

# GLOBAL CASH ACCESS HOLDINGS, INC.

Filed by  
**SUMMIT PARTNERS L P**

## **FORM SC 13G/A** (Amended Statement of Ownership)

Filed 02/14/07

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

# GLOBAL CASH ACCESS HOLDINGS, INC.

## FORM SC 13G/A (Amended Statement of Ownership)

Filed 2/14/2007

Address	3525 EAST POST ROAD SUITE 120 LAS VEGAS, Nevada 89120
Telephone	705-855-3000
CIK	0001318568
Industry	Misc. Financial Services
Sector	Financial
Fiscal Year	12/31

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

**SCHEDULE 13G**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

(AMENDMENT NO. 1)\*

**Global Cash Access Holdings, Inc.**

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(Name of Issuer)

**Common Stock, \$0.001 par value**

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(Title of Class of Securities)

378967103  
(CUSIP Number)

December 31, 2006

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Summit Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited partnership

5 SOLE VOTING POWER

0 shares

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

6 SHARED VOTING POWER

16,757,878 shares

7 SOLE DISPOSITIVE POWER

0 shares

8 SHARED DISPOSITIVE POWER

16,757,878 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,757,878 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

20.4%

12 TYPE OF REPORTING PERSON \*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Summit Partners VI (GP), LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited liability company

5 SOLE VOTING POWER

0 shares

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
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 REPORTING  
 PERSON  
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6 SHARED VOTING POWER

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12 TYPE OF REPORTING PERSON \*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Summit Partners VI (GP), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited partnership

5 SOLE VOTING POWER

0 shares

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 BENEFICIALLY  
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PN

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1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Summit Ventures VI-A, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited partnership

5 SOLE VOTING POWER

0 shares

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12 TYPE OF REPORTING PERSON \*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Summit Ventures VI-B, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited partnership

5 SOLE VOTING POWER

0 shares

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 BENEFICIALLY  
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 REPORTING  
 PERSON  
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PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!



1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Summit VI Advisors Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited partnership

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 PERSON  
 WITH

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12 TYPE OF REPORTING PERSON \*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Summit VI Entrepreneurs Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited partnership

5 SOLE VOTING POWER

0 shares

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

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7 SOLE DISPOSITIVE POWER

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8 SHARED DISPOSITIVE POWER

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

20.4%

12 TYPE OF REPORTING PERSON \*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Summit Investors VI, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited partnership

5 SOLE VOTING POWER

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

20.4%

12 TYPE OF REPORTING PERSON \*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

**Item 1(a). Name of Issuer: Global Cash Access Holdings, Inc.**

**Item 1(b). Address of Issuer's Principal Executive Offices: 3525 East Post Road; Las Vegas, NV, 89120**

**Item 2(a). Names of Persons Filing: Summit Partners, L.P., Summit Partners VI (GP), LLC, Summit Partners VI (GP), L.P., 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. is the managing member of Summit Partners VI (GP), LLC, which is the sole general partner of Summit Partners VI (GP), L.P., which is the sole 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.

**Item 2(b). Address of Principal Business Office or, if None, Residence: The** address of the principal business office of Summit Partners, L.P., Summit Partners VI (GP), LLC, Summit Partners VI (GP), L.P., 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. is Summit Partners, 222 Berkeley Street, 18th Floor, Boston, Massachusetts 02116.

**Item 2(c). Citizenship: Each of Summit Partners, L.P., Summit Partners VI (GP), L.P., 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. is a limited partnership organized under the laws of the State of Delaware. Summit Partners VI (GP), LLC is a limited liability company organized under the laws of the State of Delaware.**

**Item 2(d). Title of Class of Securities: Common Stock, \$0.001 par value**

**Item 2(e). CUSIP Number: 378967103**

**Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

Not Applicable.

**Item 4. Ownership.**

(a) Amount Beneficially Owned:

Each of Summit Partners, L.P., Summit Partners VI (GP), LLC, Summit Partners VI (GP), L.P., 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. (individually an "Entity" and collectively the "Entities") may be deemed to own beneficially 16,757,878 shares of Common Stock as of December 31, 2006.

