

GLOBAL CASH ACCESS HOLDINGS, INC.

Reported by
SUMMIT PARTNERS L P

FORM 4

(Statement of Changes in Beneficial Ownership)

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

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**

OMB APPROVAL
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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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
SUMMIT PARTNERS L P			Global Cash Access Holdings, Inc. [GCA]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Mang Mbr of GP of 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
222 BERKELEY STREET, 18TH FLOOR			9/22/2005					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
BOSTON, MA 02116						<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)						

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 (1)	A	(1)	20198204 (1)	I	See Footnotes (1) (2)
Common Stock	9/22/2005		C		4842604 (3)	A	(3)	25040808 (4)	I	See Footnotes (2) (3)
Common Stock	9/22/2005		S		2504081 (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 (1)		(1)	(1)	Common Stock	20198204 (1)	(1)	0	I	See Footnotes (1) (2)
Class B Preferred Stock	(3)	9/22/2005		C		4842604 (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) 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.
- (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. 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
SUMMIT PARTNERS L P 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116				Mang Mbr of GP of 10% Owner
SUMMIT PARTNERS VI GP LLC 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116				Indirect GP of 10% Owner
SUMMIT PARTNERS VI GP LP 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116				GP of 10% Owner

Signatures

Summit Partners, L.P., by Summit Master Company, LLC, Its General Partner, by Robin W. Devereux, Power of Attorney for Walter G. Kortschak, Member 9/26/2005

** Signature of Reporting Person

Date

Summit Partners VI (GP), LLC, by Summit Partners, L.P., its General Partner, by Summit Master Company, LLC, its General Partner, by Robin W. Devereux, Power of Attorney for Walter G. Kortschak, Member 9/26/2005

** Signature of Reporting Person

Date

Summit Partners VI (GP), L.P., by Summit Partners VI (GP), LLC, its General Partner, by Summit Partners L.P., its General Partner, by Summit Master Company, LLC, its General Partner, by Robin W. Devereux, Power of Attorney for Walter G. Kortschak, Member 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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