

James JayCee
Form 4
April 20, 2009

FORM 4

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

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

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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 ____X__ 10% Owner
____ Officer (give title ____X__ Other (specify
below) below)

Majority Holder

VICTORVILLE, CA 92395

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Preferred (1) (2)	04/20/2009	04/20/2009	P		1,000,000	A	\$ 0 1,000,000
Common (1) (2)	04/20/2009	04/20/2009	P		12,323,623	A	\$ 0 12,323,623

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

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

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
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