As of December 31, 2006, Summit Ventures VI-A, L.P. was the record owner of 11,361,482 shares of Common Stock. As of December 31, 2006, Summit Ventures VI-B, L.P. was the record owner of 4,738,191 shares of Common Stock. As of December 31, 2006, Summit VI Advisors Fund, L.P. was the record owner of 236,287 shares of Common Stock. As of December 31, 2006, Summit VI Entrepreneurs Fund, L.P. was the record owner of 362,780 shares of Common Stock. As of December 31, 2006, Summit Investors VI, L.P. was the record owner of 59,138 shares of Common Stock. The shares held of record 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. are referred to herein collectively as the "Record Shares." By virtue of the affiliate relationships among the Entities, each Entity may be deemed to own beneficially all of the Record Shares. Hence, each Entity may be deemed to own beneficially 16,757,878 shares of Common Stock.

Each of the reporting persons expressly disclaims beneficial ownership of any shares of Global Cash Access Holdings, Inc., except in the case 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. in each case for the shares which it holds of record as provided in the prior paragraph.

(b) Percent of Class:

Summit Partners, L.P.: 20.4% Summit Partners VI (GP), LLC: 20.4% Summit Partners VI (GP), L.P.: 20.4% Summit Ventures VI-A, L.P.: 20.4% Summit Ventures VI-B, L.P.: 20.4% Summit VI Advisors Fund, L.P.: 20.4% Summit VI Entrepreneurs Fund, L.P.: 20.4% Summit Investors VI, L.P.: 20.4%

The foregoing percentages are calculated based on the 82,304,708 shares of Common Stock reported to be outstanding in a Quarterly Report on Form 10-Q for Global Cash Access Holdings, Inc. for the quarter ended September 30, 2006.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

0 shares for each reporting person

(ii) shared power to vote or to direct the vote:

Summit Partners, L.P. : 16,757,878 shares Summit Partners VI (GP), LLC: 16,757,878 shares Summit Partners VI (GP), L.P.: 16,757,878 shares Summit Ventures VI-A, L.P.: 16,757,878 shares Summit Ventures VI-B, L.P.: 16,757,878 shares Summit VI Advisors Fund, L.P.: 16,757,878 shares Summit VI Entrepreneurs Fund, L.P.: 16,757,878 shares Summit Investors VI, L.P.: 16,757,878 shares

(iii) sole power to dispose or direct the disposition of:

0 shares for each reporting person

(iv) shared power to dispose or direct the disposition of:

Summit Partners, L.P. : 16,757,878 shares Summit Partners VI (GP), LLC: 16,757,878 shares Summit Partners VI (GP), L.P.: 16,757,878 shares Summit Ventures VI-A, L.P.: 16,757,878 shares Summit Ventures VI-B, L.P.: 16,757,878 shares Summit VI Advisors Fund, L.P.: 16,757,878 shares Summit VI Entrepreneurs Fund, L.P.: 16,757,878 shares Summit Investors VI, L.P.: 16,757,878 shares

**Item 5. Ownership of Five Percent or Less of a Class.**

Not Applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable.

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company.**

Not Applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not Applicable. The reporting persons expressly disclaim membership in a "group" as used in 13d-1(b)(1)(ii)(J).

**Item 9. Notice of Dissolution of Group.**

Not Applicable.

**Item 10. Certification.**

Not Applicable. This statement on Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. We also hereby agree to file this statement jointly pursuant to the Agreement listed on Exhibit 1 hereto.

Dated: February \_\_, 2007.

**SUMMIT PARTNERS, L.P. SUMMIT PARTNERS VI (GP), LLC**

By: Summit Master Company, LLC  
By: \_\_\_\_\_ \*  
Member

SUMMIT PARTNERS VI (GP), L.P.

By: Summit Partners VI (GP), LLC

By: Summit Partners, L.P.

