

GLOBAL CASH ACCESS HOLDINGS, INC.

Filed by
SUMMIT PARTNERS L P

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

Filed 02/14/08

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

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

SCHEDULE 13G

**UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)***

Global Cash Access Holdings, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

378967103
(CUSIP Number)

December 31, 2007

(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

16,498,478 shares

7 SOLE DISPOSITIVE POWER

0 shares

8 SHARED DISPOSITIVE POWER

16,498,478 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,498,478 shares

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

19.86%

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), 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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PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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)

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

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*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
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
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 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

5 SOLE VOTING POWER

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SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

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7 SOLE DISPOSITIVE POWER

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8 SHARED DISPOSITIVE POWER

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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 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

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BENEFICIALLY
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PERSON WITH
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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

19.86%

12 TYPE OF REPORTING PERSON *

PN

Schedule 13G

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 16,498,478 shares of Common Stock as of December 31, 2007.

As of December 31, 2007, Summit Ventures VI-A, L.P. was the record owner of 11,185,614 shares of Common Stock. As of December 31, 2007, Summit Ventures VI-B, L.P. was the record owner of 4,664,847 shares of Common Stock. As of December 31, 2007, Summit VI Advisors Fund, L.P. was the record owner of 232,630 shares of Common Stock. As of December 31, 2007, Summit VI Entrepreneurs Fund, L.P. was the record owner of 357,165 shares of Common Stock. As of December 31, 2007, Summit Investors VI, L.P. was the record owner of 58,222 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 16,498,478 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.: 19.86% Summit Partners VI (GP), LLC: 19.86% Summit Partners VI (GP), L.P.: 19.86% Summit Ventures VI-A, L.P.: 19.86% Summit Ventures VI-B, L.P.: 19.86% Summit VI Advisors Fund, L.P.: 19.86% Summit VI Entrepreneurs Fund, L.P.: 19.86% Summit Investors VI, L.P.: 19.86%

The foregoing percentages are calculated based on the 83,055,765 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 June 30, 2007.

(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. : 16,498,478 shares Summit Partners VI (GP), LLC: 16,498,478 shares Summit Partners VI (GP), L.P.: 16,498,478 shares Summit Ventures VI-A, L.P.: 16,498,478 shares Summit Ventures VI-B, L.P.: 16,498,478 shares Summit VI Advisors Fund, L.P.: 16,498,478 shares Summit VI Entrepreneurs Fund, L.P.: 16,498,478 shares Summit Investors VI, L.P.: 16,498,478 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. : 16,498,478 shares Summit Partners VI (GP), LLC: 16,498,478 shares Summit Partners VI (GP), L.P.: 16,498,478 shares Summit Ventures VI-A, L.P.: 16,498,478 shares Summit Ventures VI-B, L.P.: 16,498,478 shares Summit VI Advisors Fund, L.P.: 16,498,478 shares Summit VI Entrepreneurs Fund, L.P.: 16,498,478 shares Summit Investors VI, L.P.: 16,498,478 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).

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: /s/ Robin W. Devereux

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, 2008.

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: /s/ Robin W. Devereux

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.	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	

