

# GLOBAL CASH ACCESS HOLDINGS, INC.

## FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 03/12/13

Address	7250 S. TENAYA WAY SUITE 100 LAS VEGAS, NV 89113
Telephone	702-855-3000
CIK	0001318568
Symbol	GCA
SIC Code	6199 - Finance Services
Industry	Business Services
Sector	Services
Fiscal Year	12/31

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8****REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933****GLOBAL CASH ACCESS HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other Jurisdiction of  
Incorporation or Organization)**20-0723270**  
(I.R.S. Employer  
Identification No.)**3525 East Post Road, Suite 120  
Las Vegas, NV 89120**

(Address of principal executive offices) (zip code)

**Global Cash Access Holdings, Inc. 2005 Stock Incentive Plan**  
(Full title of the Plan(s))**David Lopez**  
**Global Cash Access Holdings, Inc.**  
**3525 East Post Road, Suite 120**  
**Las Vegas, NV 89120**  
**702-855-3000**

(Name and address of agent for service)

(Telephone number, including area code, of agent for service)

**Copies to:****David Johnson, Esq.**  
Global Cash Access Holdings, Inc.  
3525 East Post Road, Suite 120  
Las Vegas, NV 89120  
702-855-3000**David Lewis, Esq.**  
DLA Piper LLP (US)  
2525 East Camelback Road, Suite 1000  
Phoenix, AZ 85016  
480.606.5100

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be registered (1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.001 par value per share	3,174,064(2)	\$ 7.12(3)	\$ 22,599,336	\$ 3,082.55

(1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's common stock that becomes issuable under the Global Cash Access Holdings, Inc. 2005 Stock Incentive Plan (the "Plan") by reason of any stock dividend, stock split or other similar transaction effected without the receipt of consideration that increases the number of the Registrant's outstanding shares of common stock. In addition, pursuant to Rule 416(c) of the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.

(2) Represents additional shares reserved effective January 1, 2013 for issuance under the Plan. Shares issuable under the Plan were initially registered on a Registration Statement on Form S-8 (No. 333-131904) filed with the Securities and Exchange Commission (the "Commission") on February 16, 2006. Additional shares issuable under the Plan were subsequently registered on Registration Statements on Form S-8 (Nos. 333-14078, 333-149496, 333-157512, 333-165264 and 333-172358) filed with the Commission on February 26, 2007, March 3, 2008, February 25, 2009, March 5, 2010 and February 18, 2011, respectively.

- (3) Estimated solely for purposes of computing the amount of the registration fee pursuant to Rule 457(h) of the Securities Act. The proposed maximum offering price per share, proposed maximum aggregate offering price, and the amount of the registration fee are based on the average of the high and low prices of the Registrant's common stock on the New York Stock Exchange on March 11, 2013 (a date that is within five business days of the date of filing of this Registration Statement).

**This registration statement shall hereafter become effective in accordance with Rule 462 promulgated under the Securities Act of 1933, as amended.**

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## EXPLANATORY NOTE

The purpose of this Registration Statement on Form S-8 is to register an additional 3,174,064 shares of common stock, par value \$0.01 per share, for issuance pursuant to the Global Cash Access Holdings, Inc. 2005 Stock Incentive Plan (the "Plan"). In accordance with General Instruction E to Form S-8, the contents of the Registrant's registration statements on Form S-8 (Registration Nos. 333-14078, 333-149496, 333-157512, 333-165264 and 333-172358) filed with the Commission on February 26, 2007, March 3, 2008, February 25, 2009, March 5, 2010 and February 18, 2011, respectively) are incorporated herein by reference and made a part hereof.

### PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

4.1(1)	Global Cash Access Holdings, Inc. 2005 Stock Incentive Plan
5.1	Opinion of DLA Piper
23.1	Consent of DLA Piper (contained in Exhibit 5.1)
23.2	Consent of Deloitte & Touche LLP
24.1	Power of Attorney (see Signature Page)

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(1) Incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-8 (No. 333-165264) filed by the Registrant on March 5, 2010.