By: Summit Master Company, LLC

By: \_\_\_\_\_ \*  
Member

SUMMIT VENTURES VI-B, L.P.

By: Summit Partners VI (GP), L.P.

By: Summit Partners VI (GP), LLC

By: Summit Partners, L.P.

By: Summit Master Company, LLC

By: \_\_\_\_\_ \*  
Member

By: Summit Partners, L.P.

By: Summit Master Company, LLC

By: \_\_\_\_\_ \*  
Member

SUMMIT VENTURES VI-A, L.P.

By: Summit Partners VI (GP), L.P.

By: Summit Partners VI (GP), LLC

By: Summit Partners, L.P.

By: Summit Master Company, LLC

By: \_\_\_\_\_ \*  
Member

SUMMIT VI ADVISORS FUND, L.P.

By: Summit Partners VI (GP), L.P.

By: Summit Partners VI (GP), LLC

By: Summit Partners, L.P.

By: Summit Master Company, LLC

By: \_\_\_\_\_ \*  
Member



SUMMIT VI ENTREPRENEURS FUND, L.P.

By: Summit Partners VI (GP), L.P.

By: Summit Partners VI (GP), LLC

By: Summit Partners, L.P.

By: Summit Master Company, LLC

By: \_\_\_\_\_  
Member

SUMMIT INVESTORS VI, L.P.

By: Summit Partners VI (GP), L.P.

By: Summit Partners VI (GP), LLC

By: Summit Partners, L.P.

By: Summit Master Company, LLC

By: \_\_\_\_\_  
Member

\*By:  
Robin W. Devereux Power of Attorney for Walter G. Kortschak

---

\* Pursuant to Powers of Attorney on file with the Commission, which Powers of Attorney are incorporated herein by reference. Copies of such Powers of Attorney are attached hereto as Exhibit 2.

**Exhibit 1**

**AGREEMENT**

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of Global Cash Access Holdings, Inc.

This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

**EXECUTED this \_\_th day of February, 2007.**

**SUMMIT PARTNERS, L.P. SUMMIT PARTNERS VI (GP), LLC**

By: Summit Master Company, LLC

By: Summit Partners, L.P.

By: \_\_\_\_\_ \*  
Member

By: Summit Master Company, LLC

By: \_\_\_\_\_ \*  
Member

SUMMIT PARTNERS VI (GP), L.P.

SUMMIT VENTURES VI-A, L.P.

By: Summit Partners VI (GP), LLC

By: Summit Partners VI (GP), L.P.

By: Summit Partners, L.P.

By: Summit Partners VI (GP), LLC

By: Summit Master Company, LLC

By: Summit Partners, L.P.

By: \_\_\_\_\_ \*  
Member

By: Summit Master Company, LLC

By: \_\_\_\_\_ \*  
Member

SUMMIT VENTURES VI-B, L.P.

SUMMIT VI ADVISORS FUND, L.P.

By: Summit Partners VI (GP), L.P.

By: Summit Partners VI (GP), L.P.

By: Summit Partners VI (GP), LLC

By: Summit Partners VI (GP), LLC

By: Summit Partners, L.P.

By: Summit Partners, L.P.

By: Summit Master Company, LLC

By: Summit Master Company, LLC

By: \_\_\_\_\_ \*  
Member

By: \_\_\_\_\_ \*  
Member

SUMMIT VI ENTREPRENEURS FUND, L.P.

By: Summit Partners VI (GP), L.P.

By: Summit Partners VI (GP), LLC

By: Summit Partners, L.P.

By: Summit Master Company, LLC

By: \_\_\_\_\_  
Member

SUMMIT INVESTORS VI, L.P.

By: Summit Partners VI (GP), L.P.

By: Summit Partners VI (GP), LLC

By: Summit Partners, L.P.

