

Dowty Michael Scott
Form 4
January 09, 2013

FORM 4

**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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dowty Michael Scott

2. Issuer Name and Ticker or Trading Symbol
Global Cash Access Holdings, Inc.
[GCA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3525 EAST POST ROAD, SUITE #120

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/07/2013

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP

LAS VEGAS, NV 89120

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
				(A) or (D)	Price		
Common Stock	01/07/2013		F	341	D \$ 8.17	4,523 ⁽⁴⁾	D
Common Stock	01/08/2013		M	6,250 ⁽¹⁾	A \$ 2.2	10,773	D
Common Stock	01/08/2013		M	6,250 ⁽¹⁾	A \$ 3.41	17,023	D
Common Stock	01/08/2013		S	6,250 ⁽¹⁾	D \$ 8.1763 ⁽⁵⁾	10,773	D
	01/08/2013		S		D	4,523	D

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Common Stock			6,250	\$			
			<u>(1)</u>		8.1768		
					<u>(5)</u>		
Common Stock	01/08/2013		\$ 2,232	D	\$ 8.13	2,291	D
			<u>(1)</u>				

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.2	01/08/2013		M	6,250 <u>(1)</u>	02/24/2010 ⁽²⁾ 02/24/2019	Common Stock	6,250
Stock Option (Right to Buy)	\$ 3.41	01/08/2013		M	6,250 <u>(1)</u>	03/01/2012 ⁽³⁾ 03/01/2021	Common Stock	6,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dowty Michael Scott 3525 EAST POST ROAD, SUITE #120 LAS VEGAS, NV 89120			EVP	

Signatures

sMichael S. Dowty by David Johnson,
Attorney-in-Fact

01/09/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) These transactions were effected pursuant to a 10b5-1 plan adopted by the reporting person effective as of March 23, 2012.
- (2) 1/4th of the shares underlying the option grant vested on the one year anniversary date of the grant (February 24, 2010), 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 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.
- (4) Includes shares subject to a Restricted Stock Award vesting over a period of 4 years.

- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions. The reporting person
- (5) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.