

# GLOBAL CASH ACCESS HOLDINGS, INC.

Reported by  
**GORDON DIALLO**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/14/13 for the Period Ending 05/10/13

Address	7250 S. TENAYA WAY SUITE 100 LAS VEGAS, NV 89113
Telephone	702-855-3000
CIK	0001318568
Symbol	GCA
SIC Code	6199 - Finance Services
Industry	Business Services
Sector	Services
Fiscal Year	12/31

# FORM 4

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

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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>GORDON DIALLO</b>  (Last) (First) (Middle)  <b>7250 S TENAYA WAY, #100</b> (Street)  <b>LAS VEGAS, NV 89113</b> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Global Cash Access Holdings, Inc.</b> <b>[ GCA ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>EVP</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>5/10/2013</b></p>		<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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	5/10/2013		M		7500	A	\$3.41	23367	D	
Common Stock	5/10/2013		M		29166	A	\$5.58	52533	D	
Common Stock	5/10/2013		S		7500	D	\$7.2398 (1)	45033	D	
Common Stock	5/10/2013		S		29166	D	\$7.2398 (1)	15867	D	

**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				
Stock Option (Right to Buy)	\$3.41	5/10/2013		M		7500		3/1/2012 (2)	3/1/2021	Common Stock	7500	\$0	206580	D	
Stock Option (Right to Buy)	\$5.58	5/10/2013		M		29166		3/2/2013 (3)	3/2/2022	Common Stock	29166	\$0	177414	D	

**Explanation of Responses:**

- (1) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions. The reporting person undertakes to provide Global Cash Access Holdings, Inc., any security holder of Global Cash Access Holdings, Inc., or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price.
- (2) 1/4th of the shares underlying the option grant vested on the one year anniversary date of the grant (March 1, 2012), and thereafter 1/36th of the remaining shares subject to the option grant shall vest on each monthly anniversary date of the option grant.
- (3) 1/4th of the shares underlying the option grant vested on the one year anniversary date of the grant (March 2, 2013), and thereafter 1/36th of the remaining shares subject to the option grant shall vest on each monthly anniversary date of the option grant.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>GORDON DIALLO</b> <b>7250 S TENAYA WAY</b> <b>#100</b> <b>LAS VEGAS, NV 89113</b>			<b>EVP</b>	

**Signatures**/s/ Diallo Gordon by David Johnson, Attorney-in-Fact5/14/2013

\*\* 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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