

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- | | |
|--|--|
| <input type="checkbox"/> Preliminary Proxy Statement | <input type="checkbox"/> Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input type="checkbox"/> Definitive Proxy Statement | |
| <input type="checkbox"/> Definitive Additional Materials | |
| <input checked="" type="checkbox"/> Soliciting Material Pursuant to Section 240.14a-12 | |

Cardtronics plc

(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.

(3) Filing Party:

(4) Date Filed:



The chart below summarizes the treatment of each type of equity-based incentive award outstanding under the Cardtronics PLC 2007 Stock Incentive Plan in connection with the closing of the proposed transaction, as provided in the Acquisition Agreement among Cardtronics PLC, Cardtronics USA, Inc. and NCR Corporation dated January 25, 2021 (the “**Acquisition Agreement**”). This summary is qualified in its entirety by the Acquisition Agreement which is filed with the Securities and Exchange Commission here: <https://ir.cardtronics.com/node/20311/html>.

<p>Cardtronics common stock held outright in personal brokerage accounts</p>	<p>Each share of Cardtronics common stock held by you immediately prior to the Merger will be converted into the right to receive \$39.00 in cash.</p>
<p>Stock Options</p>	<p>Each unexercised stock option that was granted in 2018 and is outstanding as of immediately prior to the closing of the acquisition (the “Closing”), will be cancelled and converted into the right to receive a cash payment equal to the product of (i) the excess, if any, of \$39.00 over the applicable exercise price per share of such stock option, and (ii) the number of Cardtronics shares subject to such stock option.</p> <p>Each unexercised stock option, whether vested or unvested, that was granted in 2019, 2020 and 2021 and is outstanding as of immediately prior to the Closing, will be assumed by NCR and will be converted into an option to purchase shares of NCR common stock on the same terms and conditions as were applicable to the corresponding Cardtronics stock option. From and after the Closing, each converted stock option will be eligible to continue to vest on each date that the applicable Cardtronics stock option would have otherwise vested in accordance with its terms, if the applicable vesting conditions are satisfied prior to each vesting date.</p> <p>The number of shares of NCR common stock subject to each converted stock option will be equal to the product of (i) the number of Cardtronics shares that were subject to the applicable Cardtronics stock option and (ii) the Equity Award Exchange Ratio (as defined below) (with such number rounded down to the nearest whole number of shares).</p> <p>The exercise price per share of each converted stock option will be equal to the quotient obtained by dividing (x) the exercise price per share of the applicable Cardtronics stock option, by (y) the Equity Award Exchange Ratio (with such price rounded up to the nearest whole cent).</p> <p>If your employment or service is terminated following the Closing and prior to any vesting date either (i) by NCR without “cause” or as a result of death or “disability” (each as defined in the Cardtronics award agreement available by logging into your Fidelity account at www.netbenefits.com) or (ii) by your resignation for “good reason” (as defined in the Acquisition Agreement, and only if you have a right to resign for “good reason” in an employment agreement with Cardtronics), then the converted stock option will fully vest and become exercisable as of the date of such termination of employment or service, for the exercise period set forth in the applicable award agreement that governed the Cardtronics stock option.</p>

