

CARDTRONICS INC  
Form 8-K  
February 23, 2016

**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): **February 22, 2016**

**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**  
(Address of principal executive offices)

**77042**  
(Zip Code)

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

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(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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 17, 2015, Cardtronics, Inc. (the Company ) announced that Edward H. West would succeed Chris Brewster as the Company s Chief Financial Officer on the date immediately following the date on which the Company s Annual Report on Form 10-K for the fiscal year ending December 31, 2015 ( 2015 10-K ) is filed with and accepted by the U.S. Securities and Exchange Commission ( SEC ), and that Mr. Brewster will continue for a period of time as an executive advisor to the Company to, among other responsibilities, assist in the transition to Mr. West.

The Company filed its 2015 10-K with the SEC on February 22, 2016. In connection with this event and Mr. Brewster s appointment as an executive advisor, on February 22, 2016, the Company entered into an agreement (the Agreement ) with Mr. Brewster that amended and restated his previous employment agreement in its entirety to reflect his new role as an executive advisor with a salary of \$500,000 per year. Mr. Brewster is eligible to receive prorated cash and equity incentive bonuses for the time period prior to the filing and acceptance of the 2015 10-K. However, Mr. Brewster will not participate in any of the Company s cash or equity incentive bonus plans covering any time period after the filing and acceptance of the 2015 10-K. The Agreement shall have a term of one year, unless terminated earlier or extended pursuant to its terms. Mr. Brewster s retirement from the Company shall be effective upon the termination of the Agreement.

**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 hereunto duly authorized.

**Cardtronics, Inc.**

Date: February 22, 2016

By: /s/ E. Brad Conrad  
Name: E. Brad Conrad  
Title: Chief Accounting Officer