

SECURITIES AND EXCHANGE COMMISSION

FORM POS AM

Post-Effective amendments for registration statement

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FILER

CARDTRONICS INC

CIK: **1277856** | IRS No.: **760681190** | State of Incorporation: **DE** | Fiscal Year End: **1231**
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SIC: **7389** Business services, nec

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3110 HAYES ROAD
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HOUSTON TX 77082
2815969988

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 2
to
Form S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CARDTRONICS, INC.

(exact name of registrant as specified in its charter)

Delaware

*(State or Other Jurisdiction of
Incorporation or Organization)*

7389

*(Primary Standard Industrial
Classification Code Number)*

76-0681190

*(I.R.S. Employer
Identification No.)*

**3110 Hayes Road, Suite 300
Houston, Texas 77082
(281) 596-9988**

*(Address, Including Zip Code, and Telephone Number,
Including Area Code, of Registrant's Principal Executive Offices)*

**J. Chris Brewster
Chief Financial Officer
3110 Hayes Road, Suite 300
Houston, Texas 77082
(281) 596-9988**

*(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent for Service)*

Copies to:

**David P. Oelman, Esq.
Bruce C. Herzog, Esq.
Vinson & Elkins L.L.P.
2500 First City Tower
1001 Fannin Street
Houston, Texas 77002-6760
713-758-2222
713-615-5861 (fax)**

**Robert Evans III, Esq.
Andrew R. Schleider, Esq.
Shearman & Sterling LLP
599 Lexington Avenue
New York, New York 10022
212-848-4000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities of an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the

Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Post Effective Amendment No. 2 to the Registration Statement on Form S-1 (File No. 333-145929) of Cardtronics, Inc. is being filed solely to amend Item 16(a) of Part II thereof and to transmit certain exhibits thereto. This Post Effective Amendment No. 2 does not modify any provision of the Prospectus constituting Part I or Items 13, 14, 15, 16(b) or 17 of Part II of the Registration Statement. Accordingly, the Prospectus and those Items of Part II have not been included in this Post Effective Amendment No. 2.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. *Exhibits and Financial Statement Schedules*

(a) *Exhibits:*

Reference is made to the Index to Exhibits following the signature pages hereto, which Index to Exhibits is hereby incorporated into this Item.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 10th day of December, 2007.

CARDTRONICS, INC.

By: *

Jack Antonini
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on the 10th day of December, 2007.

<u>Signature</u>	<u>Title</u>
* _____ Jack Antonini	Chief Executive Officer, President, and Director (Principal Executive Officer)
/s/ J. Chris Brewster _____ J. Chris Brewster	Chief Financial Officer (Principal Financial and Accounting Officer)
* _____ Fred R. Lummis	Director and Chairman of the Board of Directors
* _____ Robert P. Barone	Director
* _____ Frederick W. Brazelton	Director
* _____ Ralph H. Clinard	Director
* _____ Jorge M. Diaz	Director
* _____ Roger B. Kafker	Director
* _____ Michael A.R. Wilson	Director
* _____ Ronald Delnevo	Director

