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**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): **June 20, 2018**

**Cardtronics plc**

(Exact name of registrant as specified in its charter)

**England and Wales**  
(State or other jurisdiction  
of incorporation)

**001-37820**  
(Commission  
File Number)

**98-1304627**  
(IRS Employer  
Identification Number)

**3250 Briarpark Drive, Suite 400, Houston, Texas**  
(Address of principal executive offices)

**77042**  
Zip Code

**(832) 308-4000**

(Registrant's telephone number, including area code)

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Schedule 13(a) of the Exchange Act.

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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 June 20, 2018, the Board of Directors (the “Board”) of Cardtronics plc (the “Company”) increased its size to ten (10) directors and appointed Warren C. Jenson and Douglas L. Braunstein to the Board for an initial term ending at the Company’s annual general meeting in 2019 and 2020, respectively. Mr. Braunstein will serve as a Class I director and as a member of the Finance and Compensation Committees. Mr. Jenson will serve as a Class III director and as a member of each of the Audit and Nominating & Governance Committees.

Mr. Braunstein currently serves as Managing Partner and Co-Founder of Hudson Executive Capital LP (“HEC”), which is the Company’s largest shareholder and owns approximately 17.5% of the Company’s common stock. Prior to founding HEC, Mr. Braunstein served in several senior leadership roles at JPMorgan Chase & Co., including as Chief Financial Officer and Vice Chairman, as well as head of JP Morgan’s investment banking business. Mr. Braunstein currently serves as a director at Eagle Pharmaceuticals, Inc. and Corindus Vascular Robotics, Inc.

Mr. Jenson currently serves as Chief Financial Officer & Executive Vice President of Acxiom and as President of Acxiom International since 2012. He has held numerous other public and private company CFO roles including at Silver Spring Networks Inc., Electronic Arts Inc., NBC, Amazon.com and Delta Air Lines. Mr. Jenson also brings public company board experience having previously served as a director of DigitalGlobe, Inc. from 2008 to 2017.

Mr. Braunstein and Mr. Jenson will receive compensation commensurate with the other non-employee directors and based on their committee service, which will be prorated for the remainder of 2018. The Company’s director compensation program is described in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 12, 2018.

In connection with the appointments of Mr. Braunstein and Mr. Jenson to the Board and the Committees on which they will serve, the Board determined that Tim Amoult will no longer serve on the Finance Committee and that Mark Rossi will no longer serve on the Audit Committee as of the date Mr. Braunstein and Mr. Jenson join the Board.

A copy of the press release announcing the appointments of Douglas L. Braunstein and Warren C. Jenson is attached hereto as Exhibit 99.1

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press release dated June 21, 2018

EXHIBIT INDEX

Exhibit Number	Description of the Exhibit
99.1	<a href="#">Press release dated June 21, 2018</a>

**SIGNATURE**

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 PLC**

By: /s/ Gary W. Ferrera  
Gary W. Ferrera  
Chief Financial Officer  
June 21, 2018

FOR IMMEDIATE RELEASE

**Cardtronics Appoints Douglas L. Braunstein and Warren C. Jenson to Board of Directors**

*Braunstein Adds Significant Financial Experience and Shareholder Representation; Jenson Brings Global Business, Digital and Financial Expertise from Industry-Leading Companies*

**HOUSTON, JUNE 21, 2018** — Cardtronics plc (Nasdaq:CATM) (“Cardtronics” or the “Company”), the world’s largest ATM owner/operator, today announced the appointments of Douglas L. Braunstein, Managing Partner and Founder of Hudson Executive Capital LP (“HEC”), and Warren C. Jenson, Chief Financial Officer and Executive Vice President of Acxiom and President of Acxiom International, to the Company’s Board of Directors, effective immediately. With the appointments of Messrs. Braunstein and Jenson, the Cardtronics Board has been expanded to 10 directors.

“We are pleased to welcome Doug and Warren to the Board as part of our ongoing efforts to strengthen the composition of our Board and ensure we have the right mix of skills and expertise to lead Cardtronics forward,” said Dennis Lynch, Chair of the Cardtronics Board. “Doug is a highly qualified executive with a proven track record in the financial services industry who brings important strategic and corporate finance experience to the Board. Warren is a distinguished leader with significant business, financial and digital expertise, having served as Chief Financial Officer at a number of industry-leading companies, including the National Broadcasting Company (NBC), Delta Air Lines, Amazon.com and Electronic Arts.”

Edward H. West, Chief Executive Officer of Cardtronics, commented, “The Board additions mirror the positive changes being made at Cardtronics, including enhancements to our leadership team and operational improvements throughout the Company. We look forward to benefitting from Doug’s deep understanding of our business and wealth of relationships within financial services as we advance our strategic goal of serving as an increasingly important partner to financial institutions. In addition, Warren also brings business transformation expertise that will be critical to Cardtronics as we continue executing on our strategic priorities.”

