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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q**

(Mark one)

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

**FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2013**

**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 no 001 — 32622**

**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 I.D. No.)

**7250 S. TENAYA WAY, SUITE 100  
LAS VEGAS, NEVADA**

(Address of Principal Executive Offices)

**89113**

(Zip Code)

Registrant's telephone number, including area code:

**(800) 833-7110**

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Sections 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 whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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 definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

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 October 25, 2013 there were 65,468,305 shares of the Registrant's \$0.001 par value per share common stock outstanding.

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## PART I: FINANCIAL INFORMATION

## ITEM 1. UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

**GLOBAL CASH ACCESS HOLDINGS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME**  
(Amounts in thousands, except per share)  
(Unaudited)

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>
<b>Revenues</b>	\$ 146,101	\$ 149,824	\$ 441,987	\$ 448,354
<b>Costs and expenses</b>				
Cost of revenues (exclusive of depreciation and amortization)	111,106	111,373	333,928	333,566
Operating expenses	19,248	19,463	57,710	55,910
Depreciation	1,908	1,695	5,421	5,260
Amortization	2,419	2,650	6,974	7,317
<b>Total costs and expenses</b>	<u>134,681</u>	<u>135,181</u>	<u>404,033</u>	<u>402,053</u>
<b>Operating income</b>	11,420	14,643	37,954	46,301
<b>Other expenses</b>				
Interest expense, net of interest income	2,255	3,586	8,151	12,133
<b>Total other expenses</b>	<u>2,255</u>	<u>3,586</u>	<u>8,151</u>	<u>12,133</u>
<b>Income from operations before tax</b>	9,165	11,057	29,803	34,168
Income tax provision	3,383	3,977	11,109	12,878
<b>Net income</b>	<u>5,782</u>	<u>7,080</u>	<u>18,694</u>	<u>21,290</u>
Foreign currency translation	591	236	79	164
<b>Comprehensive income</b>	<u>\$ 6,373</u>	<u>\$ 7,316</u>	<u>\$ 18,773</u>	<u>\$ 21,454</u>
<b>Earnings per share</b>				
<b>Basic</b>	<u>\$ 0.09</u>	<u>\$ 0.11</u>	<u>\$ 0.28</u>	<u>\$ 0.32</u>
<b>Diluted</b>	<u>\$ 0.09</u>	<u>\$ 0.10</u>	<u>\$ 0.28</u>	<u>\$ 0.32</u>
<b>Weighted average common shares outstanding</b>				
<b>Basic</b>	<u>65,525</u>	<u>66,108</u>	<u>66,108</u>	<u>65,673</u>
<b>Diluted</b>	<u>66,630</u>	<u>67,601</u>	<u>67,158</u>	<u>67,031</u>

See notes to unaudited condensed consolidated financial statements.

**GLOBAL CASH ACCESS HOLDINGS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Amounts in thousands, except par value)  
(Unaudited)

	At September 30, 2013	At December 31, 2012
<b>ASSETS</b>		
Cash and cash equivalents	\$ 142,990	\$ 153,020
Restricted cash and cash equivalents	291	200
Settlement receivables	24,418	29,484
Other receivables, net of allowances for doubtful accounts of \$4.3 million and \$6.9 million, respectively	13,929	11,571
Inventory	8,974	7,126
Prepaid expenses and other assets	19,413	18,254
Property, equipment and leasehold improvements, net	19,132	15,441
Goodwill	180,113	180,141
Other intangible assets, net	32,094	33,994
Deferred income taxes, net	94,328	104,664
<b>Total assets</b>	<b>\$ 535,682</b>	<b>\$ 553,895</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Liabilities</b>		
Settlement liabilities	\$ 162,197	\$ 182,446
Accounts payable and accrued expenses	56,635	51,190
Borrowings	106,500	121,500
<b>Total liabilities</b>	<b>325,332</b>	<b>355,136</b>
<b>Commitments and Contingencies (Note 5)</b>		
<b>Stockholders' Equity</b>		
Common stock, \$0.001 par value, 500,000 shares authorized and 88,420 and 87,545 shares issued at September 30, 2013 and December 31, 2012, respectively	88	87
Convertible preferred stock, \$0.001 par value, 50,000 shares authorized and 0 shares outstanding at September 30, 2013 and December 31, 2012, respectively	-	-
Additional paid-in capital	225,438	217,990
Retained earnings	142,308	123,614
Accumulated other comprehensive income	2,637	2,558
Treasury stock, at cost, 22,857 and 20,724 shares at September 30, 2013 and December 31, 2012, respectively	(160,121)	(145,490)
<b>Total stockholders' equity</b>	<b>210,350</b>	<b>198,759</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 535,682</b>	<b>\$ 553,895</b>

See notes to unaudited condensed consolidated financial statements.

**GLOBAL CASH ACCESS HOLDINGS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW**  
(Amounts in thousands)  
(Unaudited)

	Nine Months Ended September 30,	
	2013	2012
<b>Cash flows from operating activities</b>		
Net income	\$ 18,694	\$ 21,290
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation	5,421	5,260
Amortization of intangibles	6,974	7,317
Amortization of financing costs	1,323	1,081
Loss on sale or disposal of assets	158	112
Provision for bad debts	5,882	2,586
Stock-based compensation	3,702	3,951
Changes in operating assets and liabilities:		
Settlement receivables	5,050	(33,676)
Other receivables, net	(8,264)	5,682
Inventory	(1,847)	(6)
Prepaid and other assets	(1,726)	(1,329)
Deferred income taxes	10,335	12,556
Settlement liabilities	(20,127)	16,509
Accounts payable and accrued expenses	188	86
<b>Net cash provided by operating activities</b>	<b>25,763</b>	<b>41,419</b>
<b>Cash flows from investing activities</b>		
Capital expenditures	(9,165)	(7,353)
Proceeds from sale of fixed assets	83	448
Changes in restricted cash and cash equivalents	(91)	255
<b>Net cash used in investing activities</b>	<b>(9,173)</b>	<b>(6,650)</b>
<b>Cash flows from financing activities</b>		
Issuance costs of amended credit facility	(764)	(676)
Repayments against credit facility	(15,000)	(47,500)
Proceeds from exercise of stock options	3,776	5,946
Purchase of treasury stock	(14,631)	(191)
<b>Net cash used in financing activities</b>	<b>(26,619)</b>	<b>(42,421)</b>
Effect of exchange rates on cash	(1)	(943)
<b>Cash and cash equivalents</b>		
Net decrease for the period	(10,030)	(8,595)
Balance, beginning of the period	153,020	55,535
<b>Balance, end of the period</b>	<b>\$ 142,990</b>	<b>\$ 46,940</b>
<b>Supplemental cash flow disclosures</b>		
Cash paid for interest	\$ 6,978	\$ 11,402
Cash paid for income tax, net of refunds	\$ 538	\$ 267
Non-cash tenant improvements paid by landlord	\$ 2,930	\$ -
Accrued and unpaid capital expenditures	\$ 2,339	\$ -

See notes to unaudited condensed consolidated financial statements.

**GLOBAL CASH ACCESS HOLDINGS, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**1. BUSINESS**

**Overview**

Global Cash Access Holdings, Inc. (“Holdings”) is a holding company, the principal asset of which is the capital stock of Global Cash Access, Inc. (“GCA”). Unless otherwise indicated, the terms “the Company,” “Holdings,” “we,” “us” and “our” refer to Holdings together with its consolidated subsidiaries.

We are a global provider of cash access and related equipment services and solutions to the gaming industry. Our services, equipment and solutions provide gaming establishment patrons access to cash through a variety of methods, including automated teller machine (“ATM”) cash withdrawals, credit card cash access transactions, point-of-sale (“POS”) debit card transactions, check verification and warranty services and money transfers. We also sell and service cash access devices such as slot machine ticket redemption and jackpot kiosks to the gaming industry. In addition, we provide products and services that improve credit decision making, automate cashier operations and enhance patron marketing activities for gaming establishments.

**2. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation**

The unaudited condensed consolidated financial statements included herein have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). Some of the information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. In the opinion of management, all adjustments (which include normal recurring adjustments) necessary for a fair presentation of results for the interim periods have been made. The results for the three and nine months ended September 30, 2013 are not necessarily indicative of results to be expected for the full fiscal year.

These unaudited condensed consolidated financial statements should be read in conjunction with the annual consolidated financial statements and notes thereto included within the Company’s Annual Report on Form 10-K for the year ended December 31, 2012 (the “2012 10-K”).

**Use of Estimates**

The Company has made estimates and judgments affecting the amounts reported in these financial statements and the accompanying notes. The actual results may differ from these estimates. These accounting estimates incorporated into the Company’s consolidated financial statements include, but are not limited to:

- the estimated reserve for warranty expense associated with our check warranty receivables;
- the valuation and recognition of share-based compensation;
- the valuation allowance on our deferred income tax assets; and
- the estimated cash flows in assessing the recoverability of long-lived assets.

**Principles of Consolidation**

All intercompany transactions and balances have been eliminated in consolidation.

## **Cash and Cash Equivalents**

Cash and cash equivalents include cash and all balances on deposit in banks and financial institutions. The Company considers all highly liquid investments with maturities of three months or less at the time of purchase to be cash and cash equivalents. Such balances may at times exceed the federal insurance limits. However, the Company periodically evaluates the creditworthiness of these institutions to minimize risk.

