

GLOBAL CASH ACCESS HOLDINGS, INC.

FORM 8-K (Current report filing)

Filed 03/21/08 for the Period Ending 03/20/08

Address	7250 S. TENAYA WAY SUITE 100 LAS VEGAS, NV 89113
Telephone	702-855-3000
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Industry	Business Services
Sector	Services
Fiscal Year	12/31

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 20, 2008

GLOBAL CASH ACCESS HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other Jurisdiction of
Incorporation)

001-32622

(Commission File Number)

20-0723270

(IRS Employer Identification No.)

3525 East Post Road, Suite 120

Las Vegas, Nevada

(Address of Principal Executive Offices)

89120

(Zip Code)

Registrant's telephone number, including area code: **(800) 833-7110**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

On March 20, 2008, Global Cash Access, Inc. (“GCA”), a Delaware corporation and wholly-owned subsidiary of Global Cash Access Holdings, Inc., entered into an Addendum to Master Service Agreement (the “Addendum”) with Integrated Payments Systems, Inc., which amended the Master Service Agreement, dated as of November 27, 2006 (the “Agreement”). Pursuant to the Addendum, Exhibit C to the Agreement was amended and replaced in its entirety with Exhibit C attached to the Addendum, which adds Certegy Gaming Services, Inc., a Minnesota corporation (“CGS”), to the list of GCA’s wholly-owned subsidiaries effective upon the closing of GCA’s previously announced acquisition of CGS.

The foregoing description is qualified in its entirety by reference to the Addendum, which is attached as Exhibit 10.1 hereto and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Document
10.1	Addendum to Master Service Agreement, dated as of March 20, 2008, by and between Global Cash Access, Inc. and Integrated Payment Systems, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GLOBAL CASH ACCESS HOLDINGS, INC.

Date: March 21, 2008

By: /s/ Scott Betts _____
Scott Betts
Chief Executive Officer

EXHIBIT INDEX

**Exhibit
No.**

Description

10.1 Addendum to Master Service Agreement, dated as of March 20, 2008, by and between Global Cash Access, Inc. and Integrated Payment Systems, Inc.

**ADDENDUM TO
MASTER SERVICE AGREEMENT**

THIS ADDENDUM TO MASTER SERVICE AGREEMENT (“ *Addendum* ”), dated March 20, 2008, shall act to amend, modify, supplement and augment that certain Master Service Agreement, dated November 27, 2006 (the “ *Agreement* ”), by and between **Integrated Payment Systems Inc.** (“ *IPS* ”) and **Global Cash Access, Inc.** (“ *Client* ”), as amended. Capitalized terms used herein without definition shall have the meanings provided in the Agreement.

In consideration of the promises and the mutual covenants of the parties hereinafter set forth to be paid, kept and performed, it is agreed as follows:

1. In connection with Client entering into that certain Stock Purchase Agreement, dated February 28, 2008, by and between Client and Fidelity National Transaction Services, Inc., pursuant to which Client is purchasing all of the stock of Certegy Gaming Services, Inc. (“ *CGS* ”), as of the closing of the acquisition Exhibit “C” to the Agreement shall be and hereby is deleted in its entirety and replaced with Exhibit “C” attached hereto.
2. All other terms, conditions and provisions of the Agreement that are not otherwise altered, affected or impacted by the terms, conditions and provisions contained herein, shall remain in full force and effect, including, without limitation, that with the exception of amendments to the existing Payment Instruments to reflect CGS’ name and logo, all Payment Instruments used or sold by CGS will be used or sold in accordance with the Agreement and in the same manner, on the same system, and in the same reports as Payment Instruments are currently used or sold by GCA, as same may be amended from time to time in accordance with the Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Addendum to be executed by their duly authorized representatives, as of the date first above written.

GLOBAL CASH ACCESS, INC.

INTEGRATED PAYMENT SYSTEMS INC.

By: _____
Scott Betts
President & CEO

By: _____
Name: _____
Title: _____

EXHIBIT C
CLIENT'S WHOLLY OWNED SUBSIDIARIES

Name

Address

Global Cash Access (Canada) Inc.
(f/k/a CashCall Systems Inc.)

3525 East Post Road, Suite 120
Las Vegas, NV 89120

Certegy Gaming Services, Inc.

3525 East Post Road, Suite 120
Las Vegas, NV 89120