Mr. Braunstein has over 30 years of experience in financial services, currently serving as Managing Partner and Founder of HEC, which is Cardtronics’ largest shareholder. Prior to founding HEC, he served in several senior leadership roles at JPMorgan Chase & Co., including as Chief Financial Officer and Vice Chairman, as well as head of JP Morgan’s investment banking business. Mr. Braunstein currently serves as a director at Eagle Pharmaceuticals and Corindus Vascular Robotics.

“I have confidence in the Company and its prospects,” said Mr. Braunstein. “Cardtronics is uniquely positioned to enhance value with an unrivaled network of ATMs in premier retail locations. I look forward to working with the Board and new management team to build on Cardtronics’ positive momentum.”

Mr. Jenson has twice been named one of the “Best CFOs in America” by Institutional Investor magazine. With more than 30 years of experience in strategy, business transformation and operational finance, he has helped to shape and successfully guide several companies at important inflection points, most notably NBC, Delta Air Lines, Amazon.com and Electronic Arts. Mr. Jenson currently serves as Chief Financial Officer & Executive Vice President of Acxiom. In this role, he also serves as President of Acxiom International. He also brings public Board experience, having served as a director of DigitalGlobe.

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Mr. Jenson said, “Cardtronics is well positioned to benefit from converging industry trends and to capitalize on global business opportunities. I am excited to begin working with the Cardtronics team to help execute the Company’s strategy and drive shareholder value.”

#### **About Douglas L. Braunstein**

Mr. Braunstein has over 30 years of industry experience, currently serving as a Managing Partner and Founder of Hudson Executive Capital LP. During his career at JPMorgan Chase & Co., Doug served as CFO, Vice Chairman, a member of the Operating Committee, and Head of Americas Investment Banking and Global M&A, among other roles. He currently serves as a director of Eagle Pharmaceuticals and Corindus Vascular Robotics. Doug is a trustee of Cornell University, Chair of the Finance Committee and a member of Cornell’s Investment Committee. He received his B.S. from Cornell University in 1983 and his J.D. from Harvard Law School in 1986.

#### **About Warren C. Jenson**

Mr. Jenson currently serves as Chief Financial Officer & Executive Vice President of Acxiom and as President of Acxiom International. Prior to joining Acxiom, he served as COO at Silver Spring Networks. From 2002 — 2008 he was CFO at Electronic Arts Inc. He has more than 30 years of experience in strategy and operational finance as Chief Financial Officer of Amazon.com, NBC and Electronic Arts. He also helped shape and successfully navigate digital transformations at NBC and Delta Air Lines. He was twice designated one of the “Best CFOs in America” by Institutional Investor magazine, and he was also honored as Bay Area Venture CFO of the Year in 2010. Mr. Jenson’s board experience includes DigitalGlobe, Tapjoy, and the Marshall School of Business at the University of Southern California. He holds a bachelor’s degree in accounting and a master of accountancy degree, both from Brigham Young University.

#### **About Cardtronics (NASDAQ:CATM)**

Making ATM cash access convenient where people shop, work, and live, Cardtronics is at the convergence of retailers, financial institutions, prepaid card programs, and the customers they share. Cardtronics provides services to approximately 230,000 ATMs in North America, Europe, Asia-Pacific, and Africa. Whether Cardtronics is driving foot traffic for top retailers, enhancing ATM brand presence for card issuers or expanding card holders’ surcharge-free cash access, Cardtronics is convenient access to cash, when and where consumers need it. Cardtronics is where cash meets commerce.

#### **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This earnings release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including those statements regarding the Company’s outlook and strategy, and are intended to be covered by the safe harbor provisions thereof. The use of the words “expects,” “intends,” “anticipates,” “estimates,” “predicts,” “believes,” “should,” “potential,” “may,” “forecast,” “objective,” “plan,” or “target,” and other similar expressions are intended to identify forward-looking statements. These forward-looking statements are based on management’s current expectations and beliefs concerning future developments and their potential effect on the Company and there can be no assurance that future developments affecting the Company could be anticipated. The Company’s forward-looking statements involve significant risks and uncertainties (some of which are beyond its control) and assumptions that could cause actual results to differ materially from its historical experience and present expectations or projections. For additional information regarding known material factors that

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could cause the Company's actual results to differ see the risk factors described in Item 1A of the Company's 2017 Form 10-K, and those set forth from time-to-time in other filings with the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on forward-looking statements contained in this release, which speak only as of the date of the release. Except as required by law, the Company undertakes no obligation to publicly update or revise any forward-looking statements after the date they are made, whether as a result of new information, future events, or otherwise.

**Contact Information**

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