## **ATM Funding Agreements**

The Company obtains all of the cash required to operate its ATMs through various ATM funding agreements. Some gaming establishments provide the cash utilized within the ATM (“Site-Funded”). The Site-Funded receivables generated for the amount of cash dispensed from transactions performed at our ATMs are owned by GCA and GCA is liable to the gaming establishment for the face amount of the cash dispensed. On our condensed consolidated balance sheets, the amount of the receivable for transactions processed on these ATM transactions is included within settlement receivables and the amount due to the gaming establishment for the face amount of dispensing transactions is included within settlement liabilities.

For our non-Site-Funded locations, the Company’s Contract Cash Solutions Agreement with Wells Fargo allows for the Company to utilize funds owned by Wells Fargo to provide the currency needed for normal operating requirements for the Company’s ATMs. For the use of these funds, the Company pays Wells Fargo a cash usage fee on the average daily balance of funds utilized multiplied by a contractually defined cash usage rate. Under this agreement, all currency supplied by Wells Fargo remains the sole property of Wells Fargo at all times until it is dispensed, at which time Wells Fargo obtains an interest in the corresponding settlement receivable. As the cash is never an asset of ours, supplied cash is not reflected on our condensed consolidated balance sheets. We are charged a cash usage fee for the cash used in these ATMs, which is included as interest expense on our condensed consolidated statements of income and comprehensive income. The Company recognizes the fees as interest expense due to the similar operational characteristics of a revolving line of credit, the fact that the fees are calculated on a financial index and the fees are paid for access to a capital resource.

## **Settlement Receivables and Settlement Liabilities**

In the credit card cash access and POS debit card cash access transactions provided by GCA, the gaming establishment is reimbursed for the cash disbursed to gaming patrons, in most instances, through the issuance of a negotiable instrument, and, in some instances, through electronic settlement. The unpaid negotiable instrument amounts and electronic settlement amounts owing to gaming establishments are included within settlement liabilities on our condensed consolidated balance sheets.

GCA receives reimbursement from the patron’s credit or debit card issuer for the transaction in an amount equal to the amount owing to the gaming establishment plus the fee charged to the patron. This reimbursement is included within the settlement receivables on our condensed consolidated balance sheets.

## **Warranty Receivables**

If a gaming establishment chooses to have a check warranted, it sends a request to a check warranty service provider, asking whether it would be willing to accept the risk of cashing the check. If the check warranty provider accepts the risk and warrants the check, the gaming establishment negotiates the patron’s check by providing cash for the face amount of the check. If the check is dishonored by the patron’s bank upon presentment, the gaming establishment invokes the warranty, and the check warranty service provider purchases the check from the gaming establishment for the full check amount and then pursues collection activities on its own. In our Central Credit Check Warranty product under our agreement with TeleCheck, we receive all of the check warranty revenue. We are exposed to risk for the losses associated with any warranted items that we cannot collect from patrons issuing the items. Warranty receivables are defined as any amounts paid by TeleCheck to gaming establishments to purchase dishonored checks. Additionally, we pay a fee to TeleCheck for their services.

The warranty receivables amount is recorded in other receivables, net on our condensed consolidated balance sheets. On a monthly basis, the Company evaluates the collectability of the outstanding balances and establishes a reserve for the face amount of the expected losses on these receivables. The warranty expense associated with this reserve is included within cost of revenues (exclusive of depreciation and amortization) on our condensed consolidated statements of income and comprehensive income.

**Fair Values of Financial Instruments**

The fair value of a financial instrument represents the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Fair value estimates are made at a specific point in time, based upon relevant market information about the financial instrument.

The carrying amount of cash and cash equivalents, restricted cash and cash equivalents, other receivables, net, settlement receivables, settlement liabilities, accounts payable and accrued expenses approximates fair value due to the short-term maturities of these instruments. The fair value of our borrowings are estimated based on various inputs to determine a market price, such as: market demand and supply, size of tranche, maturity and similar instruments trading in more active markets.

The fair values of all other financial instruments approximate their book values as the instruments are short-term in nature or contain market rates of interest.

The following table presents the fair value and carrying value of GCA’s borrowings (amounts in thousands):

	<u>Level of Hierarchy <sup>(*)</sup></u>	<u>Fair Value</u>	<u>Carrying Value</u>
<b><u>September 30, 2013</u></b>			
Senior credit facility	2	\$ 106,833	\$ 106,500
<b><u>December 31, 2012</u></b>			
Senior credit facility	2	\$ 122,715	\$ 121,500

(\*) Level 1 indicates that the fair value is determined by using quoted prices in active markets for identical investments. Level 2 indicates that the fair value is determined using pricing inputs other than quoted prices in active markets such as models or other valuation methodologies. Level 3 indicates that the fair value is determined using pricing inputs that are unobservable for the investment and include situations where there is little, if any, market activity for the investment. Significant management estimates and judgment are used in the determination of the fair value of Level 3 pricing inputs.

**Interest Rate Cap**

In conjunction with the terms and conditions of the Senior Credit Facility, as described in Note 4, GCA purchased a \$150.0 million notional amount interest rate cap with an effective date of January 5, 2012 and a term of three years. GCA purchased this interest rate cap to partially reduce the Company’s exposure to increases in the London Interbank Offer Rate (“LIBOR”) above 1.5% during the term of the interest rate cap with respect to its variable rate debt obligations under the Senior Credit Facility and its obligations under the Contract Cash Solutions Agreement with Wells Fargo. This interest rate cap is recorded in prepaid expenses and other assets on our condensed consolidated balance sheets, and is marked-to-market based on a quoted market price with the effects offset in our condensed consolidated statements of income and comprehensive income. The interest rate cap carrying value and fair value approximate each other and these values are insignificant as of September 30, 2013 and December 31, 2012.

**Inventory**

Inventory primarily consists of parts as well as finished goods and work-in-progress. Inventory is stated at lower of cost or market accounted for using the average cost method. The cost of inventory includes cost of materials, labor, overhead and freight.

**Goodwill and Other Intangible Assets**

In accordance with ASC 350, we test goodwill at the reporting unit level for impairment on an annual basis and between annual tests if events and circumstances indicate it is more likely than not that the fair value of a reporting unit is less than its carrying amount. The Company does not believe that any of its goodwill was impaired as of September 30, 2013.



Other intangible assets consist primarily of customer contracts (rights to provide cash access services to gaming establishment customers) acquired through business combinations and acquisitions, capitalized software development costs and the acquisition cost of our patent related to the “3-in-1 rollover” technology acquired in 2005. Customer contracts require the Company to make renewal assumptions, which impact the estimated useful lives of such assets. The acquisition cost of the 3-in-1 rollover patent is being amortized over the term of the patent, which expires in 2018.

### **Revenue Recognition**

The Company recognizes revenue when evidence of an arrangement exists, services have been rendered, the price is fixed or determinable and collectability is reasonably assured. The Company evaluates its revenue streams for proper timing of revenue recognition. Revenue is recognized as products are delivered and/or services are performed.

### **Cost of Revenues (exclusive of depreciation and amortization)**

The cost of revenues (exclusive of depreciation and amortization) represents the direct costs required to perform revenue generating transactions. The principal costs included within cost of revenues (exclusive of depreciation and amortization) are commissions paid to gaming establishments, interchange fees paid to credit and debit card networks, transaction processing fees to our transaction processor, cost of cash access devices and associated parts and check cashing warranties.

### **Income Taxes**

Income tax expense includes U.S. and international income taxes, plus the provision for U.S. taxes on undistributed earnings of international subsidiaries not deemed to be permanently invested. Since it is management’s practice and intent to reinvest the earnings in the international operations of our foreign subsidiaries, U.S. federal income taxes have not been provided on the undistributed earnings of any foreign subsidiaries except for GCA Macau. Some items of income and expense are not reported in tax returns and financial statements in the same year. The tax effect of such temporary differences is reported as deferred income taxes.

### **Foreign Currency Translation**

Foreign currency denominated assets and liabilities for those foreign entities for which the local currency is the functional currency are translated into U.S. dollars based on exchange rates prevailing at the end of each period. Revenues and expenses are translated at average exchange rates during the year. The effects of foreign exchange gains and losses arising from these translations are included as a component of other comprehensive income on our condensed consolidated statements of income and comprehensive income. Translation adjustments on intercompany balances of a long-term investment nature are recorded as a component of accumulated other comprehensive income on our condensed consolidated balance sheets.

### **Earnings Applicable to Common Stock**

Basic earnings per share are calculated by dividing net income by the weighted-average number of common shares outstanding for the period. Diluted earnings per share reflect the effect of potential common stock resulting from equity grants.

### **Share Based Compensation**

Share based payment awards result in a cost that is measured at fair value on the award’s grant date. Stock options expected to be exercised currently and in future periods are measured at fair value using the Black Scholes model with the expense associated with these awards being recognized on the straight-line basis over the awards’ vesting period. The expense associated with restricted stock awards is recognized on the straight-line basis over the awards’ vesting period. Forfeitures are estimated at the time of grant, with such estimate updated periodically and with actual forfeitures recognized currently to the extent they differ from the estimates.

