest of such shares, except to the extent of its pecuniary interest in such shares.
- (4) TA Associates, Inc. is the Manager of TA Associates IX LLC and received 2,448 shares from TA Associates IX LLC in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (5) Not Applicable
- (6) Not Applicable
- (7) Not Applicable
- (8) Not Applicable

Remarks:

The Reporting Persons are members of a 13(d) group and have a representative on the Issuer's board of directors. Michael A. V

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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