

# GLOBAL CASH ACCESS HOLDINGS, INC.

Reported by  
**FITZGERALD CHARLES JAMES JR**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/26/05 for the Period Ending 09/22/05

|             |  |
|-------------|--|
| Address     | 7250 S. TENAYA WAY<br>SUITE 100<br>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

|  |   |   |
|--|---|---|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>Fitzgerald Charles James JR</b><br><br><small>(Last) (First) (Middle)</small><br><br><b>C/O SUMMIT PARTNERS, 222<br/>BERKELEY STREET, 18TH<br/>FLOOR</b><br><br><small>(Street)</small><br><br><b>BOSTON, MA 02116</b><br><br><small>(City) (State) (Zip)</small> | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>Global Cash Access Holdings, Inc.<br/>[ GCA ]</b><br><br><b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>9/22/2005</b></p> | <b>5. Relationship of Reporting Person(s) to Issuer<br/>(Check all applicable)</b><br><br><input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span><br><input type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span><br><b>Indirect GP of 10% Owner</b><br><br><b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>   |   |   |

**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                    | 9/22/2005      |                                   | C                         |   | 20198204<br>(1)   | A          | (1)     | 20198204 (1)  | I  | See Footnotes (1) (2)                                 |
| Common Stock                    | 9/22/2005      |                                   | C                         |   | 4842604<br>(3)  | A          | (3)     | 25040808 (4)  | I  | See Footnotes (2) (3)                                 |
| Common Stock                    | 9/22/2005      |                                   | S                         |   | 2504081<br>(4)  | D          | \$14.00 | 22536727 (4)  | I  | See Footnotes (2) (4)                                 |

**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 |  |   |  |  |
| Class A Preferred Stock                  | (1)  | 9/22/2005      |                                   | C                         |   | 20198204<br>(1)  |     | (1)                                     | (1)             | Common Stock  | 20198204 (1)               | (1)  | 0   | I  | See Footnote (1) (2)                                   |
| Series B Preferred Stock                 | (3)  | 9/22/2005      |                                   | C                         |   | 4842604<br>(3)   |     | (3)                                     | (3)             | Common Stock  | 4842604 (3)                | (3)  | 0   | I  | See Footnotes (2) (3)                                  |

**Explanation of Responses:**

- (1) Represents 13,693,950 shares beneficially held by Summit Ventures VI-A, L.P., 5,710,923 shares beneficially held by Summit Ventures VI-B, L.P., 284,796 shares beneficially held by Summit VI Advisors Fund, L.P., 437,256 shares beneficially held by Summit VI Entrepreneurs Fund, L.P., and 71,279 shares beneficially held by Summit Investors VI, L.P. Each share of Class A Preferred Stock is convertible into one share of common stock. These securities are preferred stock of Global Cash Access Holdings, Inc. and do not have an expiration date. These securities will automatically convert into shares of common stock upon the consummation of Global Cash Access Holdings, Inc.'s initial public offering.
- (2) Mr. Fitzgerald is a member of Summit Master Company, LLC, which is the general partner of Summit Partners, L.P., and he disclaims beneficial ownership of the shares held by Summit Partners, L.P. and the other entities listed above, except to the extent of his pecuniary interest therein.
- (3) Represents 3,283,182 shares beneficially held by Summit Ventures VI-A, L.P., 1,369,218 shares beneficially held by Summit Ventures VI-B, L.P., 68,281 shares beneficially held by Summit VI Advisors Fund, L.P., 104,834 shares beneficially held by Summit VI Entrepreneurs Fund, L.P., and 17,089 shares beneficially held by Summit Investors VI, L.P. Each share of Class B Preferred Stock is convertible into one share of common stock. These securities are preferred stock of Global Cash Access Holdings, Inc. and do not have an expiration date. These securities will automatically convert into shares of common stock upon the consummation of Global Cash Access Holdings, Inc.'s initial public offering.
- (4) Shares beneficially held by 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.

**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. Summit Partners, L.P. disclaims beneficial ownership of such shares except to the extent of its pecuniary interest. Mr. Fitzgerald is a member of Summit Master Company, LLC, which is the general partner of Summit Partners, L.P. Mr. Fitzgerald and each of Summit Master Company, LLC, Summit Partners, L.P., Summit Partners VI (GP), LLC and Summit Partners VI (GP), L.P., disclaims beneficial ownership of such shares, except to the extent of his or its pecuniary interest therein.

**Reporting Owners**

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

**Signatures**

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

**9/26/2005**

\*\* 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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