### **3. ATM FUNDING AGREEMENTS**

#### **Wells Fargo Contract Cash Solutions Agreement**

Our Contract Cash Solutions Agreement with Wells Fargo allows for the Company to utilize funds owned by Wells Fargo to provide the currency needed for normal operating requirements for the Company's ATMs. For the use of these funds, we pay Wells Fargo a cash usage fee on the average daily balance of funds utilized multiplied by a contractually defined cash usage rate. Under this agreement, all currency supplied by Wells Fargo remains the sole property of Wells Fargo at all times until it is dispensed, at which time Wells Fargo obtains an interest in the corresponding settlement receivable. As the cash is never an asset of ours, supplied cash is not reflected on our condensed consolidated balance sheets.

The Contract Cash Solutions Agreement allows for a maximum amount of cash to be provided to GCA of \$500.0 million, and the agreement was scheduled to terminate on November 30, 2014; however, on November 4, 2013, we entered into an amendment to the Contract Cash Solutions Agreement to extend the term one year until November 30, 2015.

The outstanding balances of ATM cash utilized by GCA from Wells Fargo were \$268.5 million and \$360.4 million as of September 30, 2013 and December 31, 2012, respectively.

Under the terms of the Contract Cash Solutions Agreement, we pay a monthly cash usage fee based upon the product of the average daily dollars outstanding in all ATMs multiplied by a contractually defined cash usage rate. This cash usage rate is determined by an applicable LIBOR plus a mutually agreed upon margin. We are exposed to interest rate risk to the extent that the applicable LIBOR increases, subject to the interest rate cap. The cash usage fees incurred by us, reflected as interest expense within our condensed consolidated statements of income and comprehensive income, were \$0.6 million and \$1.7 million and \$0.7 million and \$2.5 million for the three and nine months ended September 30, 2013 and 2012, respectively.

We are responsible for any losses of cash in the ATMs under our agreement with Wells Fargo and we are self-insured for this risk. We incurred no material losses related to this self-insurance for the three and nine months ended September 30, 2013 and 2012.

#### **Site Funded ATMs**

We operate ATMs at certain customer gaming establishments where the gaming establishments provide the cash required for the ATMs' operational needs. We are required to reimburse the customer for the amount of cash dispensed from these Site-Funded ATMs. The Site-Funded ATM liability is included within settlement liabilities on our condensed consolidated balance sheets and was \$96.2 million and \$107.5 million as of September 30, 2013 and December 31, 2012, respectively.

### **4. BORROWINGS**

#### **Senior Credit Facility**

We have a Credit Agreement ("the Credit Agreement") with certain lenders, Deutsche Bank Trust Company Americas, as Administrative Agent and Wells Fargo Securities, LLC, as Syndication Agent. The Credit Agreement provides for a \$210.0 million term loan facility and a \$35.0 million revolving credit facility (the "Senior Credit Facility"). The revolving credit facility includes provisions for the issuance of up to \$10.0 million of letters of credit and up to \$5.0 million in swing-line loans.

The term loan requires principal repayments of one quarter of 1% of the aggregate initial principal amount of term loans, adjusted for any non-mandatory prepayments per quarter, as well as annual mandatory prepayment provisions based on an excess cash flow sweep equal to a fixed percentage of excess cash flow (as defined in the Credit Agreement). The remaining principal is due on the maturity date, March 1, 2016. The Credit Agreement contains mandatory prepayment provisions which, under certain circumstances, such as asset or equity sales, obligate us to apply defined portions of our cash flow to prepayment of the Senior Credit Facility.

We had \$106.5 million of outstanding indebtedness under the Senior Credit Facility, all of which was outstanding under the term loan facility as of September 30, 2013.

In May 2013, we entered into a second amendment to our Credit Agreement, dated March 1, 2011, among Deutsche Bank Trust Company Americas, as administrative agent and the various lenders who are a party thereto (the “Amended Credit Agreement”). The Amended Credit Agreement reduces the interest rate on borrowings under the term loan facility from LIBOR plus a margin of 5.5% (subject to a minimum LIBOR rate of 1.50%) to LIBOR plus a margin of 3.0% (subject to a minimum LIBOR rate of 1.0%). In addition, the original Credit Agreement provided for an increase option permitting us to arrange with existing and/or new lenders for them to provide up to an aggregate of \$50.0 million in additional term loan commitments. The Amended Credit Agreement now provides us with an increase option permitting the Company to arrange with existing and/or new lenders additional term loan and/or revolving credit facility loan amounts in excess of \$50.0 million so long as our total leverage ratio after giving effect to such additional loan amount does not exceed 2.50:1.00 (as such leverage ratio is calculated and defined under the Amended Credit Agreement).

The weighted average interest rate was 4.0% and 5.6% for the three and nine months ended September 30, 2013, respectively. We also had no amounts outstanding under our letter of credit sub facility that is part of our revolving credit facility as of September 30, 2013. The Senior Credit Facility is unconditionally guaranteed by Holdings and each direct and indirect domestic subsidiary of GCA. All amounts owing under the Senior Credit Facility are secured by a first priority perfected security interest in all stock (but only 65% of the stock of foreign subsidiaries), other equity interests and promissory notes owned by us and a first priority perfected security interest in all other tangible and intangible assets owned by us and our guarantors.

The Credit Agreement contains customary affirmative and negative covenants, financial covenants, representations and warranties and events of defaults. We were in compliance with the required covenants as of September 30, 2013.

## 5. COMMITMENTS AND CONTINGENCIES

We are subject to a variety of claims and suits that arise from time to time in the ordinary course of business. We do not believe the liabilities, if any, which may ultimately result from the outcome of such matters, individually or in the aggregate, will have a material adverse impact on our financial position, liquidity or results of operations.

## 6. SHAREHOLDERS’ EQUITY

### Common Stock Repurchase Program

Our current share repurchase program grants us the authority to repurchase up to \$40.0 million of our outstanding common stock over a two year period, which commenced in the first quarter of 2013. We have repurchased approximately 0.4 million and 2.1 million shares of common stock for cash of \$2.8 million and \$14.5 million under the share repurchase program during the three and nine months ended September 30, 2013, respectively. We completed the share repurchases with cash on hand and we intend to continue to use cash on hand for these share repurchases. The repurchase program authorizes us to buy our common stock from time to time through open market, privately negotiated or other transactions, including pursuant to trading plans established in accordance with Rules 10b5-1 and 10b-18 of the Securities Exchange Act of 1934, as amended, or by a combination of such methods. The share repurchase program is subject to prevailing market conditions and other considerations and may be suspended or discontinued at any time.

### Treasury Stock

In addition to open market purchases of common stock authorized under the Common Stock Repurchase Program, employees may direct us to withhold vested shares of restricted stock to satisfy the minimum statutory withholding requirements applicable to their restricted stock vesting. We repurchased or withheld from restricted stock awards approximately 1,100 shares and 12,200 shares of common stock at an aggregate purchase price of approximately \$8,200 and \$86,600 to satisfy the minimum applicable tax withholding obligations incident to the vesting of such restricted stock awards during the three and nine months ended September 30, 2013, respectively.

## 7. WEIGHTED AVERAGE COMMON SHARES

The weighted average number of common shares outstanding used in the computation of basic and diluted earnings per share is as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Weighted average number of common shares outstanding - basic	65,525	66,108	66,108	65,673
Potential dilution from equity grants <sup>(1)</sup>	1,105	1,493	1,050	1,358
Weighted average number of common shares outstanding - diluted	66,630	67,601	67,158	67,031

(1) The potential dilution excludes the weighted average effect of stock options to acquire 6.1 million and 6.0 million and 5.5 million and 6.9 million of our common stock for the three and nine months ended September 30, 2013 and 2012, respectively, because the application of the treasury stock method, as required, makes them anti-dilutive.



## 8. SHARE-BASED COMPENSATION

### Equity Incentive Awards

In January 2005, we adopted the 2005 Stock Incentive Plan (the “2005 Plan”) to attract and retain the best available personnel, to provide additional incentives to employees, directors and consultants and thus to promote the success of our business. The 2005 Plan is administered by the Board of Directors but may be administered by our Compensation Committee. The administrator of the 2005 Plan has the authority to select individuals who are to receive options or other equity incentive awards under the 2005 Plan and to specify the terms and conditions of grants of options or other equity incentive awards, the vesting provisions, the term and the exercise price.

Generally, stock options and restricted stock granted under the 2005 Plan (other than those granted to non-employee directors) will vest at a rate of 25% of the shares underlying the option after one year and the remaining shares vest in equal portions over the following 36 months, such that all shares are vested after four years. Unless otherwise provided by the administrator, an option granted under the 2005 Plan generally expires ten years from the date of grant. Stock options are issued at the closing market price on the date of grant.

The vesting provisions of restricted stock are similar to those applicable to stock options. Because these restricted shares are issued primarily to employees of the Company, many of the shares issued will be withheld by the Company to satisfy the statutory withholding requirements applicable to the restricted stock grants. Therefore, as these awards vest the actual number of shares outstanding as a result of the restricted stock awards is reduced. These shares will vest over a period of four years.