Restricted Stock Units	<p>Restricted stock units that vest based on the passage of time (“RSUs”) and that are outstanding as of immediately prior to the Closing will be assumed by NCR and will be converted into an award of time-based RSUs with respect to shares of NCR common stock on substantially the same terms and conditions as were applicable to the corresponding Cardtronics RSUs. From and after the Closing, each converted RSU will be eligible to continue to vest on each date that the applicable Cardtronics RSU would have otherwise vested in accordance with its terms, if the applicable vesting conditions are satisfied prior to each vesting date.</p> <p>The number of shares of NCR common stock subject to each converted RSU will be equal to the product of (i) the number of Cardtronics shares that were subject to the applicable Cardtronics RSU and (ii) the Equity Award Exchange Ratio, as defined below (with such number rounded up to the nearest whole number of shares).</p> <p>If your employment or service is terminated following the Closing and prior to any vesting date either (i) by NCR without “cause” or as a result of death or “disability” (each as defined in the Cardtronics award agreement available by logging into your Fidelity account at www.netbenefits.com) or (ii) by your resignation for “good reason” (as defined in the Acquisition Agreement, and only if you have a right to resign for “good reason” in an employment agreement with Cardtronics), then the converted RSU will fully vest as of the date of such termination of employment or service and will be settled in accordance with its terms.</p>
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<p>Performance Stock Units</p>	<p>Restricted stock units that vest based upon performance and the passage of time (“PSUs”) and that are outstanding immediately prior to the Closing will be assumed by NCR and will be converted into an award of time-based RSUs with respect to shares of NCR common stock on substantially the same terms and conditions as were applicable to the corresponding Cardtronics PSUs, except that they will not include any performance conditions. From and after the Closing, each converted RSU will be eligible to continue to vest on each date that the applicable Cardtronics PSU would have otherwise time-vested in accordance with its terms, if the applicable vesting conditions (excluding any performance conditions) are satisfied prior to each vesting date.</p> <p>The number of shares of NCR common stock subject to each converted RSU will be equal to the product of (i) the number of Cardtronics shares that were subject to the applicable Cardtronics PSU, with such number of Cardtronics shares to be based on the greater of the target level achievement and the actual level of achievement of any performance goals, as determined by the Cardtronics board of directors immediately prior to the Closing based on pro-rated performance goals (to account for any shortened performance period); and (ii) the Equity Award Exchange Ratio as defined below (with such number rounded up to the nearest whole number of shares).</p> <p>If your employment or service is terminated following the Closing and prior to any vesting date either (i) by NCR without “cause” or as a result of death or “disability” (each as defined in the Cardtronics award agreement available by logging into your Fidelity account at www.netbenefits.com) or (ii) by your resignation for “good reason” (as defined in the Acquisition Agreement, and only if you have a right to resign for “good reason” in an employment agreement with Cardtronics), then the converted RSU will fully vest as of the date of such termination of employment or service and will be settled in accordance with its terms.</p>
<p>Equity Award Exchange Ratio</p>	<p>“Equity Award Exchange Ratio” means the quotient obtained by dividing:</p> <ol style="list-style-type: none"> 1. \$39.00 (the purchase price under the Acquisition Agreement); by 2. the volume weighted average of the closing sale prices per share of NCR common stock on the New York Stock Exchange for the 10 full consecutive trading days ending on and including the third trading day prior to the date of the Closing (rounded up to the fourth decimal place).

If you have any questions related to the above information, please email Christl Setchell (csetchell@cardtronics.com) and Paul Carbonelli (pcarbonelli@cardtronics.com).

Additional Information and Where to Find It

This communication may be deemed solicitation material in respect of the proposed acquisition of Cardtronics plc (“**Cardtronics**”) by NCR Corporation. This communication does not constitute a solicitation of any vote or approval. In connection with the proposed transaction, Cardtronics filed a revised preliminary proxy statement with the SEC on February 17, 2021 and plans to file with the SEC and mail or otherwise provide to its shareholders a definitive proxy statement regarding the proposed transaction. Cardtronics may also file other documents with the SEC regarding the proposed transaction. This document is not a substitute for the proxy statement or any other document that may be filed by Cardtronics with the SEC.

BEFORE MAKING ANY VOTING DECISION, CARDTRONICS’ SHAREHOLDERS ARE URGED TO READ THE PROXY STATEMENT IN ITS ENTIRETY WHEN IT BECOMES AVAILABLE AND ANY OTHER DOCUMENTS FILED BY CARDTRONICS WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION OR INCORPORATED BY REFERENCE THEREIN BEFORE MAKING ANY VOTING OR INVESTMENT DECISION WITH RESPECT TO THE PROPOSED TRANSACTION BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES TO THE PROPOSED TRANSACTION.

Any vote in respect of resolutions to be proposed at Cardtronics shareholder meetings to approve the proposed transaction, the scheme of arrangement or related matters, or other responses in relation to the proposed transaction, should be made only on the basis of the information contained in Cardtronics’ proxy statement (including the scheme documentation), including the information incorporated by reference therein. Shareholders may obtain a free copy of the proxy statement and other documents Cardtronics files with the SEC through the website maintained by the SEC at www.sec.gov. Cardtronics makes available free of charge on its investor relations website at ir.cardtronics.com copies of materials it files with, or furnishes to, the SEC.

