

Edgar Filing: Access Plans USA, Inc. - Form SC 13G/A

Access Plans USA, Inc.
Form SC 13G/A
February 14, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Rule 13d-102

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Access Plans USA, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

740184106

(CUSIP Number)

12/31/2007

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which
this Schedule is filed:

- Rule 13d-1 (b)
- Rule 13d-1 (c)
- Rule 13d-1 (d)

* The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which
would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of
the Act but shall be subject to all other provisions of the Act (however, see
the Notes).

Page 1 of 7 Pages

CUSIP No. 740184106

(1) Names of reporting persons.

RENAISSANCE US GROWTH INVESTMENT TRUST PLC

(2) Check the appropriate box if a member of a group (see instructions) (a)
(b)

(3) SEC use only.

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(4) Citizenship or place of organization.

UNITED KINGDOM

Number of shares beneficially owned by each reporting person with:

(5) Sole voting power:
0

(6) Shared voting power:
1,562,145 (1)

(7) Sole dispositive power:
0

(8) Shared dispositive power:
1,562,145 (2)

(9) Aggregate amount beneficially owned by each reporting person.

1,562,145

(10) Check if the aggregate amount in Row (9) excludes certain shares
(see instructions).

(11) Percent of class represented by amount in Row 9.

7.7%

(12) Type of reporting person (see instructions).

IV

(1) Renaissance US Growth Investment Trust PLC ("R US")
is the owner of record of the shares and shares
voting power over the shares with RENN Capital
Group, Inc., its investment adviser ("RENN")
pursuant to an investment advisory agreement.

(2) R US shares dispositive power over the shares
with RENN.

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CUSIP No. 740184106

(1) Names of reporting persons.

US SPECIAL OPPORTUNITIES TRUST PLC

(2) Check the appropriate box if a member of a group (see instructions) (a)
(b)

(3) SEC use only.

(4) Citizenship or place of organization.

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UNITED KINGDOM

Number of shares beneficially owned by each reporting person with:

- (5) Sole voting power:
0
- (6) Shared voting power:
801,813 (1)
- (7) Sole dispositive power:
0
- (8) Shared dispositive power:
801,813 (2)

(9) Aggregate amount beneficially owned by each reporting person.

801,813

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).

(11) Percent of class represented by amount in Row 9.

4.0%

(12) Type of reporting person (see instructions).

IV

(1) Renaissance US (formerly BFS US Special Opportunities Trust PLC) ("USO") is the owner of record of the shares and shares voting power over the shares with RENN Capital Group, Inc., its investment adviser ("RENN") pursuant to an investment advisory agreement.

(2) USO shares dispositive power over the shares with RENN.

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CUSIP No. 740184106

(1) Names of reporting persons.

RENN Capital Group, Inc.

(2) Check the appropriate box if a member of a group (see instructions) (a)
(b)

(3) SEC use only.

(4) Citizenship or place of organization.

TEXAS

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Number of shares beneficially owned by each reporting person with:

- (5) Sole voting power:
0
- (6) Shared voting power:
2,363,958 (1)
- (7) Sole dispositive power:
0
- (8) Shared dispositive power:
2,363,958 (2)

(9) Aggregate amount beneficially owned by each reporting person.

2,363,958

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).

(11) Percent of class represented by amount in Row 9.

11.7%

(12) Type of reporting person (see instructions).

IA

(1) RENN is investment adviser to USO and investment manager to R US. R US and USO share voting power over their shares with RENN pursuant to an investment advisory agreement.

(2) R US and USO share dispositive power over their shares with RENN.

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CUSIP No. 740184106

(1) Names of reporting persons.

Cleveland, Russell

(2) Check the appropriate box if a member of a group (see instructions) (a)
(b)

(3) SEC use only.

(4) Citizenship or place of organization.

US

Number of shares beneficially owned by each reporting person with:

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(5) Sole voting power:
0

(6) Shared voting power:
2,363,958 (1)

(7) Sole dispositive power:
0

(8) Shared dispositive power:
2,363,958 (2)

(9) Aggregate amount beneficially owned by each reporting person.

2,363,958

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).

(11) Percent of class represented by amount in Row 9.

11.7%

(12) Type of reporting person (see instructions).

