

James JayCee  
Form 4  
April 20, 2009

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
James JayCee

2. Issuer Name and Ticker or Trading Symbol  
ACCESSPOINT CORP /NV/  
[ASAP]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
9298 SVL BOX  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/20/2009

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
 Other (specify below)  
Majority Holder

VICTORVILLE, CA 92395

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)    | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                    |                                      |  | Code                           | V   | Amount  | (D)  | Price                                      |
| Preferred<br><u>(1)</u> <u>(2)</u> | 04/20/2009                           | 04/20/2009   | P                              |   | 1,000,000   | A  | \$ 0                                       |
| Common<br><u>(1)</u> <u>(2)</u>    | 04/20/2009                           | 04/20/2009   | P                              |   | 12,323,623  | A  | \$ 0                                       |

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

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SEC 1474  
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |         |                 |
|---|---------------|-----------|---------|-----------------|
|   | Director      | 10% Owner | Officer | Other           |
| James JayCee<br>9298 SVL BOX<br>VICTORVILLE, CA 92395 |               | X         |         | Majority Holder |

## Signatures

JayCee James                      04/20/2009  
 \*\*Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Establishment of the "Accesspoint Corp., discriminatory share price, the reporting owner has determined to issue as previously filed in the SEC Form 3, 1,000,000 preferred stock upon the completion of "Accesspoint Corp (ASAP) corporate restructuring notwithstanding all like Communications industry comparable share structures and share prices.
- (2) Establishment of the "Accesspoint Corp., discriminatory share price, the reporting owner has determined to issue as previously filed in the SEC Form 3, 12,323,623 common stock upon the completion of "Accesspoint Corp (ASAP) corporate restructuring notwithstanding all like Communications industry comparable share structures and share prices.

### Remarks:

Establishment of the Accesspoint Corp., discriminatory share price, the reporting owner has determined to issue as previously common stock upon the completion of Accesspoint Corp., (ASAP) corporate restructuring notwithstanding all like Communic

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