

GLOBAL AXCESS CORP
Form SC 13D/A
April 10, 2006

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

SCHEDULE 13D

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

Global Axxess Corp.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

37941L206

(CUSIP Number)

Michael T. Whealy

First Data Corporation

6200 South Quebec Street

Greenwood Village, Colorado 80111

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(303) 967-8000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 23, 2006

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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).

CUSIP No. 37941L206

1. Names of Reporting Persons/I.R.S. Identification Nos. of above persons (entities only).

Cardservice International, Inc. 95-4207932

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds (See Instructions):

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizenship or Place of Organization:

California

7. Sole Voting Power:

Number of
Shares 1,110,529

Beneficially 8. Shared Voting Power:

Owned by 0

Each 9. Sole Dispositive Power:

Reporting 1,110,529

Person 10. Shared Dispositive Power:

With 0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

1,110,529

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

13. Percent of Class Represented by Amount in Row (11):

5.3%

14. Type of Reporting Person (See Instructions):

CO

CUSIP No. 37941L206

1. Names of Reporting Persons/I.R.S. Identification Nos. of above persons (entities only).

First Data Corporation 47-0731996

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds (See Instructions):

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizenship or Place of Organization:

Delaware

7. Sole Voting Power:

Number of 1,110,529

Shares 8. Shared Voting Power:

Beneficially 0

Owned by 9. Sole Dispositive Power:

Each 1,110,529

Reporting 10. Shared Dispositive Power:

Person With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

1,110,529

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

13. Percent of Class Represented by Amount in Row (11):

5.3%

14. Type of Reporting Person (See Instructions):

CO

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First Data Corporation and Cardservice International, Inc. hereby amend their statement on Schedule 13D filed with the Securities and Exchange Commission on November 16, 2005.

Item 2. Identity and Background

- (a) (c) This statement is being filed by First Data Corporation, a Delaware corporation (First Data), and Cardservice International, Inc., a California corporation and a wholly owned subsidiary of First Data (CSI). First Data is a global leader in payment systems, electronic commerce and information management products and services. The principal business and office address of First Data is 6200 South Quebec Street, Englewood, Colorado 80111. CSI provides bankcard processing services and its principal business and office address is located at 6101 Condor Drive, Moorpark, California 93021.

The following individuals are the executive officers and directors of First Data (with asterisks indicating the directors):

Present Principal Occupation or

Name	Employment	Business Address
David P. Bailis	President, First Data Financial Services	First Data Resources 6855 Pacific Street Omaha, NE 68106
Guy A. Battista	Executive Vice President and Chief Information Officer, First Data	First Data Corporation 6200 South Quebec Street Englewood, CO 80111
Daniel P. Burnham*	Retired	6284 San Marcos Pass Road Santa Barbara, CA 93105-9775
David A. Coulter*	Managing Director & Senior Advisor	Warburg Pincus LLC 466 Lexington Avenue New York, NY 10017-3147
Alison Davis*	Warburg Pincus LLC Managing Director, Belvedere Capital Partners	Belvedere Capital Partners One Maritime Plaza, Suite 825 San Francisco, CA 94111
David Dibble	Executive Vice President, Chief Technology Officer, First Data	First Data Corporation 6200 South Quebec Street Englewood, CO 80111
Henry C. Duques*	Chief Executive Officer	First Data Corporation 6200 South Quebec Street Englewood, CO 80111
Peter B. Ellwood*	Director and Non-Executive Chairman of Imperial Chemical	The ICI Group 20 Manchester Square

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Charles T. Fote*	Industries PLC	London, W1U 3AN U.K.
	Retired	First Data Corporation
		6200 South Quebec Street
Christina A. Gold		Englewood, CO 80111
	President, Western Union	First Data Corporation
		6200 South Quebec Street
	Financial Services	Englewood, CO 80111

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Jack M. Greenberg*	Retired	333 West Wacker Drive Suite 1015 Chicago, IL 60606
Courtney F. Jones*	Retired	500 East 77 th Street Apt. 2224 New York, NY 10162
Richard P. Kiphart*	Head of Corporate Finance Department, William Blair & Company, L.L.C.	William Blair & Co. 222 West Adams Street Chicago, IL 60606
Edward A. Labry III	President, First Data Commercial Services	First Data Corporation 6200 South Quebec Street Englewood, CO 80111
Kimberly S. Patmore	Executive Vice President and Chief Financial Officer, First Data	First Data Corporation 6200 South Quebec Street Englewood, CO 80111
Pamela H. Patsley	President, First Data International, First Data	First Data Corporation 6200 South Quebec Street Englewood, CO 80111
James D. Robinson III*	General Partner, RRE Ventures	RRE Ventures 126 E. 56th Street, 22 nd Floor New York, NY 10022
Charles T. Russell*	Retired	2056 King Mesa Drive Henderson, NV 89012
Joan E. Spero*	President, Doris Duke Charitable Foundation	Doris Duke Charitable Foundation 650 Fifth Avenue, 19th Floor New York, NY 10019
Arthur F. Weinbach*	Chairman and Chief Executive Officer, Automatic Data Processing, Inc.	Automatic Data Processing, Inc. One ADP Boulevard Roseland, NJ 07068
Michael T. Whealy	Executive Vice President, Secretary, General Counsel	First Data Corporation 6200 South Quebec Street