By: Summit Master Company, LLC

By: \_\_\_\_\_  
Member

\*By:  
Robin W. Devereux Power of Attorney for Walter G. Kortschak

---

\* Pursuant to Powers of Attorney on file with the Commission, which Powers of Attorney are incorporated herein by reference. Copies of such Powers of Attorney are attached hereto as Exhibit 2.

**Exhibit 2**  
**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints each and any of:

E. Roe Stamps, IV,  
Stephen G. Woodsum,  
Gregory M. Avis,  
Martin J. Mannion,  
Bruce R. Evans,  
Thomas S. Roberts,  
Walter G. Kortschak,

Joseph F. Trustey,  
Kevin P. Mohan,  
Peter Y. Chung,  
Scott C. Collins and  
Robin W. Devereux

his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (until revoked in writing) to sign any and all instruments, certificates and documents required to be executed on behalf of himself individually or on behalf of each or any of the entities listed on the attached Exhibit A, on matters pursuant to:

(a) Sections 13 and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and

(b) any written ballot or proxy with respect to the investment securities owned by any of the foregoing,

and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as he or she might or could do in person thereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

The undersigned hereby acknowledges that this Power of Attorney supercedes, revokes and terminates any power of attorney executed by the undersigned prior to the date hereof for the purposes listed above.

[Exhibit A and Signature Pages Follow]

# POWER OF ATTORNEY

## EXHIBIT A

Summit Ventures, L.P.	Summit Partners Blocker, Inc.
Summit Ventures II, L.P.	Summit Partners FF Corp
SV Eurofund, C.V.	Summit Partners Holdings, L.P.
Summit Ventures III, L.P.	Summit Partners II, L.P.
Summit Ventures IV, L.P.	Summit Partners III, L.P.
Summit Ventures V, L.P.	Summit Partners IV, L.P.
Summit V Companion Fund, L.P.	Summit Partners LLC
Summit V Advisors Fund, L.P.	Summit Partners SD II, LLC
Summit V Advisors Fund QP, L.P. Su	Summit Partners SD, L.P.
Summit Ventures VI-A, L.P.	Summit Partners V, L.P.
Summit Ventures VI-B, L.P.	Summit Partners VI (GP), L.P.
Summit VI Advisors Fund, L.P.	Summit Partners VI (GP), LLC
Summit VI Entrepreneurs Fund L.P.	SV International, L.P.
Summit Subordinated Debt Fund, L.P.	SWC Holdings Co.
Summit Subordinated Debt Fund II, L.P.	Summit Investment Holdings Trust
Summit Accelerator Fund, L.P.	Summit Investment Holdings Trust II
Summit Founders' Fund, L.P.	Summit Investors Holdings Trust
Summit Founders' Fund II, L.P.	Summit Master Company, LLC
Summit Accelerator Founders' Fund, L.P.	Summit Partners Holding GmbH
Summit Investors, L.P.	Summit Partners Sarl
Summit Investors II, L.P.	Summit Partners, L.P.
Summit Investors III, L.P.	Summit Partners, Ltd.
Summit Investors (SAF) IV, L.P.	Summit UK Advisory LLC
Summit Investors VI, L.P.	Summit/Meditech LLC
Summit Incentive Plan, L.P.	SV VI-B Bennington Blocker Corp
Summit Incentive Plan II, L.P.	SV VI-B Bennington Holdings LP
SP (1984), LP (f/k/a Summit Partners, L.P.)	SD II Bennington Blocker Corp
S-K Investment Corp	SV VI-B Commnet Common Blocker Corp.
Stamps, Woodsum & Co.	SV VI-B Commnet Holdings, L.P.
Stamps, Woodsum & Co. II	SV VI-B Commnet Preferred Blocker Corp.
Stamps, Woodsum & Co. III	SV VI-B Eyeglass Common Blocker
Stamps, Woodsum & Co. IV	SV VI-B Eyeglass Holdings LP
Summit Accelerator Management, LLC	SV VI-B Eyeglass Preferred Blocker
Summit Accelerator Management, LP	SD II Eyeglass Holdings LP
Summit Accelerator Partners, LLC	
Summit Accelerator Partners, LP	



IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 26th day of July, 2004.