A summary of award activity under the 2005 Plan is as follows (in thousands):

	<u>Stock Options Granted</u>	<u>Restricted Stock Granted</u>	<u>Equity Awards Available for Grant</u>
<b>Outstanding, December 31, 2012</b>	9,449	111	2,629
Additional authorized shares	-	-	3,174
Granted	1,230	370	(1,600)
Exercised options or vested shares	(823)	(53)	-
Canceled or forfeited	(156)	(3)	159
<b>Outstanding, September 30, 2013</b>	<u>9,700</u>	<u>425</u>	<u>4,362</u>

### Stock Options

The fair value of options was determined as of the date of grant using the Black-Scholes option pricing model with the following weighted-average assumptions:

	<u>Nine Months Ended September 30,</u>	
	<u>2013</u>	<u>2012</u>
Risk-free interest rate	1%	1%
Expected life of options (in years)	4	6
Expected volatility	61%	62%
Expected dividend yield	0%	0%

The following table presents the options activity under the 2005 Plan:

	Number of Common Shares (in thousands)	Weighted Average Exercise Price (per share)	Weighted Average Life Remaining (years)	Aggregate Intrinsic Value (in thousands)
<b>Outstanding, December 31, 2012</b>	9,449	\$ 7.19	6.4	\$ 16,626
Granted	1,230	7.07		
Exercised	(823)	4.55		
Canceled or forfeited	(156)	7.29		
<b>Outstanding, September 30, 2013</b>	<u>9,700</u>	<u>\$ 7.40</u>	<u>6.2</u>	<u>\$ 14,486</u>
<b>Vested and expected to vest, September 30, 2013</b>	<u>9,213</u>	<u>\$ 7.48</u>	<u>6.1</u>	<u>\$ 13,506</u>
<b>Exercisable, September 30, 2013</b>	<u>6,610</u>	<u>\$ 8.08</u>	<u>5.1</u>	<u>\$ 8,655</u>

There were 15,000 options granted during the three months ended September 30, 2013. The weighted average grant date fair value per share of the options granted was \$3.31 for both the nine months ended September 30, 2013 and 2012. The total intrinsic value of options exercised was \$0.8 million and \$2.3 million and \$2.9 million and \$5.1 million for the three and nine months ended September 30, 2013 and 2012, respectively.

As of September 30, 2013, there was \$8.3 million in unrecognized compensation expense related to options expected to vest. This cost is expected to be recognized on a straight-line basis over a weighted average period of 2.6 years. During the nine months ended September 30, 2013, the Company granted options to acquire approximately 1.2 million shares of common stock, received \$3.8 million in proceeds from the exercise of options and recorded \$3.2 million in non-cash compensation expense related to options granted that are expected to vest.

As of September 30, 2012, there was \$10.2 million in unrecognized compensation expense related to options expected to vest. This cost was expected to be recognized on a straight-line basis over a weighted average period of 2.7 years. During the nine months ended September 30, 2012, the Company granted options to acquire approximately 2.3 million shares of common stock, received \$5.9 million in proceeds from the exercise of options and recorded \$3.7 million in non-cash compensation expense related to options granted that are expected to vest.

### Restricted Stock

The following table presents a summary of non-vested share awards for the Company's time-based restricted shares:

	Shares Outstanding (in thousands)	Weighted Average Grant Date Fair Value (per share)
<b>Outstanding, December 31, 2012</b>	111	\$ 5.72
Granted	370	7.09
Vested	(53)	4.49
Forfeited	(3)	7.09
<b>Outstanding, September 30, 2013</b>	<u>425</u>	<u>\$ 7.05</u>

There was no restricted stock granted during the three months ended September 30, 2013. The weighted average grant date fair value per share of restricted stock granted was \$7.09 for the nine months ended September 30, 2013. There was no restricted stock granted during the three months ended September 30, 2012. The weighted average grant date fair value per share of restricted stock granted was \$6.62 for the nine months ended September 30, 2012. The total fair value of shares vested were \$0.1 million and \$0.4 million and \$0.3 million and \$1.0 million for the three and nine months ended September 30, 2013 and 2012, respectively.

As of September 30, 2013, there was \$2.3 million in unrecognized compensation expense related to shares of time-based restricted shares expected to vest. This cost is expected to be recognized on a straight-line basis over a weighted average period of 3.3 years. During the nine months ended September 30, 2013, there were 52,560 shares of time-based restricted shares vested, and we recorded \$0.5 million in non-cash compensation expense related to the restricted stock granted that is expected to vest.

As of September 30, 2012, there was \$0.5 million in unrecognized compensation expense related to shares of time-based restricted shares expected to vest. This cost was expected to be recognized on a straight-line basis over a weighted average period of 2.6 years. During the nine months ended September 30, 2012, there were 126,332 shares of time-based restricted shares vested, and we recorded \$0.3 million in non-cash compensation expense related to the restricted stock granted that is expected to vest.

## **9. INCOME TAXES**

The Company's effective income tax rate was 36.9% and 37.3% and 36.0% and 37.7% for the three and nine months ended September 30, 2013 and 2012, respectively, all of which were greater than the statutory federal rate of 35.0% due in part to state taxes and the non-cash compensation expenses related to stock options.

The Company accounts for uncertain tax positions in accordance with the applicable accounting guidance. As of September 30, 2013, there has been no material change to the balance of unrecognized tax benefits from December 31, 2012.

## **10. SEGMENT INFORMATION**

Operating segments are components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. The Company's chief operating decision-making group consists of the Chief Executive Officer and Chief Financial Officer. The operating segments are reviewed separately because each represents products or services that can be, and often are, marketed and sold separately to our customers.

We operate in three distinct business segments: (1) cash advance, (2) ATM and (3) check services. These segments are monitored separately by management for performance against its internal forecast and are consistent with our internal management reporting. Other lines of business, none of which exceed the established materiality for segment reporting, include kiosk sales and services and credit reporting services, among others.

We do not allocate depreciation and amortization expenses to the business segments. Certain corporate overhead expenses have been allocated to the segments for identifiable items related to such segments or based on a reasonable methodology.

Our business is predominantly domestic, with no specific regional concentrations and no significant assets in foreign locations.

### **Major Customers**

For the three and nine months ended September 30, 2013 and 2012, none of our customers had combined revenues from all segments equal to or exceeding 10%. Our five largest customers accounted for approximately 33% for both the three and nine months ended September 30, 2013 and 33% and 32% of our total revenues for the three and nine months ended September 30, 2012, respectively.

The accounting policies of the operating segments are the same as those described in the summary of significant accounting policies.

The following tables present the Company's segment information (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2013	2012	2013	2012
<b>Revenues</b>				
Cash advance	\$ 58,305	\$ 57,520	\$ 174,292	\$ 172,557
ATM	71,634	76,411	219,881	233,361
Check services	5,385	6,611	16,786	19,731
Other	10,777	9,282	31,028	22,705
Corporate	-	-	-	-
<b>Total revenues</b>	<b>\$ 146,101</b>	<b>\$ 149,824</b>	<b>\$ 441,987</b>	<b>\$ 448,354</b>
<b>Operating income</b>				
Cash advance	\$ 15,190	\$ 15,785	\$ 46,503	\$ 48,388
ATM	6,114	7,951	19,323	25,620
Check services	3,074	3,822	9,874	11,017
Other	4,399	4,673	14,031	11,563
Corporate	(17,357)	(17,588)	(51,777)	(50,287)
<b>Total operating income</b>	<b>\$ 11,420</b>	<b>\$ 14,643</b>	<b>\$ 37,954</b>	<b>\$ 46,301</b>

	At	
	September 30, 2013	December 31, 2012
<b>Total assets</b>		
Cash advance	\$ 137,015	\$ 149,113
ATM	61,372	59,781
Check services	29,575	35,216
Other	46,157	39,838
Corporate	261,563	269,947
<b>Total assets</b>	<b>\$ 535,682</b>	<b>\$ 553,895</b>

## 11. SUBSEQUENT EVENTS

As of November 5, 2013, the Company had not identified, and was not aware of, any subsequent events for the three and nine months ended September 30, 2013.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's Discussion and Analysis of our Financial Condition and Results of Operations ("MD&A") begins with an overview of our business and certain trends, risks and challenges. We then discuss our results of operations for the three and nine months ended September 30, 2013 as compared to the same period for 2012, respectively. This is followed by a description of our liquidity and capital resources, including discussions about sources and uses of cash, our borrowings, deferred tax asset, other liquidity needs and off-balance sheet arrangements. We conclude with a discussion of critical accounting policies and their impact on our unaudited condensed consolidated financial statements.

