

CARDTRONICS INC
Form 8-K
May 17, 2012

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): **May 17, 2012 (May 15, 2012)**

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.)

3250 Briarpark, Suite 400, Houston, Texas

77042

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(832-308-4000)**

(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 5.07. Submission of Matters to a Vote of Security Holders.

In conjunction with the Company's Annual Meeting of Stockholders held on May 15, 2012, three proposals were presented for a stockholder vote. Set forth below are the voting results for each of the proposals.

Proposal No. 1: Re-election of three Class II directors to the Company's Board of Directors for a three-year term:

| | For | Against/Withheld | Broker Non-Votes |
|---------------------|------------|-------------------------|-------------------------|
| J. Tim Arnoult | 38,791,118 | 314,258 | 2,032,387 |
| Dennis F. Lynch | 37,653,963 | 1,451,413 | 2,032,387 |
| Juli C. Spottiswood | 38,823,075 | 282,301 | 2,032,387 |

The Company's other continuing directors are Robert P. Barone, Jorge M. Diaz, G. Patrick Phillips, Steven A. Rathgaber, and Mark Rossi.

Proposal No. 2: Approval of advisory vote on executive compensation:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 36,135,833 | 2,965,242 | 4,301 | 2,032,387 |

Proposal No. 3: Ratification of the Audit Committee's selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 39,708,323 | 1,427,974 | 1,466 | — |

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: May 17, 2012

By: /s/ j. chris brewster

Name: J. Chris Brewster

Title: Chief Financial Officer