

Global Cash Access Holdings, Inc.

Form 4

September 28, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MASKATIYA KARIM ABDUL

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 E. POST ROAD SUITE 120
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/28/2005

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Co-Chairman

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)	(A) or (D)	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)
common stock	09/28/2005		C	27,748,698	A	\$ 0 ⁽¹⁾ 27,748,698	I ⁽²⁾	Held by M&C International ⁽³⁾
common stock	09/28/2005		S	2,774,870	D	\$ 13.02 24,973,828	I ⁽²⁾	Held by M&C International ⁽³⁾

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

**Persons who respond to the collection of
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SEC 1474
(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Class A Common Stock	<u>(1)</u>	09/28/2005		C	27,748,698	<u>(1)</u> <u>(1)</u>	common stock 27,748,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASKATIYA KARIM ABDUL 3525 E. POST ROAD SUITE 120 LAS VEGAS, NV 89120	X		Co-Chairman	

Signatures

Kathryn Lever for Karim Abdul
Maskatiya 09/28/2005

__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) All of the Issuer's Class A Common Stock converted automatically into shares of common stock at a 1-to-1 conversion ratio on September 28, 2005.
- (2) Karim Maskatiya and Robert Cucinotta together hold 100% of the ownership interests in, and comprise the board of directors of, M&C International.
- (3) Filer disclaims beneficial ownership of shares held by M&C International except to the extent of his pecuniary interest in M&C International.

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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