

TA IX LP  
Form SC 13G  
February 14, 2011

**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 \$0.0001 per share  
(Title of Class of Securities)

14161H108  
(CUSIP Number)

December 31, 2010  
(Date of Event which Requires Filing of this Statement)

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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 disclosures provided in a prior cover page. The information required on 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

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1. NAMES OF REPORTING PERSONS

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.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)  (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

NUMBER OF 5. SOLE VOTING POWER  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

TA IX L.P. 1,340,998

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|      |                                   |         |
|------|-----------------------------------|---------|
| WITH | TA Atlantic and Pacific V L.P.    | 536,456 |
|      | TA/Atlantic and Pacific IV L.P.   | 231,193 |
|      | TA Strategic Partners Fund A L.P. | 27,552  |
|      | TA Strategic Partners Fund B L.P. | 4,893   |
|      | TA Investors II L.P.              | 26,777  |

6. SHARED VOTING POWER

None

7. SOLE DISPOSITIVE POWER

|                                   |           |
|-----------------------------------|-----------|
| TA IX L.P.                        | 1,340,998 |
| TA Atlantic and Pacific V L.P.    | 536,456   |
| TA/Atlantic and Pacific IV L.P.   | 231,193   |
| TA Strategic Partners Fund A L.P. | 27,552    |
| TA Strategic Partners Fund B L.P. | 4,893     |
| TA Investors II L.P.              | 26,777    |

8. SHARED DISPOSITIVE POWER

None

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

|                                   |           |
|-----------------------------------|-----------|
| TA IX L.P.                        | 1,340,998 |
| TA Atlantic and Pacific V L.P.    | 536,456   |
| TA/Atlantic and Pacific IV L.P.   | 231,193   |
| TA Strategic Partners Fund A L.P. | 27,552    |
| TA Strategic Partners Fund B L.P. | 4,893     |
| TA Investors II L.P.              | 26,777    |

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) "

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

|                                   |       |
|-----------------------------------|-------|
| TA IX L.P.                        | 3.17% |
| TA Atlantic and Pacific V L.P.    | 1.27% |
| TA/Atlantic and Pacific IV L.P.   | 0.55% |
| TA Strategic Partners Fund A L.P. | 0.07% |
| TA Strategic Partners Fund B L.P. | 0.01% |
| TA Investors II L.P.              | 0.06% |

12. TYPE OF REPORTING PERSON (see instructions)

Six Limited Partnerships

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

Cardtronics, Inc.

(b) Address of Issuer's Principal Executive Offices

3250 Briarpark Drive, Suite 400

Houston, TX 77042

**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.

(b) Address of the Principal Office or, if none, Residence

c/o TA Associates, Inc.

John Hancock Tower

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

Boston, MA 02116

(c) Citizenship

Not Applicable

(d) Title of Class of Securities

Common Stock, par value \$0.0001 per share

(e) CUSIP Number

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**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 (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (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);

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- (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (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 (15 U.S.C. 80a-3);
- (j) " A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Not Applicable

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

## (a) Amount beneficially owned:

|                                   |           |
|-----------------------------------|-----------|
| TA IX L.P.                        | 1,340,998 |
| TA Atlantic and Pacific V L.P.    | 536,456   |
| TA/Atlantic and Pacific IV L.P.   | 231,193   |
| TA Strategic Partners Fund A L.P. | 27,552    |
| TA Strategic Partners Fund B L.P. | 4,893     |
| TA Investors II L.P.              | 26,777    |

## (b) Percent of class:

|                                   |       |
|-----------------------------------|-------|
| TA IX L.P.                        | 3.17% |
| TA Atlantic and Pacific V L.P.    | 1.27% |
| TA/Atlantic and Pacific IV L.P.   | 0.55% |
| TA Strategic Partners Fund A L.P. | 0.07% |
| TA Strategic Partners Fund B L.P. | 0.01% |
| TA Investors II L.P.              | 0.06% |

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

## (i) Sole power to vote or to direct the vote.

|                                   |           |
|-----------------------------------|-----------|
| TA IX L.P.                        | 1,340,998 |
| TA Atlantic and Pacific V L.P.    | 536,456   |
| TA/Atlantic and Pacific IV L.P.   | 231,193   |
| TA Strategic Partners Fund A L.P. | 27,552    |
| TA Strategic Partners Fund B L.P. | 4,893     |
| TA Investors II L.P.              | 26,777    |

## (ii) Shared power to vote or to direct the vote.

None

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(iii) Sole power to dispose or to direct the disposition of.

|                                   |           |
|-----------------------------------|-----------|
| TA IX L.P.                        | 1,340,998 |
| TA Atlantic and Pacific V L.P.    | 536,456   |
| TA/Atlantic and Pacific IV L.P.   | 231,193   |
| TA Strategic Partners Fund A L.P. | 27,552    |
| TA Strategic Partners Fund B L.P. | 4,893     |
| TA Investors II L.P.              | 26,777    |

(iv) Shared power to dispose or to direct the disposition of.

None

**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 Which 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

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**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, 2011

**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