*By: /s/ J. Chris Brewster

J. Chris Brewster *Attorney-in-Fact*

EXHIBIT INDEX

Exhibit Number	Description
1 .1***	Form of Underwriting Agreement
2 .1	Share Sale and Purchase Agreement between Bank Machine (Holdings) Limited and Cardtronics Limited, dated effective as of May 17, 2005 (incorporated herein by reference to Exhibit 2.1 of the Amendment No. 1 to Registration Statement on Form S-4/A, filed by Cardtronics, Inc. on July 10, 2006, Registration No. 333-131199).
2 .2	Purchase and Sale Agreement Between E*TRADE Access, Inc., E*TRADE Bank, Cardtronics, LP and Cardtronics, Inc., dated effective as of June 2, 2004 (incorporated herein by reference to Exhibit 2.2 of the Amendment No. 1 to Registration Statement on Form S-4/A, filed by Cardtronics, Inc. on July 10, 2006, Registration No. 333-131199).
2 .3	Purchase and Sale Agreement, dated as of July 20, 2007, by and between Cardtronics, LP and 7-Eleven, Inc. (incorporated herein by reference to Exhibit 10.1 of the Current Report on Form 8-K filed on July 26, 2007).
3 .1***	Form of Third Amended and Restated Certificate of Incorporation of Cardtronics, Inc.
3 .2***	Form of Second Amended and Restated Bylaws of Cardtronics, Inc.
4 .1	Indenture dated as of July 20, 2007 among Cardtronics, Inc., the Subsidiary Guarantors party thereto, and Wells Fargo Bank, N.A. as Trustee (incorporated herein by reference to Exhibit 4.1 of the Quarterly Report on Form 10-Q filed on August 14, 2007).
4 .2	Indenture dated as of August 12, 2005 by and among Cardtronics, Inc., the Subsidiary Guarantors party thereto and Wells Fargo Bank, NA as Trustee (incorporated herein by reference to Exhibit 4.1 of the Registration Statement on Form S-4, filed by Cardtronics, Inc. on January 20, 2006, Registration No. 333-131199).
4 .3	Registration Rights Agreement dated as of July 20, 2007 among Cardtronics, Inc., the Guarantors named therein, Banc of America Securities, LLC and BNP Paribas Securities Corp. (incorporated herein by reference to Exhibit 4.2 of the Quarterly Report on Form 10-Q filed on August 14, 2007).
4 .4	Supplemental Indenture dated as of June 22, 2007 among Cardtronics Holdings, LLC and Wells Fargo Bank, N.A. as Trustee (incorporated herein by reference to Exhibit 4.3 of the Quarterly Report on Form 10-Q filed on August 14, 2007).
4 .5	Supplemental Indenture dated as of December 22, 2005 among ATM National, LLC and Wells Fargo Bank, N.A. as Trustee (incorporated herein by reference to Exhibit 4.4 of the Quarterly Report on Form 10-Q filed on August 14, 2007).
4 .6	Form of Senior Subordinated Note (incorporated by reference to Exhibit A to Exhibit 4.2 hereto).
4 .7	Registration Rights Agreement dated as of August 12, 2005 by and among Cardtronics, Inc., the Subsidiary Guarantors party thereto and the Initial Purchasers party thereto (incorporated herein by reference to Exhibit 4.3 of the Registration Statement on Form S-4, filed by Cardtronics, Inc. on January 20, 2006, Registration No. 333-131199).
5 .1***	Opinion of Vinson & Elkins L.L.P.
10.1	ATM Cash Services Agreement between Bank of America and Cardtronics, LP, dated effective as of August 2, 2004 (incorporated herein by reference to Exhibit 10.1 of the Amendment No. 2 to Registration Statement on Form S-4/A filed by Cardtronics, Inc. on August 25, 2006, Registration No. 333-131199).