You should read the following discussion together with our condensed consolidated financial statements and the notes to those financial statements included in this Quarterly Report on Form 10-Q and our 2012 Annual Report on Form 10-K (our "2012 10-K"). When reviewing our MD&A, you should also refer to the description of our Critical Accounting Policies and Estimates in our 2012 10-K because understanding these policies and estimates is important in order to fully understand our reported financial results and our business outlook for future periods. In addition to historical information, this discussion contains "forward-looking statements" as defined in the U.S. Private Securities Litigation Reform Act of 1995. In this context, forward-looking statements often address our expected future business and financial performance, and often contain words such as "expect," "anticipate," "intend," "plan," "believe," "seek," or "will." These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected or assumed, including, but not limited to, the following: the timing and the extent of a recovery in the gaming industry, if any; gaming establishment and patron preferences; national and international economic conditions; changes in gaming regulatory, card association and statutory requirements; regulatory and licensing difficulties; competitive pressures; operational limitations; gaming market contraction; changes to tax laws; uncertainty of litigation outcomes; interest rate fluctuations; inaccuracies in underlying operating assumptions; unanticipated expenses or capital needs; technological obsolescence; and employee turnover. Additional factors that could cause actual results to differ materially are included under the heading "Risk Factors." These factors include, but are not limited to, those set forth in our press releases, reports and other filings made with the SEC. These cautionary statements qualify all of our forward-looking statements, and you are cautioned not to place undue reliance on these forward-looking statements. All forward-looking statements are subject to various risks and uncertainties that could cause our actual future results to differ materially from those presently anticipated due to a variety of factors, including those discussed in Item 1A of our 2012 10-K.



## **Overview**

We are a global provider of cash access services and related equipment and services to the gaming industry. Our services and solutions provide gaming establishment patrons access to cash through a variety of methods, including ATM cash withdrawals, credit card cash access transactions, POS debit card transactions, check verification and warranty services and money transfers. We also sell and service cash access devices such as redemption and jackpot kiosks to the gaming industry. In addition, we also provide products and services that improve credit decision-making, automate cashier operations and enhance patron marketing activities for gaming establishments.

## **Trends**

Our strategic planning and forecasting processes include the consideration of economic and industry-wide trends that may impact our business. We have identified the more material positive and negative trends affecting our business as the following:

- Although the U.S. gaming sector has experienced revenue declines over the last several years, in 2012, it stabilized and modestly improved. In 2013, this trend has remained and is expected to continue for the remainder of the year.
- Gaming activity continues to expand into more domestic and international markets.
- There continues to be a migration from the use of traditional paper checks and cash to electronic payments.
- The credit markets in the U.S. and around the world have been volatile and unpredictable.
- The cash access industry in the gaming sector has become increasingly competitive and is having an adverse effect on our business with respect to customer retention and our operating margins.
- There is increasing governmental oversight related to the cost of transaction processing and related fees to the consumer. We expect the financial services and payments industry to respond to these legislative acts by changing other fees and costs, which may negatively impact our business in the future.

**Results of Operations**

**Three months ended September 30, 2013 compared to three months ended September 30, 2012**

The following table presents our unaudited condensed consolidated results of operations (amounts in thousands):

	September 30, 2013		Three Months Ended September 30, 2012		Sep-13 vs. Sep-12	
	\$	%	\$	%	\$ Var	% Var
<b>Revenues</b>						
Cash advance	\$ 58,305	40%	\$ 57,520	38%	\$ 785	1%
ATM	71,634	49%	76,411	51%	(4,777)	(6)%
Check services	5,385	4%	6,611	5%	(1,226)	(19)%
Other revenues	10,777	7%	9,282	6%	1,495	16%
<b>Total revenues</b>	<b>146,101</b>	<b>100%</b>	<b>149,824</b>	<b>100%</b>	<b>(3,723)</b>	<b>(2)%</b>
<b>Costs and expenses</b>						
Cost of revenues (exclusive of depreciation and amortization)	111,106	76%	111,373	74%	(267)	(0)%
Operating expenses	19,248	13%	19,463	13%	(215)	(1)%
Depreciation	1,908	1%	1,695	1%	213	13%
Amortization	2,419	2%	2,650	2%	(231)	(9)%
<b>Total costs and expenses</b>	<b>134,681</b>	<b>92%</b>	<b>135,181</b>	<b>90%</b>	<b>(500)</b>	<b>(0)%</b>
<b>Operating income</b>	<b>11,420</b>	<b>8%</b>	<b>14,643</b>	<b>10%</b>	<b>(3,223)</b>	<b>(22)%</b>
<b>Other expenses</b>						
Interest expense, net of interest income	2,255	2%	3,586	2%	(1,331)	(37)%
<b>Total other expenses</b>	<b>2,255</b>	<b>2%</b>	<b>3,586</b>	<b>2%</b>	<b>(1,331)</b>	<b>(37)%</b>
<b>Income from operations before tax</b>	<b>9,165</b>	<b>6%</b>	<b>11,057</b>	<b>8%</b>	<b>(1,892)</b>	<b>(17)%</b>
Income tax provision	3,383	2%	3,977	3%	(594)	(15)%
<b>Net income</b>	<b>\$ 5,782</b>	<b>4%</b>	<b>\$ 7,080</b>	<b>5%</b>	<b>\$ (1,298)</b>	<b>(18)%</b>

**Total Revenues**

Total revenues decreased by \$3.7 million, or 2%, to \$146.1 million for the three months ended September 30, 2013 as compared to the same period in the prior year. This was primarily due to lower ATM revenues, partially offset by higher kiosk sales during the three months ended September 30, 2013 as compared to the same period in the prior year.

Cash advance revenues increased by \$0.8 million, or 1%, to \$58.3 million for the three months ended September 30, 2013 as compared to the same period in the prior year. This was primarily due to higher international cash advance revenues.

ATM revenues decreased by \$4.8 million, or 6%, to \$71.6 million for the three months ended September 30, 2013 as compared to the same period in the prior year. This was primarily due to lost business and lower transaction volume.

Check services revenues decreased by \$1.2 million, or 19%, to \$5.4 million for the three months ended September 30, 2013 as compared to the same period in the prior year. This was primarily due to lost business and a decrease in the number of check services transactions processed.

Other revenues increased by \$1.5 million, or 16%, to \$10.8 million for the three months ended September 30, 2013 as compared to the same period in the prior year. This was primarily due to increased kiosk sales during the three months ended September 30, 2013 as compared to the same period in the prior year.

**Costs and Expenses**

Cost of revenues (exclusive of depreciation and amortization) slightly decreased by \$0.3 million, or 0%, to \$111.1 million for the three months ended September 30, 2013 as compared to the same period in the prior year. This was primarily due to lower variable costs associated with lower revenues in the ATM and check services segments, mostly offset by increased commissions paid to our ATM customers and higher kiosk related variable costs associated with the increased revenues discussed previously.

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Operating expenses decreased by \$0.2 million, or 1%, to \$19.2 million for the three months ended September 30, 2013 as compared to the same period in the prior year. This was primarily due to lower payroll and related and noncash stock compensation expenses, partially offset by higher occupancy, travel and advertising related expenses. Some of these costs were associated with the annual Global Gaming Expo that occurred in September of this year, whereas this convention took place in October of last year.

Primarily as a result of the factors described above, operating income decreased by \$3.2 million, or 22%, to \$11.4 million for the three months ended September 30, 2013 as compared to the same period in the prior year. The operating margin for the Company decreased to 8% for the three months ended September 30, 2013 from 10% for the same period in the prior year.

Interest expense, net, decreased by \$1.3 million, or 37%, to \$2.3 million for the three months ended September 30, 2013 as compared to the same period in the prior year. This was due to a reduction in interest charges due to the lower outstanding debt balance and an amendment to the Company's credit facility in late May 2013, which reduced the interest rate from 7% to 4%.

Income tax expense decreased by \$0.6 million, or 15%, to \$3.4 million for the three months ended September 30, 2013 as compared to the same period in the prior year. This was primarily due to the decrease in income from operations before income tax expense of \$1.9 million. The provision for income tax reflected an effective income tax rate of 36.9% for the three months ended September 30, 2013, which was greater than the statutory federal rate of 35.0% due in part to state taxes and the non-cash compensation expenses related to stock options. The provision for income tax reflected an effective income tax rate of 36.0% for the same period in the prior year, which was greater than the statutory federal rate of 35.0% due in part to state taxes and the non-cash compensation expenses related to stock options.

Primarily as a result of the foregoing, net income decreased by \$1.3 million, or 18%, to \$5.8 million for the three months ended September 30, 2013 as compared to the same period in the prior year.

