

CARDTRONICS INC
Form 3
December 11, 2007

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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
CapStreet Group LLC		(Month/Day/Year)	CARDTRONICS INC [CATM]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
600 TRAVIS, SUITE 6110		12/10/2007	(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
HOUSTON, TX 77002			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	8,140,885 ⁽¹⁾	I	See Footnote 2 ⁽²⁾
Common Stock	955,682 ⁽¹⁾	I	See Footnote 3 ⁽³⁾

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CapStreet Group LLC 600 TRAVIS SUITE 6110 HOUSTON, TX 77002	X	X		
CapStreet GP II LP 600 TRAVIS SUITE 6110 HOUSTON, TX 77002	X	X		
CapStreet II LP 600 TRAVIS SUITE 6110 HOUSTON, TX 77002	X	X		
CapStreet Parallel II, L.P. 600 TRAVIS SUITE 6110 HOUSTON, TX 77002	X	X		

Signatures

/s/ Michael E. Keller, Attorney-In-Fact for The CapStreet Group, LLC	12/11/2007
__Signature of Reporting Person	Date
/s/ Michael E. Keller, Attorney-In-Fact for CapStreet GP II, L.P.	12/11/2007
__Signature of Reporting Person	Date
/s/ Michael E. Keller, Attorney-In-Fact for CapStreet II, L.P.	12/11/2007
__Signature of Reporting Person	Date
/s/ Michael E. Keller, Attorney-in-Fact for CapStreet Parallel, L.P.	12/11/2007
__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) The share information presented above gives effect to an anticipated 7.9973 to 1 stock split for all common shares, which will be effected immediately prior to the closing of the Issuer's initial public offering.
- (2) These securities are owned by CapStreet II, L.P. The CapStreet Group, LLC is the general partner of CapStreet GP II, L.P., which is the general partner of CapStreet II, L.P. Each of The CapStreet Group, LLC and CapStreet GP II, L.P. may be deemed to have a beneficial interest in the shares held by CapStreet Parallel II, L.P. and each disclaims beneficial ownership of such shares, except to the extent of

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its pecuniary interest in such shares which is subject to indeterminable future events.

These securities are owned by CapStreet Parallel II, L.P. The CapStreet Group, LLC is the general partner of CapStreet Parallel II, L.P. The CapStreet Group, LLC may be deemed to have a beneficial interest in the shares held by CapStreet Parallel II, L.P. and disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.

(3)

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Remarks:

The Reporting Persons are members of a 13(d) group owning more than 10% of the Issuer's outstanding securities. The Reporting Persons have two representatives on the Issuer's board of directors. Fred R. Lummis and Frederick W. Br Reporting Persons' representatives on the board of directors and, as such, the Reporting Persons are

Exhibit

List:

- ^ ^ ^ ^ Exhibit 24.1 - Power of Attorney for The CapStreet Group, LLC
- ^ ^ ^ ^ Exhibit 24.2 - Power of Attorney for CapStreet GP II, L.P.
- ^ ^ ^ ^ Exhibit 24.3 - Power of Attorney for CapStreet II, L.P.
- ^ ^ ^ ^ Exhibit 24.4 - Power of Attorney for CapStreet Parallel II, L.P.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.