*/s/ E. Roe Stamps, IV*

-----  
*E. Roe Stamps, IV*

State of Florida                    )  
  )    ss:  
County of Dade)                    )

On this 26th day of July, 2004, before me personally came E. Roe Stamps, IV, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

*/s/ Elizabeth O'Keefe*

-----  
*Notary Public*

**Page 20 of 30 Pages**

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 30th day of July, 2004.

*/s/ Stephen G. Woodsum*

-----  
*Stephen G. Woodsum*

Commonwealth of Massachusetts )

) ss:

County of Suffolk )

On this 30th day of July, 2004, before me personally came Stephen G. Woodsum, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

*/s/ Cynthia R. Freedman*

-----  
*Notary Public*

**Page 21 of 30 Pages**



IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 7th day of July, 2004.

*/s/ Gregory M. Avis*

-----  
*Gregory M. Avis*

State of California            )  
  )    ss:  
County of San Mateo         )

On this 7th day of July, 2004, before me personally came Gregory M. Avis, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

*/s/ Tammy Kettunen*

-----  
*Notary Public*

**Page 22 of 30 Pages**

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 30th day of July, 2004.

*/s/ Martin J. Mannion*

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*Martin J. Mannion*

Commonwealth of Massachusetts )

) ss:

County of Suffolk )

On this 30th day of July, 2004, before me personally came Martin J. Mannion, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

*/s/ Cynthia R. Freedman*

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*Notary Public*

**Page 23 of 30 Pages**

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 10th day of August, 2004.

*/s/ Bruce R. Evans*

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*Bruce R. Evans*

Commonwealth of Massachusetts )

) ss:

County of Suffolk )

On this 10th day of August, 2004, before me personally came Bruce R. Evans, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

*/s/ Cynthia R. Freedman*

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*Notary Public*

**Page 24 of 30 Pages**

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 4th day of August, 2004.

*/s/ Thomas S. Roberts*

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*Thomas S. Roberts*

Commonwealth of Massachusetts )

) ss:

County of Suffolk )

On this 4th day of August, 2004, before me personally came Thomas S. Roberts, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

*/s/ Cynthia R. Freedman*

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*Notary Public*

**Page 25 of 30 Pages**

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 7th day of July, 2004.

*/s/ Walter G. Kortschak*

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*Walter G. Kortschak*

State of California            )  
  )    ss:  
County of San Mateo         )

On this 7th day of July, 2004, before me personally came Walter G. Kortschak, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

*/s/ Tammy Kettunen*

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*Notary Public*

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 30th day of July, 2004.

*/s/ Joseph F. Trustey*

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*Joseph F. Trustey*

Commonwealth of Massachusetts )

) ss:

County of Suffolk )

On this 30th day of July, 2004, before me personally came Joseph F. Trustey, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

*/s/ Cynthia R. Freedman*

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*Notary Public*

**Page 27 of 30 Pages**

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 30th day of July, 2004.

*/s/ Kevin P. Mohan*

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*Kevin P. Mohan*

Commonwealth of Massachusetts )

) ss:

County of Suffolk )

On this 30th day of July, 2004, before me personally came Kevin P. Mohan, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

*/s/ Cynthia R. Freedman*

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*Notary Public*

**Page 28 of 30 Pages**

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 6th day of July, 2004.

*/s/ Peter Y. Chung*

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*Peter Y. Chung*

State of California            )  
  )    ss:  
County of San Mateo         )

On this 6th day of July, 2004, before me personally came Peter Y. Chung, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

*/s/ Tammy Kettunen*

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*Notary Public*

**Page 29 of 30 Pages**



IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 6th day of July, 2004.

*/s/ Scott C. Collins*

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*Scott C. Collins*

Kingdom of England            )  
City of London                )    ss:  
  )

On this 6th day of July, 2004, before me personally came Scott C. Collins, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

*/s/ Edward Gardiner*

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*Notary Public*