Exhibit Number	Description
10.2	Third Amended and Restated First Lien Credit Agreement, dated as of May 17, 2005, by and among Cardtronics, Inc., the Subsidiary Guarantors party thereto, Bank of America, N.A., BNP Paribas, and the other Lenders parties thereto (incorporated herein by reference to Exhibit 10.2 of the Registration Statement on Form S-4, filed by Cardtronics, Inc. on January 20, 2006, Registration No. 333-131199).
10.3	Amendment No. 1 to Credit Agreement, dated as of July 6, 2005 (incorporated herein by reference to Exhibit 10.3 of the Registration Statement on Form S-4, filed by Cardtronics, Inc. on January 20, 2006, Registration No. 333-131199).
10.4	Amendment No. 2 to Credit Agreement, dated as of August 5, 2005 (incorporated herein by reference to Exhibit 10.4 of the Registration Statement on Form S-4, filed by Cardtronics, Inc. on January 20, 2006, Registration No. 333-131199).
10.5	Amendment No. 3 to Credit Agreement, dated as of November 17, 2005 (incorporated herein by reference to Exhibit 10.5 of the Registration Statement on Form S-4, filed by Cardtronics, Inc. on January 20, 2006, Registration No. 333-131199).
10.6	Employment Agreement between Cardtronics, LP and Jack M. Antonini, dated effective as of January 30, 2003 (incorporated by reference to Exhibit 10.10 of the Registration Statement on Form S-1 filed by Cardtronics, Inc. on March 10, 2004, Registration No. 333-113470).†
10.7	First Amendment to Employment Agreement between Cardtronics, LP and Jack M. Antonini, dated effective as of February 4, 2004 (incorporated by reference to Exhibit 10.11 of the Registration Statement on Form S-1 filed by Cardtronics, Inc. on March 10, 2004, Registration No. 333-113470).†
10.8	Second Amendment to Employment Agreement between Cardtronics, LP and Jack M. Antonini, dated effective as of January 1, 2005 (incorporated herein by reference to Exhibit 10.8 of the Registration Statement on Form S-4, filed by Cardtronics, Inc. on January 20, 2006, Registration No. 333-131199).†
10.9	Restricted Stock Agreement, dated as of February 4, 2004 between Cardtronics, Inc. and Jack M. Antonini (incorporated herein by reference to Exhibit 10.9 of the Registration Statement on Form S-4, filed by Cardtronics, Inc. on January 20, 2006, Registration No. 333-131199).†
10.10	First Amendment to Restricted Stock Agreement, dated as of March 1, 2004, between Cardtronics, Inc. and Jack M. Antonini (incorporated herein by reference to Exhibit 10.10 of the Registration Statement on Form S-4, filed by Cardtronics, Inc. on January 20, 2006, Registration No. 333-131199).†
10.11	Second Amendment to Restricted Stock Agreement, dated as of February 10, 2005, between Cardtronics, Inc. and Jack M. Antonini (incorporated herein by reference to Exhibit 10.11 of the Registration Statement on Form S-4, filed by Cardtronics, Inc. on January 20, 2006, Registration No. 333-131199).†
10.12	Employment Agreement between Cardtronics, LP and Michael H. Clinard, dated effective as of June 4, 2001 (incorporated by reference to Exhibit 10.12 of the Registration Statement on Form S-1 filed by Cardtronics, Inc. on March 10, 2004) (incorporated by reference to Exhibit 10.12 of the Registration Statement on Form S-1 filed by Cardtronics, Inc. on March 10, 2004, Registration No. 333-113470).†
10.13	First Amendment to Employment Agreement between Cardtronics, LP and Michael H. Clinard, dated effective as of January 1, 2005 (incorporated herein by reference to Exhibit 10.13 of the Registration Statement on Form S-4, filed by Cardtronics, Inc. on January 20, 2006, Registration No. 333-131199).†
10.14	Employment Agreement between Cardtronics, LP and Thomas E. Upton, dated effective as of June 1, 2001 (incorporated by reference to Exhibit 10.13 of the Registration Statement on Form S-1 filed by Cardtronics, Inc. on March 10, 2004, Registration No. 333-113470).†

