

Global Cash Access Holdings, Inc.
Form 10-K/A
March 13, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-K/A
(Amendment No. 1)**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2008

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number 001-32622

GLOBAL CASH ACCESS HOLDINGS, INC.

(Exact name of Registrant as specified in our charter)

Delaware

*(State or other jurisdiction of incorporation or
organization)*

20-0723270

(I.R.S. Employer Identification Number)

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

(Address of principal executive offices including Zip code)

(800) 833-7110

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class

Common Stock, \$0.001 par value per share

Name of Each Exchange on Which Registered

New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
YES NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. YES NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer, large accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
YES NO

As of June 30, 2008, the aggregate market value of the registrant's common stock held by non-affiliates was approximately \$320 million.

There were 76,937,863 shares of the registrant's common stock issued and outstanding as of the close of business on March 4, 2009.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive Proxy Statement for its 2009 Annual Meeting of Stockholders to be held on April 30, 2009 are incorporated by reference into this Annual Report on Form 10-K in response to Part III, Items 10, 11, 12, 13, and 14. Except as expressly incorporated by reference, the registrant's Proxy Statement shall not be deemed to be a part of this Annual Report on Form 10-K.

EXPLANATORY NOTE

This Amendment No. 1 to the Annual Report on Form 10-K of Global Cash Access Holdings, Inc. (the Company) for the year ended December 31, 2008, originally filed on March 9, 2009 (the Original Filing), is being filed to correct the signatories to the Original Filing. The correct signatories to the Original Filing are indicated on the signature page of this Amendment No. 1.

This Amendment No. 1 does not reflect events occurring after March 9, 2009 and does not update or modify in any way the results of operations, financial position, cash flows or other disclosures in the Company s Original Filing.

As required by Rule 12b-15 under the Securities and Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are filed as exhibits 31.1, 31.2, 32.1 and 32.2 to this Amendment No. 1 to the Company s Original Filing.

ITEM 15. EXHIBITS AND FINANCIAL STATEMENTS

(b) The following exhibits are filed as part of this Form 10K/A.

- 31.1 Certification of Scott Betts, Chief Executive Officer of Global Cash Access Holdings, Inc. dated March 13, 2009 in accordance with Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
 - 31.2 Certification of George Gresham, Chief Financial Officer of Global Cash Access Holdings, Inc. dated March 13, 2009 in accordance with Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
 - 32.1 Certification of Scott Betts, Chief Executive Officer of Global Cash Access Holdings, Inc. dated March 13, 2009 in accordance with 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
 - 32.2 Certification of George Gresham, Chief Financial Officer of Global Cash Access Holdings, Inc. dated March 13, 2009 in accordance with 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, as amended, the registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

**GLOBAL CASH ACCESS HOLDINGS,
INC.**

By: /s/ Scott Betts
Scott Betts
President and Chief Executive Officer
(Principal Executive Officer)

Dated: March 13, 2009

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Scott Betts and George Gresham, and each of them, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Annual Report on Form 10-K and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Annual Report on Form 10-K has been signed by the following persons on behalf of the registrant in the capacities and on the date indicated.

Signature	Title	Date
/s/ Scott Betts Scott Betts	President and Chief Executive Officer (Principal Executive Officer) and Director	March 13, 2009
/s/ George Gresham George Gresham	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 13, 2009
/s/ Patrick C. Olson Patrick C. Olson	Director	March 13, 2009
/s/ Charles J. Fitzgerald Charles J. Fitzgerald	Director	March 13, 2009
/s/ E. Miles Kilburn E. Miles Kilburn	Director	March 13, 2009
/s/ Geoff Judge Geoff Judge	Director	March 13, 2009

/s/ Fred C. Enlow

Director

March 13, 2009

Fred C. Enlow

EXHIBIT INDEX

Exhibit Number	Exhibit Description
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