

GLOBAL CASH ACCESS HOLDINGS, INC.

Reported by
FITZGERALD CHARLES JAMES JR

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/21/09 for the Period Ending 05/20/09

Address	7250 S. TENAYA WAY SUITE 100 LAS VEGAS, NV 89113
Telephone	702-855-3000
CIK	0001318568
Symbol	GCA
Fiscal Year	12/31

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public
Utility Holding Company Act of 1935 or Section 30(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * Fitzgerald Charles James JR <small>(Last) (First) (Middle)</small> C/O SUMMIT PARTNERS, 222 BERKELEY STREET, 18TH FLOOR <small>(Street)</small> BOSTON, MA 02116 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Global Cash Access Holdings, Inc. [GCA] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/20/2009</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) ___ X ___ Other (specify below) Indirect GP of 10% Owner 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person _____ Form filed by More than One Reporting Person
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned		

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	5/20/2009		J (1)		2500000 (2)	D	\$0 (3)	14032478 (2)	I (2)	See footnote
Common Stock	5/20/2009		J (1)		166	A	\$0 (3)	166	D	
Common Stock	5/20/2009		J (4)		166	D	\$0 (3)	0	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) Distribution to partners.
- (2) Shares of common stock are held in the name of Summit Ventures VI-A, L.P., Summit Ventures VI-B, L.P., Summit VI Advisors Fund, L.P., Summit VI Entrepreneurs Fund, L.P., and Summit Investors VI, L.P except for 34,000 shares which are held in the name of Charles J. Fitzgerald. The 34,000 shares of restricted stock were granted to Mr. Fitzgerald as a part of director compensation. Mr. Fitzgerald is a member of Summit Master Company, LLC, which is the general partner of Summit Partners, L.P. Mr. Fitzgerald is deemed to hold the stock for the benefit of Summit Partners, which determines when the stock will be sold and is entitled to the proceeds. Accordingly, Summit Partners and Summit Master Company may be deemed indirect beneficial owners of the restricted stock. Mr. Fitzgerald, Summit Partners, L.P. and Summit Master Company each disclaims beneficial ownership of the restricted stock except to the extent of its pecuniary interest therein.

(3) Not applicable.

(4) Shares were transferred to trust for no additional consideration.

Remarks:

Summit Partners, L.P. is the managing member of Summit Partners VI (GP), LLC, which is the general partner of Summit Partners VI (GP), L.P., which is the general partner of each of Summit Ventures VI-A, L.P., Summit Ventures VI-B, L.P., Summit VI Advisors Fund, L.P., Summit VI Entrepreneurs Fund, L.P. and Summit Investors VI, L.P. Summit Partners, L.P. has voting and dispositive authority over the shares held by each of these entities and, therefore, may beneficially own such shares. Each of Summit Partners, L.P., Summit Partners VI (GP), LLC, Summit Partners VI (GP), L.P. and Summit Master Company, LLC, which is the general partner of Summit Partners, L.P., disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fitzgerald Charles James JR C/O SUMMIT PARTNERS 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116	X			Indirect GP of 10% Owner

Signatures

Robin W. Devereux, Power of Attorney for Charles J. Fitzgerald

5/21/2009

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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