Exhibit Number	Description
10.15	First Amendment to Employment Agreement between Cardtronics, LP and Thomas E. Upton, dated effective as of January 1, 2005 (incorporated herein by reference to Exhibit 10.15 of the Registration Statement on Form S-4, filed by Cardtronics, Inc. on January 20, 2006, Registration No. 333-131199).†
10.16	Employment Agreement between Cardtronics, LP and J. Chris Brewster, dated effective as of March 31, 2004 (incorporated by reference to Exhibit 10.14 of the Registration Statement on Form S-1/A filed by Cardtronics, Inc. on May 14, 2004).†
10.17	First Amendment to Employment Agreement between Cardtronics, LP and J. Chris Brewster, dated effective as of January 1, 2005 (incorporated herein by reference to Exhibit 10.17 of the Registration Statement on Form S-4, filed by Cardtronics, Inc. on January 20, 2006, Registration No. 333-131199).†
10.18	Employment Agreement between Cardtronics, LP, Cardtronics, Inc. and Drew Soinski, dated effective as of July 12, 2005 (incorporated herein by reference to Exhibit 10.18 of the Registration Statement on Form S-4, filed by Cardtronics, Inc. on January 20, 2006, Registration No. 333-131199).†
10.19	Amended and Restated Service Agreement between Bank Machine Limited and Ron Delnevo, dated effective as of May 17, 2005 (incorporated herein by reference to Exhibit 10.19 of the Registration Statement on Form S-4, filed by Cardtronics, Inc. on January 20, 2006, Registration No. 333-131199).†
10.20	Bonus Agreement between Bank Machine Limited and Ron Delnevo, dated effective as of May 17, 2005 (incorporated herein by reference to Exhibit 10.20 of the Registration Statement on Form S-4, filed by Cardtronics, Inc. on January 20, 2006, Registration No. 333-131199).†
10.21	2001 Stock Incentive Plan of Cardtronics Group, Inc., dated effective as of June 4, 2001 (incorporated herein by reference to Exhibit 10.21 of the Registration Statement on Form S-4, filed by Cardtronics, Inc. on January 20, 2006, Registration No. 333-131199).†
10.22	Amendment No. 1 to the 2001 Stock Incentive Plan of Cardtronics Group, Inc., dated effective as of January 30, 2004 (incorporated herein by reference to Exhibit 10.22 of the Registration Statement on Form S-4, filed by Cardtronics, Inc. on January 20, 2006, Registration No. 333-131199).†
10.23	Amendment No. 2 to the 2001 Stock Incentive Plan of Cardtronics Group, Inc., dated effective as of June 23, 2004 (incorporated herein by reference to Exhibit 10.23 of the Registration Statement on Form S-4, filed by Cardtronics, Inc. on January 20, 2006, Registration No. 333-131199).†
10.24	Form of Director Indemnification Agreement entered into by and between Cardtronics, Inc. and each of its directors, dated as of February 10, 2005 (incorporated herein by reference to Exhibit 10.24 of the Registration Statement on Form S-4, filed by Cardtronics, Inc. on January 20, 2006, Registration No. 333-131199).†
10.25	Amendment No. 1 to ATM Cash Services Agreement, dated August 2, 2004 (incorporated herein by reference to Exhibit 10.25 of the Amendment No. 2 to Registration Statement on Form S-4/A filed by Cardtronics, Inc. on August 25, 2006, Registration No. 333-131199).
10.26	Amendment No. 2 to ATM Cash Services Agreement, dated February 9, 2006 (incorporated herein by reference to Exhibit 10.26 of the Amendment No. 2 to Registration Statement on Form S-4/A filed by Cardtronics, Inc. on August 25, 2006, Registration No. 333-131199).
10.27	2006 Bonus Plan of Cardtronics, Inc., effective as of January 1, 2006 (incorporated herein by reference to Exhibit 10.27 of the Annual Report on Form 10-K filed on April 2, 2007).†
10.28	Amendment No. 4 to Credit Agreement, dated as of February 14, 2006 (incorporated herein by reference to Exhibit 10.28 of the Annual Report on Form 10-K filed on April 2, 2007).

Exhibit Number	Description
10.29***	Amendment No. 5 to Credit Agreement, dated as of September 29, 2006.
10.30	Amendment No. 6 to Credit Agreement, dated as of May 3, 2007 (incorporated herein by reference to Exhibit 10.1 of the Current Report on Form 8-K filed on May 9, 2007).
10.31	Amendment No. 7 to Credit Agreement, dated as of July 18, 2007 (incorporated herein by reference to Exhibit 10.2 of the Quarterly Report on Form 10-Q filed on August 14, 2007).
10.32****	Vault Cash Agreement, dated as of July 20, 2007, by and between Cardtronics, Inc. and Wells Fargo, N.A. (incorporated herein by reference to Exhibit 10.1 of our Quarterly Report on Form 10-Q filed on November 8, 2007).
10.33****	Placement Agreement, dated as of July 20, 2007, by and between Cardtronics, Inc. and 7-Eleven, Inc. (incorporated herein by reference to Exhibit 10.2 of our Quarterly Report on Form 10-Q filed on November 8, 2007).
10.34	Cardtronics, Inc. 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.3 of our Quarterly Report on Form 10-Q filed on November 8, 2007).
10.35***	First Amended and Restated Investors Agreement, dated as of February 10, 2005, by and among Cardtronics, Inc. and certain securityholders thereof.
10.36***	First Amendment to First Amended and Restated Investors Agreement, dated as of May 17, 2005, by and among Cardtronics, Inc. and certain securityholders thereof.
10.37***	Form of Second Amendment to First Amended and Restated Investors Agreement, dated as of November , 2007, by and among Cardtronics, Inc. and certain securityholders thereof.
10.38***	Amendment No. 3 to the 2001 Stock Incentive Plan of Cardtronics Group, Inc. dated effective as of May 9, 2006.†
10.39***	Amendment No. 4 to the 2001 Stock Incentive Plan of Cardtronics Group, Inc. dated effective as of August 22, 2007.†
10.40***	Amendment No. 5 to the 2001 Stock Incentive Plan of Cardtronics Group, Inc. dated effective as of November 26, 2007.†
10.41*	Letter Agreement dated December 10, 2007 between Cardtronics, Inc. and certain entities affiliated with TA Associates, Inc. regarding Cardtronic' s Series B Convertible Preferred Stock.
12.1***	Computation of Ratio of Earnings to Fixed Charges.
21.1	Subsidiaries of Cardtronics, Inc. (incorporated herein by reference to Exhibit 21.1 of our Annual Report on Form 10-K filed on April 2, 2007).
23.1***	Consent of Independent Registered Public Accounting Firm KPMG LLP.
23.2***	Consent of Independent Accountants PricewaterhouseCoopers LLP.
23.3***	Consent of Vinson & Elkins L.L.P. (Contained in Exhibit 5.1).
24.1***	Power of Attorney (included on the signature page to this Registration Statement).