### Nine months ended September 30, 2013 compared to nine months ended September 30, 2012

The following table presents our unaudited condensed consolidated results of operations (amounts in thousands):

	September 30, 2013		Nine Months Ended September 30, 2012		Sep-13 vs. Sep-12	
	\$	%	\$	%	\$ Var	% Var
<b>Revenues</b>						
Cash advance	\$ 174,292	39%	\$ 172,557	39%	\$ 1,735	1%
ATM	219,881	50%	233,361	52%	(13,480)	(6)%
Check services	16,786	4%	19,731	4%	(2,945)	(15)%
Other revenues	31,028	7%	22,705	5%	8,323	37%
<b>Total revenues</b>	<b>441,987</b>	<b>100%</b>	<b>448,354</b>	<b>100%</b>	<b>(6,367)</b>	<b>(1)%</b>
<b>Costs and expenses</b>						
Cost of revenues (exclusive of depreciation and amortization)	333,928	75%	333,566	75%	362	0%
Operating expenses	57,710	13%	55,910	12%	1,800	3%
Depreciation	5,421	1%	5,260	1%	161	3%
Amortization	6,974	2%	7,317	2%	(343)	(5)%
<b>Total costs and expenses</b>	<b>404,033</b>	<b>91%</b>	<b>402,053</b>	<b>90%</b>	<b>1,980</b>	<b>0%</b>
<b>Operating income</b>	<b>37,954</b>	<b>9%</b>	<b>46,301</b>	<b>10%</b>	<b>(8,347)</b>	<b>(18)%</b>
<b>Other expenses</b>						
Interest expense, net of interest income	8,151	2%	12,133	2%	(3,982)	(33)%
<b>Total other expenses</b>	<b>8,151</b>	<b>2%</b>	<b>12,133</b>	<b>2%</b>	<b>(3,982)</b>	<b>(33)%</b>
<b>Income from operations before tax</b>	<b>29,803</b>	<b>7%</b>	<b>34,168</b>	<b>8%</b>	<b>(4,365)</b>	<b>(13)%</b>
Income tax provision	11,109	3%	12,878	3%	(1,769)	(14)%
<b>Net income</b>	<b>\$ 18,694</b>	<b>4%</b>	<b>\$ 21,290</b>	<b>5%</b>	<b>\$ (2,596)</b>	<b>(12)%</b>

## **Total Revenues**

Total revenues decreased by \$6.4 million, or 1%, to \$442.0 million for the nine months ended September 30, 2013 as compared to the same period in the prior year. This was primarily due to lower ATM, partially offset by higher kiosk sales during the nine months ended September 30, 2013 as compared to the same period in the prior year.

Cash advance revenues increased by \$1.7 million, or 1%, to \$174.3 million for the nine months ended September 30, 2013 as compared to the same period in the prior year. This was due to higher international cash advance revenues.

ATM revenues decreased by \$13.5 million, or 6%, to \$219.9 million for the nine months ended September 30, 2013 as compared to the same period in the prior year. This was primarily due to lost business and lower transaction volume as well as a \$3.1 million decrease in revenue attributable to the reduction in interchange reimbursement rates that were implemented by various card associations in the second quarter 2012.

Check services revenues decreased by \$2.9 million, or 15%, to \$16.8 million for the nine months ended September 30, 2013 as compared to the same period in the prior year. This was primarily due to lost business and a decrease in the number of check services transactions processed.

Other revenues increased by \$8.3 million, or 37%, to \$31.0 million for the nine months ended September 30, 2013 as compared to the same period in the prior year. This was due to increased kiosk sales during the nine months ended September 30, 2013 as compared to the same period in the prior year.

## **Costs and Expenses**

Cost of revenues (exclusive of depreciation and amortization) slightly increased by \$0.4 million, or 0%, to \$333.9 million for the nine months ended September 30, 2013 as compared to the same period in the prior year. This was primarily due to increased commissions paid to our ATM customers and higher kiosk related costs associated with the increased revenues, mostly offset by lower ATM and check services variable costs associated with the lower related revenues.

Operating expenses increased by \$1.8 million, or 3%, to \$57.7 million for the nine months ended September 30, 2013 as compared to the same period in the prior year. This was primarily due to higher payroll and related, occupancy, travel and advertising expenses, partially offset by lower noncash stock compensation, professional and licensing expenses. Some of these costs were associated with the annual Global Gaming Expo that occurred in September of this year, whereas this convention took place in October of last year.

Primarily as a result of the factors described above, operating income decreased by \$8.3 million, or 18%, to \$38.0 million for the nine months ended September 30, 2013 as compared to the same period in the prior year. The operating margin for the Company decreased to 9% for the nine months ended September 30, 2013 from 10% for the same period in the prior year.

Interest expense, net, decreased by \$4.0 million, or 33%, to \$8.2 million for the nine months ended September 30, 2013 as compared to the same period in the prior year. This was primarily due to a \$2.5 million reduction in interest charges due to the lower outstanding debt balance and an amendment to the Company's credit facility in late May 2013, which reduced the interest rate from 7% to 4%; a \$0.8 million reduction in interest charges related to a lower average outstanding balance on the vault cash supplied by Wells Fargo and a slightly lower average cash usage rate; and a decrease in the interest charge associated with the change in fair value of the interest rate cap of approximately \$0.7 million.

Income tax expense decreased by \$1.8 million, or 14%, to \$11.1 million for the nine months ended September 30, 2013 as compared to the same period in the prior year. This was primarily due to the decrease in income from operations before income tax expense of \$4.4 million. The provision for income tax reflected an effective income tax rate of 37.3% for the nine months ended September 30, 2013, which was greater than the statutory federal rate of 35.0% due in part to state taxes and the non-cash compensation expenses related to stock options. The provision for income tax reflected an effective income tax rate of 37.7% for the same period in the prior year, which was greater than the statutory federal rate of 35.0% due in part to state taxes and the non-cash compensation expenses related to stock options.

Primarily as a result of the foregoing, net income decreased by \$2.6 million, or 12%, to \$18.7 million for the nine months ended September 30, 2013 as compared to the same period in the prior year.

**LIQUIDITY AND CAPITAL RESOURCES**

**Overview**

The following table presents selected information about our financial position (in thousands):

	<u>At September 30, 2013</u>	<u>At December 31, 2012</u>
<b>Balance sheet data</b>		
Cash and cash equivalents	\$ 142,990	\$ 153,020
Total assets	535,682	553,895
Total borrowings	106,500	121,500
Stockholders' equity	210,350	198,759

**Cash Resources**

Our cash balance, cash flows and credit facilities are expected to be sufficient to meet our recurring operating commitments and to fund our planned capital expenditures for the foreseeable future. Cash and cash equivalents at September 30, 2013 included cash in non-U.S. jurisdictions of approximately \$10.7 million. Generally, these funds are available for operating and investment purposes within the jurisdiction in which they reside but are subject to taxation in the U.S. upon repatriation.

We provide cash settlement services to our customers. These services involve the movement of funds between the various parties associated with cash access transactions. This activity results in a balance due to us at the end of each business day that we recoup over the next few business days and classify as settlement receivables. This activity also results in a balance due to our customers at the end of each business day that we remit over the next few business days and classify as settlement liabilities. As of September 30, 2013, we had \$24.4 million in settlement receivables for which we received these funds in October 2013. As of September 30, 2013, we had \$162.2 million in settlement liabilities due to our customers for these settlement services that were paid in October 2013.

**Sources and Uses of Cash**

The following table presents a summary of our cash flow activity (in thousands):

	<u>Nine Months Ended September 30,</u>		<u>Incr./(Decr.)</u>
	<u>2013</u>	<u>2012</u>	<u>Sep-13 vs. Sep-12</u>
<b>Cash flow activities</b>			
Net cash provided by operating activities	\$ 25,763	\$ 41,419	\$ (15,656)
Net cash used in investing activities	(9,173)	(6,650)	(2,523)
Net cash used in financing activities	(26,619)	(42,421)	15,802
Effect of exchange rates on cash	(1)	(943)	942
<b>Cash and cash equivalents</b>			
Net decrease for the period	(10,030)	(8,595)	(1,435)
Balance, beginning of the period	153,020	55,535	97,485
<b>Balance, end of the period</b>	<u>\$ 142,990</u>	<u>\$ 46,940</u>	<u>\$ 96,050</u>

Cash flows provided by operating activities decreased by \$15.7 million, or 38%, for the nine months ended September 30, 2013, as compared to the same period in the prior year. This was primarily due to a decrease in working capital of \$16.2 million mostly associated with the timing of our settlement receivables and settlement liabilities based on the number of business days outstanding prior to the settlement of our cash access transactions at the end of each period and a decrease in net income of \$2.6 million; partially offset by an increase in non-cash expenses of \$3.2 million for the nine months ended September 30, 2013 as compared to the same period in the prior year.

Cash flows used in investing activities increased by \$2.5 million, or 38%, to \$9.2 million for the nine months ended September 30, 2013 as compared to the same period in the prior year. This was primarily due to increased capital expenditures of \$1.8 million associated with our corporate office relocation and equipment purchases, less proceeds from the sale of fixed assets of \$0.4 million and a reduction in restricted cash and cash equivalents of \$0.3 million for the nine months ended September 30, 2013 as compared to the same period in the prior year.

Cash flows used in financing activities decreased by \$15.8 million, or 37%, to \$26.6 million for the nine months ended September 30, 2013 as compared to the same period in the prior year. This was primarily due to lower principal payments on our existing credit facility for the nine months ended September 30, 2013 as compared to the same period last year; partially offset by an increase in the purchase of treasury stock associated with our stock repurchase program.

### **Deferred Tax Asset**

At September 30, 2013, we had a net deferred income tax asset of \$94.3 million. We recognized a deferred tax asset upon our conversion from a limited liability company to a corporation on May 14, 2004. Prior to that time, all tax attributes flowed through to the members of the limited liability company. The principal component of the deferred tax asset is a difference between our assets for financial accounting and tax purposes. This difference results from a significant balance of acquired goodwill of approximately \$687.4 million that was generated as part of the conversion to a corporation plus approximately \$97.6 million in pre-existing goodwill carried over from periods prior to the conversion. Both of these assets are recorded for tax purposes but not for accounting purposes. This asset is amortized over 15 years for tax purposes, resulting in annual pretax income being \$52.3 million lower for tax purposes than for financial accounting purposes. At an estimated blended domestic effective tax rate of 36.4%, this results in tax payments being approximately \$19.1 million less than the annual provision for income taxes shown on our condensed consolidated statements of income and comprehensive income for financial accounting purposes, or the amount of the annual provision, if less. There is an expected aggregate of \$106.5 million in cash savings over the remaining life of the portion of our deferred tax asset related to the conversion. This deferred tax asset may be subject to certain limitations. We believe that it is more likely than not that we will be able to utilize our deferred tax asset. However, the utilization of this tax asset is subject to many factors beyond our control including our earnings, a change of control of the Company and future estimations of earnings.

