

Simonelli John
Form 4
June 04, 2012

FORM 4

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

OMB APPROVAL

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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 *
Simonelli John

2. Issuer Name and Ticker or Trading Symbol
Access Plans Inc [APNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
900 36TH AVENUE, SUITE 105

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

NORMAN, OK 73072

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/31/2012 | | D | | 15,000 | D | \$ 3.28 |
| | | | | | | | <u>(1)</u> |

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

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SEC 1474 (9-02)

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

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| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Common Stock Options | \$ 1.1 | 05/31/2012 | | D | 50,000 | 03/01/2007 03/01/2017 | common stock | 50,000 |
| Common Stock Options | \$ 1 | 05/31/2012 | | D | 10,000 | 05/13/2008 05/13/2018 | common stock | 10,000 |
| Common Stock Options | \$ 0.7 | 05/31/2012 | | D | 25,000 | 05/21/2009 05/21/2019 | common stock | 25,000 |
| Common Stock Options | \$ 1.09 | 05/31/2012 | | D | 5,000 | 02/09/2010 02/09/2020 | common stock | 5,000 |
| Common Stock Options | \$ 0.93 | 05/31/2012 | | D | 5,000 | 08/02/2010 08/02/2020 | common stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Simonelli John 900 36TH AVENUE SUITE 105 NORMAN, OK 73072 | X | | | |

Signatures

/s/ John Simonelli
Date: 06/04/2012

**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) Disposed of pursuant to merger agreement between issuer, Affinity Insurance Services, Inc., Atlas Acquisition Corp. and Mark R. Kidd for \$3.28 per share merger consideration.

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(2) This option, which provided for immediate vesting, was canceled in the merger in exchange for a cash payment of \$2.26 per share underlying the option, representing the difference between the exercise price of the option and the merger consideration of \$3.28 per share, plus a \$0.08 per share dividend.

(3) This option, which provided for immediate vesting, was canceled in the merger in exchange for a cash payment of \$2.36 per share underlying the option, representing the difference between the exercise price of the option and the merger consideration of \$3.28 per share, plus a \$0.08 per share dividend.

(4) This option, which provided for immediate vesting, was canceled in the merger in exchange for a cash payment of \$2.66 per share underlying the option, representing the difference between the exercise price of the option and the merger consideration of \$3.28 per share, plus a \$0.08 per share dividend.

(5) This option, which provided for immediate vesting, was canceled in the merger in exchange for a cash payment of \$2.27 per share underlying the option, representing the difference between the exercise price of the option and the merger consideration of \$3.28 per share, plus a \$0.08 per share dividend.

(6) This option, which provided for immediate vesting, was canceled in the merger in exchange for a cash payment of \$2.43 per share underlying the option, representing the difference between the exercise price of the option and the merger consideration of \$3.28 per share, plus a \$0.08 per share dividend.

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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