

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3)

Cardtronics plc

(Name of Issuer)

Ordinary Shares, nominal value \$0.01 per share

(Title of Class of Securities)

G1991C105

(CUSIP Number)

Michael D. Pinnisi
Hudson Executive Capital LP
570 Lexington Avenue, 35th Floor
New York, NY 10022

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

Copies to:

Richard M. Brand
Andrew P. Alin
Cadwalader, Wickersham & Taft LLP
200 Liberty Street
New York, NY 10281
(212) 504-6000

June 21, 2018

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

| | | |
|---|---|--|
| 1 | NAME OF REPORTING PERSONS Hudson Executive Capital LP | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0 |
| | 8 | SHARED VOTING POWER 8,046,835 |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 8,046,835 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,046,835 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 17.5% ¹ | |
| 14 | TYPE OF REPORTING PERSON PN, IA | |

1. The percentage calculations herein are based upon an aggregate of 45,924,163 ordinary shares, nominal value \$0.01 per share, of Cardtronics plc, outstanding as of April 30, 2018, as reported in Cardtronics plc's quarterly report on Form 10-Q for the quarter ended March 31, 2018.

| | | |
|---|---|--|
| 1 | NAME OF REPORTING PERSONS HEC Management GP LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0 |
| | 8 | SHARED VOTING POWER 8,046,835 |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 8,046,835 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,046,835 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 17.5% ² | |
| 14 | TYPE OF REPORTING PERSON OO | |

2. The percentage calculations herein are based upon an aggregate of 45,924,163 ordinary shares, nominal value \$0.01 per share, of Cardtronics plc, outstanding as of April 30, 2018, as reported in Cardtronics plc's quarterly report on Form 10-Q for the quarter ended March 31, 2018.

| | | |
|--|---|--|
| 1 | NAME OF REPORTING PERSONS Douglas L. Braunstein | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION United States | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0 |
| | 8 | SHARED VOTING POWER 8,046,835 |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 8,046,835 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,046,835 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 17.5% ³ | |
| 14 | TYPE OF REPORTING PERSON IN | |

3. The percentage calculations herein are based upon an aggregate of 45,924,163 ordinary shares, nominal value \$0.01 per share, of Cardtronics plc, outstanding as of April 30, 2018, as reported in Cardtronics plc's quarterly report on Form 10-Q for the quarter ended March 31, 2018.

This Amendment No. 3 to Schedule 13D (this "**Amendment No. 3**") relates to the Schedule 13D filed on January 31, 2018 (the "**Initial 13D**") and, as amended and supplemented through the date of this Amendment No. 3, collectively, the "**Schedule 13D**") by the Reporting Persons, relating to the ordinary shares, nominal value \$0.01 per share (the "**Shares**"), of Cardtronics plc, a company organized under the laws of England and Wales (the "**Issuer**"). Capitalized terms used but not defined in this Amendment No. 3 shall have the meanings set forth in the Schedule 13D.

The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant. Except as specifically amended by this Amendment No. 3, the Schedule 13D is unchanged.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following information:

On June 21, 2018, the Issuer announced that the Board appointed Douglas L. Braunstein as a director.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 of the Schedule 13D is hereby amended and restated in its entirety to read as follows:

(a) and (b) The Reporting Persons beneficially own an aggregate of 8,046,835 Shares (the "**Subject Shares**"). The Subject Shares represent approximately 17.5% of the issued and outstanding Shares based on an aggregate of 45,924,163 Shares outstanding as of April 30, 2018, as reported in Cardtronics plc's quarterly report on Form 10-Q for the quarter ended March 31, 2018.

Hudson Executive, as the investment adviser to the HEC Funds, may be deemed to share power to vote or direct the vote of (and share power to dispose or direct the disposition of) the Subject Shares.

Management GP, as the general partner of Hudson Executive, may be deemed to share power to vote or direct the vote of (and share power to dispose or direct the disposition of) the Subject Shares.

By virtue of his role with respect to Hudson Executive and Management GP, Mr. Braunstein may be deemed to share power to vote or direct the vote of (and share power to dispose or direct the disposition of) the Subject Shares and, therefore, each of Mr. Braunstein, Management GP and Hudson Executive may be deemed to be a beneficial owner of the Subject Shares.

(c) All transactions in the Shares effected during the past 60 days on behalf of an HEC Fund over which the Reporting Persons have investment discretion are set forth in Exhibit 4 and Exhibit 5 attached hereto and incorporated herein by reference.

(d) The HEC Funds have the right to receive dividends from, and the proceeds from the sale of, the Subject Shares. No other person is known to the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Subject Shares.

(e) Not applicable.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

| | |
|-----------|--|
| Exhibit 1 | Joint Filing Agreement of the Reporting Persons* |
| Exhibit 2 | Schedule of transactions effected during the last 60 days* |
| Exhibit 3 | Schedule of transactions effected during the last 60 days* |
| Exhibit 4 | Schedule of transactions effected during the last 60 days* |
| Exhibit 5 | Schedule of transactions effected during the last 60 days |

* Previously Filed

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 21, 2018

HUDSON EXECUTIVE CAPITAL LP

By: HEC Management GP, LLC, its general partner

By: /s/ Douglas L. Braunstein

Name: Douglas L. Braunstein

Title: Managing Member

HEC MANAGEMENT GP, LLC

By: /s/ Douglas L. Braunstein

Name: Douglas L. Braunstein

Title: Managing Member

DOUGLAS L. BRAUNSTEIN

By: /s/ Douglas L. Braunstein

Douglas L. Braunstein

EXHIBIT 5

Schedule of Transactions in Shares

Together with Exhibit 4, the following table sets forth all transactions with respect to Shares effected in the last sixty days by the Reporting Persons or on behalf of the Reporting Persons in respect of the Shares, inclusive of any transactions effected through 4:00 pm, New York City time, on June 20, 2018. All such transactions were purchases effected in the open market, and the table includes commissions paid in per unit prices.

Cardtronics plc

| <u>Transaction Date</u> | <u>Transaction</u> | <u>Security</u> | <u>Shares Bought</u> | <u>Unit Cost</u> |
|--------------------------------|---------------------------|------------------------|-----------------------------|-------------------------|
| 5/2/2018 | Buy | Ordinary Shares | 119,000 | \$25.36 ¹ |
| 5/3/2018 | Buy | Ordinary Shares | 24,000 | \$25.37 ² |

1. The price reported in the Unit Cost column is a weighted average price. These Shares were purchased in multiple transactions through a broker-dealer at prices ranging from \$25.05 to \$25.74. Hudson Executive and the other Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Shares purchased at each separate price within the ranges set forth in footnotes 1 and 2.

2. The price reported in the Unit Cost column is a weighted average price. These shares were purchased in multiple transactions through a broker-dealer at prices ranging from \$24.97 to \$25.67.
