

# GLOBAL CASH ACCESS HOLDINGS, INC.

Reported by  
**FITZGERALD CHARLES JAMES JR**

## FORM 4/A

(Amended Statement of Changes in Beneficial Ownership)

Filed 03/05/09 for the Period Ending 02/24/09

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

<b>1. Name and Address of Reporting Person *</b>  <b>Fitzgerald Charles James JR</b>  <small>(Last) (First) (Middle)</small>  <b>C/O SUMMIT PARTNERS, 222 BERKELEY STREET, 18TH FLOOR</b>  <small>(Street)</small>  <b>BOSTON, MA 02116</b>  <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Global Cash Access Holdings, Inc. [ GCA ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/24/2009</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="margin-left: 150px;"><input type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="margin-left: 150px;"><input checked="" type="checkbox"/> Other (specify below)</span> <b>Indirect GP of 10% Owner</b>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  <p align="center"><b>2/26/2009</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	2/24/2009		A		34000 (3)	A	\$0	16532478 (1) (2)	I	See Footnotes (1) (2)

**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
Stock option (right to buy)	\$2.27	2/24/2009		A		66000		(3)	2/24/2019	Common Stock	66000	(4)	66000	I	See footnotes (2)

**Explanation of Responses:**

- (1) Shares beneficially owned 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.
- (2) The option and restricted stock was 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 option and restricted stock for the benefit of Summit Partners, which determines when the option is to be exercised and is entitled to the shares issued upon exercise. Summit Partners also determines when the restricted 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 option and restricted stock. Mr. Fitzgerald, Summit Partners, L.P. and Summit Master Company each disclaims beneficial ownership of the option and restricted stock except to the extent of its pecuniary interest therein.

- (3) Shares acquired via a restricted stock grant and an option grant as Director compensation. One-eighth (1/8) of the shares subject to the option shall vest on the six (6) month anniversary of February 24, 2009, and 1/42 of the remaining number of shares subject to the option shall vest on the 24th day of each calendar month thereafter. One-eighth (1/8) of the shares subject to the restricted stock bonus award shall vest on the six (6) month anniversary of February 7, 2009, and 1/42 of the remaining number of shares subject to the restricted stock bonus award shall vest on the 7th day of each calendar month thereafter. All shares of subject to the option and restricted stock bonus award shall automatically become fully vested immediately prior to the specified effective date of a Corporate Transaction (as defined in the Plan) or Change in Control (as defined in the Plan).
- (4) Not applicable.

**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 C/O SUMMIT PARTNERS 222 BERKELEY STREET, 18TH FLOOR 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**

**3/5/2009**

\*\* 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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