IN

(1) Mr. Cleveland is President and Chief Executive Officer of RENN which is investment adviser to USO and R US. R US and USO share voting power over their shares with RENN pursuant to an investment advisory agreement.

(2) Mr. Cleveland is President and Chief Executive Officer of RENN which is investment adviser to USO and R US. R US and USO share dispositive power over their shares with RENN pursuant to an investment advisory agreement.

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Item 1(a). Name of Issuer:

Access Plans USA, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

14221 Dallas Parkway, Suite 1500, Dallas, TX 75254

Item 2(a). Name of Person Filing:

RENAISSANCE US GROWTH INVESTMENT TRUST PLC
US SPECIAL OPPORTUNITIES TRUST PLC
RENN Capital Group, Inc.
Cleveland, Russell

Item 2(b). Address or Principal Business Office or, If None, Residence:

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c/o RENN Capital Group, Inc., 8080 N. Central
Expressway, Suite 210, LB-59, Dallas, TX 75026

Item 2(c). Citizenship:

UNITED KINGDOM, TEXAS, US

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP No.:

740184106

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with ss. 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with ss. 240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c),
check this box.

Item 4. Ownership

(a) Amount beneficially owned:

R US - 1,562,145
USO - 801,813
RENN - 2,363,958
Russell Cleveland - 2,363,958 (1)

(b) Percent of class:

R US - 7.7%
USO - 4.0%

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RENN - 11.7%
Russell Cleveland - 11.7%

- (c) Number of shares as to which such person has:
- (i) Sole power to direct the vote
0
 - (ii) Shared power to direct the vote
R US - 1,562,145
USO - 801,813
RENN - 2,363,958
Russell Cleveland - 2,363,958 (2)
 - (iii) Sole power to dispose or direct the disposition of
0
 - (iv) Shared power to dispose or direct the disposition of
R US - 1,562,145
USO - 801,813
RENN - 2,363,958
Russell Cleveland - 2,363,958 (3)

Item 5. Ownership of 5 Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following

Item 6. Ownership of More than 5 Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

N/A

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certifications

N/A

-
1. The shares held by each of RENN and Russell Cleveland consists of the shares held by each of R US and USO over which they share voting and dispositive power pursuant to an investment advisory agreement.
 2. Each of R US and USO share voting and dispositive power over their respective shares with RENN pursuant to an investment advisory agreement.

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3. Each of R US and USO share voting and dispositive power over their respective shares with RENN pursuant to an investment advisory agreement.

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Renaissance US Growth Investment Trust PLC

Date: 02/14/2008

/s/ Russell Cleveland
Name: Russell Cleveland
Title: President, RENN Capital
Group, Inc., Investment Adviser

US Special Opportunities Trust PLC

Date: 02/14/2008

/s/ Russell Cleveland
Name: Russell Cleveland
Title: President, RENN Capital
Group, Inc., Investment Manager

RENN Capital Group, Inc.

Date: 02/14/2008

/s/ Russell Cleveland
Name: Russell Cleveland
Title: President

Russell Cleveland

Date: 02/14/2008

/s/ Russell Cleveland
Name: Russell Cleveland

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement. Provided, however, That a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

ATTENTION: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001). (Secs. 3(b), 13(d)(1), 13(d)(2), 13(d)(5), 13(d)(6), 13(g)(1), 13(g)(2), 13(g)(5), 23, 48 Stat. 882, 894, 901; sec. 203(a), 49 Stat. 704; sec. 8, 49 Stat. 1379; sec. 10, 78 Stat. 88a; sec. 2, 82 Stat. 454; secs. 1, 2, 84 Stat. 1497; secs. 3, 10, 18, 89 Stat. 97, 119, 155; secs. 202, 203, 91 Stat. 1494, 1498, 1499; (15 U.S.C. 78c(b), 78m(d)(1), 78m(d)(2), 78m(d)(5), 78m(d)(6), 78m(g)(1), 78m(g)(2), 78m(g)(5), 78w)) [43 FR 18499, Apr. 28, 1978, as amended at 43 FR 55756, Nov. 29, 1978; 44 FR 2148, Jan. 9, 1979; 44 FR 11751, Mar. 2, 1979; 61 FR 49959, Sept. 24, 1996; 62 FR 35340, July 1, 1997; 63 FR 2867, Jan. 16, 1998; 63 FR 15287, Mar. 31, 1998]

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