

CARDTRONICS INC
Form 8-K
January 25, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 25, 2011 (January 21, 2011)

Cardtronics, Inc.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-33864 (Commission File Number)	76-0681190 (IRS Employer Identification No.)
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3250 Briarpark, Suite 400, Houston, Texas (Address of principal executive offices)	77042 (Zip Code)
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Registrant's telephone number, including area code: (832) 308-4000

None
(Former name or former address, if changed since last
report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03. Amendments to Articles or Bylaws; Change in Fiscal Year

On January 21, 2011, the Board of Directors (the “Board”) of Cardtronics, Inc. (the “Corporation”) approved and adopted the Third Amended and Restated Bylaws (the “Bylaws”), which became effective as of January 21, 2011. The following is intended to provide a brief description of the changes made to the Bylaws, but is not a complete description and is qualified in its entirety by reference to the Bylaws themselves, which are filed as an exhibit to this report.

Sections 4.1 and 4.2 of the Bylaws were revised to clarify that the Board would have the authority to appoint the chairman of any committee established by the Board, rather than such authority resting with the committee itself. The remaining substantive modifications to the Bylaws concerned the role of the Chief Executive Officer as the Corporation’s most senior executive officer. To that end, the Bylaws were amended to provide that the Chief Executive Officer: (i) would preside over meetings of the stockholders if the Chairman were not present (Section 2.12); (ii) may call special meetings of the Board (Section 3.6); (iii) shall be one of the designated officers of the Corporation (Section 5.1); (iv) shall have general executive charge, management and control of the properties, business and operations of the Corporation (Section 5.5); and (v) unless otherwise directed by the Board have the power to vote or otherwise act on behalf of Corporation with respect to any securities that the Corporation may hold with respect to any other entity (Section 5.13). Additionally, the Bylaws were further modified to allow the Corporation to have more than one President serving under the Chief Executive Officer and to allow the Chief Executive Officer and any such President to assign duties to subordinate officers (Sections 5.7 and 5.8, respectively). The Bylaws have been filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.05. Amendments to the Registrant’s Code of Ethics, or Waiver of a Provision of the Code of Ethics.

On January 21, 2011, the Audit Committee of the Board of Directors by unanimous vote approved the management proposed modifications to the Corporation’s Code of Business Conduct and Ethics. The modifications as approved by the Audit Committee, among other administrative and non-substantive amendments, include: (i) clarifying the definition of a conflict of interest and providing examples of what the Corporation would and wouldn’t consider a conflict of interest; (ii) expanding on the previous concept of business entertainment/gifts to include all payments and gifts; and (iii) inclusion of a section entitled “Retention of Documents and Records.” These changes were made upon recommendation by the Corporation’s outside securities counsel and not in response to any conduct or action of any director, officer, or employee of the Corporation. The revised Code of Business Conduct and Ethics has been filed as Exhibit 10.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description of Exhibit
10.1	Third Amended and Restated Bylaws
10.2	Code of Business Conduct and Ethics

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Cardtronics, Inc.

Date: January 25, 2011

By: /s/ J. CHRIS BREWSTER
Name: J. Chris Brewster
Title: Chief Financial Officer