* Filed herewith

** To be filed by amendment

*** Previously filed.

**** The Securities and Exchange Commission has granted confidential treatment of certain provisions of this exhibit. The omitted material for which confidential treatment was granted was filed separately with the Securities and Exchange Commission.

† Management contract or compensatory plan or arrangement

December 10, 2007

TA Associates, Inc.
High Street Tower, Suite 2500
125 High Street
Boston, MA 02110

Attention: Michael A.R. Wilson

Re: Initial Public Offering

Gentlemen:

This letter memorializes our discussions relating the application of the "Make Whole Conversion Rate" which appears in Cardtronics, Inc.'s Second Amended and Restated Certificate of Incorporation and determines the number of shares of Common Stock into which the TA Funds' Series B Convertible Preferred Stock will convert upon the consummation of the company's currently structured initial public offering as reflected in the registration statement on Form S-1 (the "IPO"). "TA Funds" means the Affiliates of TA Associates, Inc. that are record holders of Series B Convertible Preferred Stock and are signatories hereto. Other capitalized terms used in this letter that are not defined herein have the meanings given to them in the company's Second Amended and Restated Certificate of Incorporation. The agreements in this letter assume that no dividends or distributions are made by the Corporation prior to the effectiveness of such registration statement.

In the event the price to the public per share of Common Stock in the IPO is \$12 or more (after taking into account the common stock split that will occur in connection with the consummation of the IPO), each share of Series B Preferred Stock held by each of the TA Funds will convert into shares of Common Stock at the time of the IPO pursuant to the existing "Make Whole Conversion Rate" as outlined in the Second Amended and Restated Certificate of Incorporation. In the event the price to the public per share of Common Stock in the IPO ("IPO Price") is less than \$12 (after taking into account the common stock split that will occur in connection with the consummation of the company's IPO), the "Make Whole Conversion Rate" shall apply in full, but shall be modified to reflect only 50% of the beneficial conversion amount that would have otherwise been received by the TA Funds for the beneficial conversion amount associated with the differential between the actual IPO price and \$12.

Solely in connection with the IPO, the TA Funds hereby irrevocably waive receipt of the number of shares of Common Stock issuable upon conversion of the Series B Preferred Stock at the IPO on the terms set forth in the Second Amended and Restated Certificate of Incorporation (disregarding this letter) that exceed the number of shares of Common Stock issuable upon conversion of the Series B Preferred Stock at the IPO on the terms set forth in the Second

Amended and Restated Certificate of Incorporation (taking into account the terms of this letter as if they were a modification of the Second Amended and Restated Certificate of Incorporation).

If you are in agreement with the foregoing, please acknowledge in the space provided below.

Very truly yours,

CARDTRONICS, INC.

By: /s/ J. Chris Brewster

J. Chris Brewster
Chief Financial Officer

ACKNOWLEDGED AND AGREED:

TA IX L.P.

By: TA Associates IX LLC, its General Partner

By: TA Associates, Inc., its General Partner

By: /s/ Michael A.R. Wilson

Name: Michael A.R. Wilson

Its: Managing Director

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/ Michael A.R. Wilson

Name: Michael A.R. Wilson

Its: Managing Director

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/ Michael A.R. Wilson

Name: Michael A.R. Wilson

Its: Managing Director