

Global Cash Access Holdings, Inc.

Form S-8

February 25, 2009

Table of Contents

As filed with the Securities and Exchange Commission on February 24, 2009

Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

GLOBAL CASH ACCESS HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other Jurisdiction of
Incorporation or Organization)

20-0723270

(I.R.S. Employer
Identification No.)

3525 East Post Road, Suite 120

Las Vegas, NV 89120

(Address of principal executive offices)

Global Cash Access Holdings, Inc. 2005 Stock Incentive Plan

(Full title of the Plan(s))

Scott Betts

Global Cash Access Holdings, Inc.

3525 East Post Road, Suite 120

Las Vegas, NV 89120

702-855-3000

(Name and address of agent for service)

(Telephone number, including area code, of agent for service)

Copies to:

Katie Lever, Esq.

Global Cash Access Holdings, Inc.

3525 East Post Road, Suite 120

Las Vegas, NV 89120

702-855-3000

Timothy J. Harris, Esq.

Morrison & Foerster LLP

755 Page Mill Road

Palo Alto, CA 94304

650-813-5600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, 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)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be registered (1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.001 par value per share	2,488,819(2)	\$2.27(3)	\$5,649,620	\$223

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the Securities Act), this Registration Statement shall also cover any additional shares of the Registrant's common stock that becomes issuable under the Global Cash Access Holdings, Inc. 2005 Stock Incentive Plan (the Plan) by reason of any stock dividend, stock split or other similar transaction effected without the receipt of consideration that increases the number of the Registrant's outstanding shares of common stock. In addition, pursuant to Rule 416(c) of the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.
- (2) Represents additional shares reserved effective

January 1, 2009
for issuance under
the Plan. Shares
issuable under the
Plan were initially
registered on a
Registration
Statement on
Form S-8
(No. 333-131904)
filed with the
Securities and
Exchange
Commission (the
Commission) on
February 16,
2006. Additional
shares issuable
under the Plan
were subsequently
registered on
Registration
Statements on
Form S-8
(Nos. 333-14078
and 333-149496)
filed with the
Commission on
February 26, 2007
and March 3,
2008.

- (3) Estimated solely
for purposes of
computing the
amount of the
registration fee
pursuant to Rule
457(h) of the
Securities Act.
The price of \$2.27
per share
represents the
average of the
high and low
prices of the
Registrant's
common stock on
the New York
Stock Exchange
on February 23,

2009 (a date that
is within five
business days of
the date of filing
of this
Registration
Statement).

TABLE OF CONTENTS

PART I

PART II

Item 3. Incorporation of Documents by Reference.

Item 8. Exhibits.

Item 9. Undertakings.

SIGNATURES

INDEX TO EXHIBITS

EX-4.1

EX-5.1

EX-23.2

Table of Contents

PART I
INFORMATION REQUIRED IN THE
SECTION 10(A) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be sent or given to employees as specified by Rule 428(b)(1) of Securities Act. Such documents need not be filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Pursuant to General Instruction E to Form S-8 under the Securities Act, this Registration Statement is filed to register 2,488,819 additional shares of the Registrant's common stock, par value \$0.001 per share, reserved for issuance under the terms of Plan. The contents of the Registration Statement on Form S-8 (No. 333-131904) filed by the Registrant with the Commission on February 16, 2006, the contents of the Registration Statement on Form S-8 (No. 333-140878) filed with the Commission on February 26, 2007 and the contents of the Registration Statement on Form S-8 (No. 333-149496) filed with the Commission on March 3, 2008 are hereby incorporated by reference into this Registration Statement.

PART II
INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

There are hereby incorporated by reference in this Registration Statement the following documents previously filed with the Commission by Global Cash Access Holdings, Inc. (the "Registrant"):

(1) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2007 filed with the Commission on March 17, 2008, which includes audited consolidated financial statements for the fiscal year ended December 31, 2007, which is the latest fiscal year for which audited financial statements have been filed.

(2) The Registrant's Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2008, June 30, 2008, and September 30, 2008, and filed with the Commission on May 14, 2008, August 15, 2008 and November 5, 2008, respectively.

(3) The Registrant's Current Reports on Form 8-K filed with the Commission on February 13, 2008, February 25, 2008, March 3, 2008, March 10, 2008, March 21, 2008, April 2, 2008, May 8, 2008, May 9, 2008, May 23, 2008, June 19, 2008, August 12, 2008, August 26, 2008, September 22, 2008, October 2, 2008, November 6, 2008 and February 23, 2009.

(4) The description of the Registrant's common stock contained in the Registrant's Registration Statement on Form 8-A filed with the Commission on September 16, 2005, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents except as to any portion of any future annual or quarterly report or document that is not deemed filed under such provisions. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Table of Contents

Item 8. Exhibits.

- 4.1(1) Global Cash Access Holdings, Inc. 2005 Stock Incentive Plan
- 5.1 Opinion of Morrison & Foerster LLP
- 23.1 Consent of Morrison & Foerster LLP (contained in Exhibit 5.1)
- 23.2 Consent of Deloitte & Touche LLP
- 24.1 Power of Attorney (see Signature Page)

- (1) Incorporated by reference to Exhibit 10.25 to the Annual Report of Global Cash Access, Inc. on Form 10-K (No. 333-117218), filed with the Commission on March 10, 2005.

Item 9. Undertakings.

- (A) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act ;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

Table of Contents

(B) The undersigned Registrant hereby undertakes that, for the purpose of determining liability of the Registrant under the Securities Act to any purchaser in the initial distribution of the securities:

The undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this Registration Statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

(C) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(D) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant, Global Cash Access Holdings, Inc., certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada, on February 24, 2009.

GLOBAL CASH ACCESS HOLDINGS,
INC.

By: /s/ Scott Betts
Scott Betts
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of Scott Betts and Kathryn Lever as attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendment to this Registration Statement and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming the said attorney-in-fact or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Scott Betts	Director, President and Chief Executive	February 24, 2009
Scott Betts	Officer (Principal Executive Officer), Chief Financial Officer (Principal Financial and Accounting Officer)	
/s/ George Gresham	Chief Financial Officer	February 24, 2009
George Gresham	(Principal Financial and Accounting Officer)	
	Director	
Charles J. Fitzgerald		
/s/ E. Miles Kilburn	Director	February 24, 2009
E. Miles Kilburn		
/s/ Fred Enlow	Director	February 24, 2009

Fred Enlow

/s/ Geoff Judge

Director

February 24, 2009

Geoff Judge

Director

Patrick Olsen

5

Table of Contents

INDEX TO EXHIBITS

Exhibit Number	Description
4.1(1)	Global Cash Access Holdings, Inc. 2005 Stock Incentive Plan
5.1	Opinion of Morrison & Foerster LLP
23.1	Consent of Morrison & Foerster LLP (contained in Exhibit 5.1)
23.2	Consent of Deloitte & Touche LLP
24.1	Power of Attorney (see Signature Page)
(1)	Incorporated by reference to Exhibit 10.25 to the Annual Report of Global Cash Access, Inc. on Form 10-K (No. 333-117218), filed with the Commission on March 10, 2005.