## SIGNATURES

Pursuant to the requirements of the Securities Act, Global Cash Access Holdings, Inc., certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada, on March 12, 2013.

GLOBAL CASH ACCESS HOLDINGS, INC.

By: /s/ David Lopez  
David Lopez  
President and Chief Executive Officer

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of David Lopez, Mary Beth Higgins and David Johnson as attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendment to this Registration Statement and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming the said attorney-in-fact or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David Lopez</u>	Director, President and Chief Executive Officer	March 12, 2013
David Lopez	(Principal Executive Officer)	
<u>/s/ Mary E. Higgins</u>	Chief Financial Officer	March 12, 2013
Mary E. Higgins	(Principal Financial and Accounting Officer)	
<u>/s/ Geoff Judge</u>	Director	March 12, 2013
Geoff Judge		
<u>/s/ E. Miles Kilburn</u>	Director	March 12, 2013
E. Miles Kilburn		
<u>/s/ Fred Enlow</u>	Director	March 12, 2013
Fred Enlow		
<u>/s/ Scott Betts</u>	Director	March 12, 2013
Scott Betts		
<u>/s/ Michael Rumbolz</u>	Director	March 12, 2013
Michael Rumbolz		
<u>/s/ Ronald Congemi</u>	Director	March 12, 2013
Ronald Congemi		

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
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## Opinion of DLA Piper

March 12, 2013

Global Cash Access Holdings, Inc.

3525 East Post Road, Suite 120

Las Vegas, NV 89120

Ladies and Gentlemen:

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as legal counsel for Global Cash Access Holdings, Inc., a Delaware corporation (the "Company"), in connection with a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 1,169,444 shares of the Common Stock, \$0.01 par value, of the Company (the "Shares") that are reserved for issuance under the Global Cash Access Holdings, Inc. 2005 Stock Incentive Plan (the "Plan").

We have examined all instruments, documents and records which we deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to the originals of all documents submitted to us as copies. As to various questions of fact material to this opinion, we have relied on statements and certificates of officers and representatives of the Company and others.

The Company has represented to us and we have also assumed that the Company has reserved from its duly authorized capital stock a sufficient number of shares of Common Stock. We have also assumed that it will at all times reserve and keep available out of the aggregate of its authorized but unissued and otherwise unreserved Common Stock, solely for the purpose of enabling it to issue the Shares in accordance with the Plan, the number of Shares which are then issuable and deliverable upon the settlement of awards under the Plan.

We do not express any opinion herein concerning any law other than the Delaware General Corporation Law (including the statutory provisions, all applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting the foregoing). No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state of the United States or any foreign jurisdiction.

Based on the foregoing, it is our opinion that the Shares have been duly authorized, and upon the issuance and delivery of the Shares in the manner contemplated by the Plan, and assuming the Company completes all actions and proceedings required on its part to be taken prior to the issuance and delivery of the Shares pursuant to the terms of the Plan, the Shares will be validly issued, fully paid and nonassessable.

Our opinion set forth above is subject to the following general qualifications and assumptions:

- (1) The foregoing opinion is rendered as of the date hereof. We assume no obligation to update or supplement this opinion if any laws change after the date hereof or if any facts or circumstances come to our attention after the date hereof that might change this opinion.
- (2) This opinion is limited to the matters set forth herein, and no other opinion should be inferred beyond the matters expressly stated.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ DLA Piper

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 12, 2013, relating to the consolidated financial statements of Global Cash Access Holdings, Inc. and subsidiaries and the effectiveness of Global Cash Access Holdings, Inc.'s internal control over financial reporting appearing in the Annual Report on Form 10-K of Global Cash Access Holdings, Inc. and subsidiaries for the year ended December 31, 2012.

/s/ Deloitte & Touche LLP

Las Vegas, Nevada

March 12, 2013

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