

James JayCee  
Form 3/A  
April 20, 2009

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |                                                            |
| James JayCee                              |         | (Month/Day/Year)                     | ACCESSPOINT CORP /NV/ [ASAP]                       |                                                            |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)       |
|                                           |         |                                      |                                                    | 04/20/2009                                                 |
| 9298 SVL BOX                              |         |                                      | (Check all applicable)                             | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street)                                  |         |                                      | ____ Director                                      | ____X____ 10% Owner                                        |
|                                           |         |                                      | ____ Officer                                       | ____X____ Other                                            |
| VICTORVILLE, CA 92395                     |         |                                      | (give title below) (specify below)                 | ____ Form filed by One Reporting Person                    |
| (City)                                    | (State) | (Zip)                                | Majority Holder                                    | ____ Form filed by More than One Reporting Person          |

### Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security<br>(Instr. 4)      | 2. Amount of Securities<br>Beneficially Owned<br>(Instr. 4) | 3. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 5) |
|-----------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------|
| Preferred <sup>(1)</sup> <sub>(2)</sub> | 1,000,000                                                   | D                                                                       | ^                                                           |
| Common <sup>(1)</sup> <sub>(2)</sub>    | 12,323,623                                                  | D                                                                       | ^                                                           |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative | 5. Ownership<br>Form of<br>Derivative<br>Security: | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------------------------------------|--------------------------------------------------------|----------------------------------------------------|-------------------------------------------------------------|
|-----------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------------------------------------|--------------------------------------------------------|----------------------------------------------------|-------------------------------------------------------------|

# Edgar Filing: James JayCee - Form 3/A

| Date<br>Exercisable | Expiration<br>Date | Title | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(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 |
| <u>                    </u> Signature of<br>Reporting Person | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 shares 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 shares common stock upon the completion of Accesspoint Corp., (ASAP) corporate restructuring notwithstanding all like Communications industry comparable share structures and share prices.

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### Remarks:

Establishment of the Accesspoint Corp., discriminatory share price the reporting owner has determined

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.