### **Other Liquidity Needs and Resources**

The Company's Contract Cash Solutions Agreement with Wells Fargo allows for the Company to utilize funds owned by Wells Fargo to provide the currency needed for normal operating requirements for the Company's ATMs. For the use of these funds, the Company pays Wells Fargo a cash usage fee on the average daily balance of funds utilized multiplied by a contractually defined cash usage rate. Under this agreement, all currency supplied by Wells Fargo remains the sole property of Wells Fargo at all times until it is dispensed, at which time Wells Fargo obtains an interest in the corresponding settlement receivable. As the cash is never an asset of ours, supplied cash is not reflected on our condensed consolidated balance sheets.

The Contract Cash Solutions Agreement allows for a maximum amount of cash to be provided to GCA of \$500.0 million, and the agreement was scheduled to terminate on November 30, 2014; however, on November 4, 2013, we entered into an amendment to the Contract Cash Solutions Agreement to extend the term one year until November 30, 2015.

As of September 30, 2013 and December 31, 2012, the outstanding balances of ATM cash utilized by GCA from Wells Fargo were \$268.5 million and \$360.4 million, respectively.

Under the terms of the Contract Cash Solutions Agreement, we pay a monthly cash usage fee based upon the product of the average daily dollars outstanding in all ATMs multiplied by a contractually defined cash usage rate. This cash usage rate is determined by an applicable LIBOR plus a mutually agreed upon margin.

We are exposed to interest rate risk to the extent that the applicable LIBOR increases, subject to the interest rate cap purchased in January 2012.

The cash usage fees incurred by us, reflected as interest expense within our condensed consolidated statements of income and comprehensive income, were \$0.6 million and \$1.7 million and \$0.7 million and \$2.5 million for the three and nine months ended September 30, 2013 and 2012, respectively.

We are responsible for any losses of cash in the ATMs under our agreement with Wells Fargo and we self-insure for this risk. For the three and nine months ended September 30, 2013 and 2012, we incurred no material losses related to this self-insurance.

We also need supplies of cash to support our foreign operations. For some foreign jurisdictions, such as the United Kingdom, applicable law and cross-border treaties allow us to transfer funds between our domestic and foreign operations efficiently. For other foreign jurisdictions, we must rely on the supply of cash generated by our operations in those foreign jurisdictions. As we look to expand our operations into new foreign jurisdictions, we must rely on treaty-favored cross-border transfers of funds, the supply of cash generated by our operations in those foreign jurisdictions or alternate sources of working capital.

We believe that borrowings available under the Senior Credit Facility, together with our anticipated operating cash flows, will be adequate to meet our anticipated future requirements for working capital, capital expenditures and scheduled interest payments. Although no additional financing is currently contemplated, we may seek, if necessary or otherwise advisable and to the extent permitted under the terms of the Senior Credit Facility, additional financing through bank borrowings or public or private debt or equity financings. We cannot ensure that additional financing, if needed, will be available to us, or that, if available, the financing will be on terms favorable to us. The terms of any additional debt or equity financing that we may obtain in the future could impose additional limitations on our operations and/or management structure. We also cannot ensure that the estimates of our liquidity needs are accurate or that new business developments or other unforeseen events will not occur, resulting in the need to raise additional funds.

### **Off-Balance Sheet Arrangements**

#### *Wells Fargo Contract Cash Solutions Agreement*

We obtain currency to meet the normal operating requirements of our domestic ATMs pursuant to the Contract Cash Solutions Agreement with Wells Fargo. Under this agreement, all currency supplied by Wells Fargo remains the sole property of Wells Fargo at all times until it is dispensed, at which time Wells Fargo obtains an interest in the corresponding settlement receivable. Because it is never an asset of ours, supplied cash is not reflected on our condensed consolidated balance sheets. At September 30, 2013, the currency supplied by Wells Fargo pursuant to this agreement was \$268.5 million. Since Wells Fargo obtains an interest in our settlement receivables, there is no liability corresponding to the supplied cash reflected on our condensed consolidated balance sheets. The fees that we pay to Wells Fargo for cash usage pursuant to this agreement are reflected as interest expense in our financial statements. Foreign gaming establishments supply the currency needs for the ATMs located on their premises.

### **Effects of Inflation**

Our monetary assets, consisting primarily of cash and receivables, are not significantly affected by inflation. Our non-monetary assets, consisting primarily of our deferred tax asset, goodwill and other intangible assets, are not affected by inflation. We believe that replacement costs of equipment, furniture and leasehold improvements will not materially affect our operations. However, the rate of inflation affects our operating expenses, such as those for salaries and benefits, armored carrier expenses, telecommunications expenses and equipment repair and maintenance services, which may not be readily recoverable in the financial terms under which we provide our cash access products and services to gaming establishments and their patrons.

### **Critical Accounting Policies**

The preparation of our financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions that affect our reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities in our consolidated financial statements. The SEC has defined a company's critical accounting policies as the ones that are most important to the portrayal of the financial condition and results of operations, and which require management to make its most difficult and subjective judgments, often as a result of the need to make estimates about matters that are inherently uncertain.

For the three and nine months ended September 30, 2013, there were no material changes to the critical accounting policies and estimates discussed in the Company's audited consolidated financial statements for the year ended December 31, 2012, included in the Company's Annual Report on Form 10-K filed on March 12, 2013.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

In the normal course of business, we are exposed to foreign currency exchange risk. We operate and conduct business in foreign countries and, as a result, are exposed to movements in foreign currency exchange rates. Our exposure to foreign currency exchange risk related to our foreign operations is not material to our results of operations, cash flows or financial position. At present, we do not hedge this risk, but continue to evaluate such foreign currency translation risk exposure.

Wells Fargo supplies us with currency needed for normal operating requirements of our domestic ATMs pursuant to the Contract Cash Solutions Agreement. Under the terms of this agreement, we pay a monthly cash usage fee based upon the product of the average daily dollars outstanding in all such ATMs multiplied by a margin that is tied to LIBOR. We are, therefore, exposed to interest rate risk to the extent that the applicable LIBOR increases. As of September 30, 2013, the currency supplied by Wells Fargo was \$268.5 million. Based upon this outstanding amount of currency supplied by Wells Fargo, each 1% increase in the applicable LIBOR would have a \$2.7 million impact on income before taxes over a 12-month period. Foreign gaming establishments' supply the currency needs for the ATMs located on their premises.

Our Credit Facility bears interest at rates that can vary over time. We have the option of having interest on the outstanding amounts under these credit facilities paid based on a base rate or based on LIBOR. We have historically elected to pay interest based on LIBOR, and we expect to continue to pay interest based on LIBOR of various maturities. The weighted average interest rate was 4.0% and 5.6%, respectively, during the three and nine months ended September 30, 2013. Based upon the outstanding balance on the Credit Facility of \$106.5 million on September 30, 2013, each 1% increase in the applicable LIBOR would have a \$1.1 million impact on interest expense over a 12-month period.

In January 2012, we entered into a three year \$150.0 million interest rate cap agreement pursuant to the terms and conditions of the Credit Facility, which partially mitigates our exposure to any increases to LIBOR to the extent LIBOR rises above 1.5% during the term of the interest rate cap agreement.

#### **ITEM 4. CONTROLS AND PROCEDURES**

##### **Evaluation of Disclosure Controls and Procedures**

As required by Rule 13a-15(b) promulgated under the Exchange Act, our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the design and operating effectiveness as of September 30, 2013 of our disclosure controls and procedures, as defined in Rule 13a-15(e) promulgated under the Exchange Act. Based on this evaluation our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2013.

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in our reports under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time period specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

##### **Changes in Internal Control over Financial Reporting**

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the nine months ended September 30, 2013 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

#### **PART II. OTHER INFORMATION**

##### **ITEM 1. LEGAL PROCEEDINGS**

We are subject to a variety of claims and suits that arise from time to time in the ordinary course of business. We do not believe the liabilities, if any, which may ultimately result from the outcome of such matters, individually or in the aggregate, will have a material adverse impact on our financial position, liquidity or results of operations.

##### **ITEM 1A. RISK FACTORS**

There are a number of factors that may affect the Company's business and financial results or stock price. A complete description of these factors is set forth in our Annual Report on Form 10-K for the year ended December 31, 2012. There have been no material changes to those factors in the nine months ended September 30, 2013.



## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

## ISSUER PURCHASES AND WITHHOLDING OF EQUITY SECURITIES

	Total Number of Shares Purchased or Withheld <u>(000's)</u>	Average Price per Share Purchased or Withheld	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <u>(000's)</u>	Maximum Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs <u>(\$000's)</u>
<b>Rule 10b-18 Repurchases</b>				
7/1/13 – 7/31/13	396 (1)	\$ 6.53 (2)	396 (1)	\$ 25,717 (3)
8/1/13 – 8/31/13	35 (1)	\$ 7.38 (2)	35 (1)	\$ 25,456 (3)
9/1/13 – 9/30/13	<u>- (1)</u>	\$ - (2)	<u>- (1)</u>	\$ 25,456 (3)
<b>Sub-Total</b>	431 (1)	\$ 6.60 (2)	431 (1)	
<b>Tax Withholdings</b>				
7/1/13 – 7/31/13	0.371 (4)	\$ 6.53 (5)	-	\$ -
8/1/13 – 8/31/13	0.371 (4)	\$ 7.75 (5)	-	\$ -
9/1/13 – 9/30/13	<u>0.371 (4)</u>	\$ 7.77 (5)	<u>-</u>	\$ -
<b>Sub-Total</b>	<u>1 (4)</u>	\$ 7.35 (5)	<u>-</u>	
<b>Total</b>	<u><u>432</u></u>	\$ 6.60	<u><u>431</u></u>	

(1) Represents the number of shares repurchased during the three months ended September 30, 2013 pursuant to the share repurchase program that our Board of Directors has authorized and approved giving us the authority to repurchase up to \$40.0 million of our outstanding common stock over a two year period, which commenced in the first quarter of 2013. This share repurchase program supersedes all prior share repurchase programs.

(2) Represents the weighted average price per share of common stock repurchased pursuant to the Rule 10b-18 share buyback program.

(3) Represents the maximum approximate dollar value of shares of common stock available for repurchase pursuant to the Rule 10b-18 share repurchase authorization at the end of the stated period.

(4) Represents the shares of common stock that were withheld from restricted stock awards to satisfy the minimum applicable tax withholding obligations incident to the vesting of such restricted stock awards. There are no limitations on the number of shares of common stock that may be withheld from restricted stock awards to satisfy the minimum tax withholding obligations incident to the vesting of restricted stock awards.

(5) Represents the average price per share of common stock withheld from restricted stock awards on the date of withholding.

## ITEM 6. EXHIBITS

Exhibit Number	Description
10.1*	Third Amendment to Contract Cash Solutions Agreement, dated November 4, 2013, between Global Cash Access, Inc. and Wells Fargo Bank, N.A.
31.1*	Certification of David Lopez, Chief Executive Officer of Global Cash Access Holdings, Inc. dated November 5, 2013 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 Mary E. Higgins, Chief Financial Officer of Global Cash Access Holdings, Inc. dated November 5, 2013 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 David Lopez, Chief Executive Officer of Global Cash Access Holdings, Inc. dated November 5, 2013 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 Mary E. Higgins, Chief Financial Officer of Global Cash Access Holdings, Inc. dated November 5, 2013 in accordance with 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS**	XBRL Instance Document.
101.SCH**	XBRL Taxonomy Extension Schema Document.
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document.

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\* Filed herewith.

\*\* Pursuant to applicable securities laws and regulations, the Company is deemed to have complied with the reporting obligation relating to the submission of interactive data files in such exhibits and is not subject to liability under any anti-fraud provisions of the federal securities laws as long as the Company has made a good faith attempt to comply with the submission requirements and promptly amends the interactive data files after becoming aware that the interactive data files fails to comply with the submission requirements. Users of this data are advised that, pursuant to Rule 406T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, or Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under these sections.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**November 5, 2013**

(Date)

**GLOBAL CASH ACCESS HOLDINGS, INC.**

(Registrant)

By: /s/ Mary E. Higgins

Mary E. Higgins

Chief Financial Officer

(For the Registrant and as

Principal Financial Officer)

**EXHIBIT INDEX**

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\* Filed herewith.

\*\* Pursuant to applicable securities laws and regulations, the Company is deemed to have complied with the reporting obligation relating to the submission of interactive data files in such exhibits and is not subject to liability under any anti-fraud provisions of the federal securities laws as long as the Company has made a good faith attempt to comply with the submission requirements and promptly amends the interactive data files after becoming aware that the interactive data files fails to comply with the submission requirements. Users of this data are advised that, pursuant to Rule 406T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, or Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under these sections.

**THIRD AMENDMENT TO CONTRACT CASH SOLUTIONS AGREEMENT**

THIS THIRD AMENDMENT TO CONTRACT CASH SOLUTIONS AGREEMENT (this “Amendment”), dated and effective as of November 4, 2013, is made and entered into among GLOBAL CASH ACCESS, INC. (“GCA” or “Client”) and WELLS FARGO BANK, N.A. (“Wells Fargo”).

**RECITALS:**

A. Client and Wells Fargo entered into a Contract Cash Solutions Agreement, dated as of November 12, 2010 (as modified or amended from time to time, the “Agreement”).

B. Client has requested that Wells Fargo extend the term of the Agreement through November 30, 2015, and subject to and on the terms and conditions of this Amendment, Wells Fargo has agreed to do so.

NOW, THEREFORE, in consideration of the foregoing recitals and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereto agree as follows, intending to be legally bound:

**ARTICLE I**

**Definitions**

Capitalized terms used in this Amendment, to the extent not otherwise defined herein, shall have the meanings assigned to such terms in the Agreement.

**ARTICLE II**

**Amendments**

Section 2.2. Term. Section XI.A is amended and restated in its entirety to read as follows:

“General. The initial term of this Agreement, which expired on November 30, 2013, was previously extended through November 30, 2014, pursuant to a written amendment to the Agreement. The Parties hereby agree to further extend the term of the Agreement to November 30, 2015. In addition, the Agreement shall be renewed for additional one-year periods unless a Party gives at least 90 days’ prior written notice of its intent not to renew, provided, however, that each such renewal shall be subject to a written agreement about pricing and such other terms and conditions to be mutually agreed upon among the Parties (the “Stated Termination Date”), unless earlier terminated by a Party as provided in this Agreement (the “Actual Termination Date”).”

## ARTICLE III

### **Representations and Warranties; Acknowledgments**

Each of the Parties represents and warrants to the other that (i) the execution, delivery and performance of this Amendment has been duly authorized by all requisite action on its part; and (ii) it is in compliance with the terms of the Agreement applicable to it.

## ARTICLE IV

### **General Provisions**

Section 4.1. Counterparts. This Amendment may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same document.

Section 4.2. Facsimile Signatures. Delivery by fax of an executed counterpart of a signature page to this Amendment shall be effective as delivery of an original executed counterpart of this Amendment.

Section 4.3. Section Headings. The section headings in this Amendment are for purposes of reference only and shall not limit or affect any of the terms hereof.

Section 4.4. Successors and Assigns. This Amendment is binding upon and shall inure to the benefit of parties hereto and their respective successors and assigns, subject, however, to the requirements of Section XIII.D of the Agreement.

Section 4.5. Governing Law. The Governing Law shall govern this Amendment and the interpretation thereof.

Section 4.6. Entire Agreement; Modification. This Amendment constitutes the entire agreement between Wells Fargo and Client relating to the subject matter hereof and may not be changed orally, but only by written instrument signed by both Parties. There are no restrictions, promises, warranties, covenants, or undertakings relating to the subject matter of this Amendment other than those expressly set forth or referred to herein. Nothing in this Amendment alters or impairs the Agreement except for the amendments specifically provided herein.

IN WITNESS WHEREOF, each of the Parties hereto has caused this Amendment to be executed on its behalf by its duly authorized officers, as of the date and year written above.

<p><b>GLOBAL CASH ACCESS, INC.</b></p>  <p>By: <u>/s/ David Lopez</u> Name: David Lopez Title: Chief Executive Officer</p>	<p><b>WELLS FARGO BANK, N. A.</b></p>  <p>By: <u>/s/ Olga E. Wisnicky</u> Name: Olga E. Wisnicky Title: Vice President</p>
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**GLOBAL CASH ACCESS HOLDINGS, INC.  
CERTIFICATION**

I, David Lopez, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Global Cash Access Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 5, 2013

By: /s/ David Lopez  
David Lopez  
Chief Executive Officer

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**GLOBAL CASH ACCESS HOLDINGS, INC.  
CERTIFICATION**

I, Mary E. Higgins, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Global Cash Access Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 5, 2013

By: /s/ Mary E. Higgins  
Mary E. Higgins  
Chief Financial Officer

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**GLOBAL CASH ACCESS HOLDINGS, INC.  
CERTIFICATION**

In connection with the periodic report of Global Cash Access Holdings, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2013 as filed with the Securities and Exchange Commission (the "Report"), I, David Lopez, Chief Executive Officer of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to the best of my knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

This Certification has not been, and shall not be deemed, "filed" with the Securities and Exchange Commission.

Dated: November 5, 2013

By: /s/ David Lopez  
David Lopez  
Chief Executive Officer

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**GLOBAL CASH ACCESS HOLDINGS, INC.  
CERTIFICATION**

In connection with the periodic report of Global Cash Access Holdings, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2013 as filed with the Securities and Exchange Commission (the "Report"), I, Mary E. Higgins, Chief Financial Officer of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to the best of my knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

This Certification has not been, and shall not be deemed, "filed" with the Securities and Exchange Commission.

Dated: November 5, 2013

By: /s/ Mary E. Higgins  
Mary E. Higgins  
Chief Financial Officer

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