No Offer or Solicitation

This communication is for information purposes only and is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer or invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the proposed transaction or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law.

The proposed transaction will be implemented solely pursuant to the scheme of arrangement, subject to the terms and conditions of the Acquisition Agreement, which contain the full terms and conditions of the proposed transaction.

Participants in the Solicitation

Cardtronics and its directors, executive officers and certain employees and other persons may be deemed to be participants in the solicitation of proxies from Cardtronics' shareholders in connection with the proposed transaction. Security holders may obtain information regarding the names, affiliations and interests of Cardtronics' directors and executive officers in Cardtronics' Annual Report on Form 10-K for the fiscal year ended December 31, 2019, which was filed with the SEC on March 2, 2020, and its definitive proxy statement for the 2020 annual general meeting of shareholders, which was filed with the SEC on April 1, 2020. To the extent the holdings of Cardtronics' securities by Cardtronics' directors and executive officers have changed since the amounts set forth in Cardtronics' proxy statement for its 2020 annual general meeting of shareholders, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Additional information regarding the interests of such individuals in the proposed transaction are included in the proxy statement relating to the proposed transaction filed with the SEC on February 17, 2021. These documents may be obtained free of charge from the SEC's website at www.sec.gov and the investor relations page of Cardtronics' website at ir.cardtronics.com.

Forward-Looking Statements

This communication contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 (the "Act"), including statements containing the words "expect," "intend," "plan," "believe," "will," "should," "would," "could," "may," and words of similar meaning, as well as other words or expressions referencing future events, conditions or circumstances. Cardtronics intends these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Act.

Statements that describe or relate to Cardtronics' plans, goals, intentions, strategies, or financial outlook, and statements that do not relate to historical or current fact, are examples of forward-looking statements. Examples of forward-looking statements include, without limitation, statements regarding Cardtronics' plans to manage its business through the novel strain of the coronavirus identified in late 2019 ("**COVID-19**") pandemic and the health and safety of its customers and employees; the expected impact of the COVID-19 pandemic on Cardtronics' operating goals and actions to manage these goals; expectations regarding cost and revenue synergies; expectations regarding Cardtronics' cash flow generation, cash reserve, liquidity, financial flexibility and impact of the COVID-19 pandemic on Cardtronics' employee base; expectations regarding Cardtronics' ability to capitalize on market opportunities; Cardtronics' financial outlook; the effect of the announcement of the proposed transaction on the ability of Cardtronics to retain and hire key personnel and maintain relationships with customers, suppliers and others with whom Cardtronics does business, or on Cardtronics operating results and business generally; risks that the proposed transaction disrupts current plans and operations and the potential difficulties in employee retention as a result of the proposed transaction; the outcome of any legal proceedings related to the proposed transaction; the occurrence of any event, change or other circumstances that could give rise to the termination of the acquisition agreement; the ability of the parties to consummate the proposed transaction on a timely basis or at all; the satisfaction of the conditions precedent to consummation of the proposed transaction, including the ability to secure regulatory approvals on the terms expected, at all or in a timely manner; the ability of Cardtronics to implement its plans, forecasts and other expectations with respect to its business after the completion of the proposed transaction and realize expected benefits; business disruption following the proposed transaction; and the potential benefits of an acquisition of Cardtronics.

Forward-looking statements are not guarantees of future performance, and there are a number of important factors that could cause actual outcomes and results to differ materially from the results contemplated by such forward-looking statements, including those factors listed in Item 1A "Risk Factors" of Cardtronics' Annual Report on Form 10-K filed with the SEC on March 2, 2020, and those factors detailed from time to time in Cardtronics' other SEC reports including quarterly reports on Form 10-Q and current reports on Form 8-K. In addition, there can be no assurance that a transaction with Cardtronics will be agreed to or occur, and if agreed, the terms of any such transaction. Cardtronics does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as otherwise required by law.