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and Chief Administrative

Englewood, CO 80111

Officer, First Data

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The following individuals are the executive officers and directors of CSI (with asterisks indicating the directors):

Present Principal Occupation or

Name	Employment	Business Address
Edward A. Labry III*	President, CSI	First Data Corporation 6200 South Quebec Street Englewood, CO 80111
John B. Barrett	Senior Vice President, CSI	Cardservice International, Inc. 6101 Condor Drive Moorpark, CA 93021
Michael T. Whealy*	Executive Vice President, Secretary, General Counsel and Chief Administrative Officer, First Data	First Data Corporation 6200 South Quebec Street Englewood, CO 80111

- (d) During the last five years, none of the foregoing persons has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).
- (e) During the last five years, none of the foregoing persons was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) First Data is a Delaware corporation and CSI is a California corporation. Each of the executive officers and directors identified under Item 2(a) (c) is a citizen of the United States of America.

Item 5. Interest in Securities of the Issuer

- (a) Under SEC rules and as of the date of this filing, CSI beneficially owns 1,110,529 shares, or 5.3%, of the Company's Common Stock (such percentage being calculated based the Company's Registration Statement on Form SB-2 filed on January 11, 2006, which shows that on January 6, 2006 there were 20,970,886 shares of Common Stock outstanding). Since CSI is a wholly owned subsidiary of First Data, First Data may be deemed the beneficial owner of all the shares of Common Stock set forth in this Item 5(a). Except as set forth in this Item 5(a), none of First Data, CSI or, to the knowledge of either of them, any executive officer or director of First Data or CSI identified in Item 2 above beneficially owns any shares of Common Stock.
- (b) CSI has the sole voting power and sole dispositive power over the 1,110,529 shares of Common Stock. Since CSI is a wholly owned subsidiary of First Data, First Data may be deemed to have sole voting power and sole dispositive power over the shares of Common Stock set forth in this Item 5(b). The information contained in Item 5(a) is incorporated herein by reference.
- (c) On March 28, 2006 CSI sold 50,000 shares of Common Stock at an average price of \$1.0100 per share in open market transactions affected through Morgan Stanley.

On March 24, 2006 CSI sold 30,000 shares of Common Stock at an average price of \$1.0200 per share in open market transactions affected through Morgan Stanley.

On March 23, 2006 CSI sold 30,000 shares of Common Stock at an average price of \$1.0108 per share in open market transactions affected through Morgan Stanley.

On March 6, 2006 CSI sold 11,500 shares of Common Stock at an average price of \$1.0039 per share in open market transactions affected through Morgan Stanley.

On March 3, 2006 CSI sold 20,000 shares of Common Stock at an average price of \$1.0100 per share in open market transactions affected through Morgan Stanley.

On March 2, 2006 CSI sold 8,000 shares of Common Stock at an average price of \$1.0200 per share in open market transactions affected through Morgan Stanley.

On February 28, 2006 CSI sold 6,000 shares of Common Stock at an average price of \$1.0325 per share in open market transactions affected through Morgan Stanley.

On February 23, 2006 CSI sold 10,000 shares of Common Stock at an average price of \$1.0263 per share in open market transactions affected through Morgan Stanley.

On February 22, 2006 CSI sold 10,000 shares of Common Stock at an average price of \$1.0400 per share in open market transactions affected through Morgan Stanley.

On February 21, 2006 CSI sold 20,500 shares of Common Stock at an average price of \$1.0146 per share in open market transactions affected through Morgan Stanley.

On February 17, 2006 CSI sold 14,200 shares of Common Stock at an average price of \$1.0000 per share in open market transactions affected through Morgan Stanley.

On February 16, 2006 CSI sold 8,500 shares of Common Stock at an average price of \$1.0000 per share in open market transactions affected through Morgan Stanley.

On February 15, 2006 CSI sold 11,700 shares of Common Stock at an average price of \$1.0149 per share in open market transactions affected through Morgan Stanley.

On January 10, 2006 CSI sold 5,000 shares of Common Stock at an average price of \$1.0000 per share in open market transactions affected through Morgan Stanley.

On January 9, 2006 CSI sold 15,000 shares of Common Stock at an average price of \$1.0000 per share in open market transactions affected through Morgan Stanley.

On January 6, 2006 CSI sold 30,000 shares of Common Stock at an average price of \$1.0320 per share in open market transactions affected through Morgan Stanley.

On January 5, 2006 CSI sold 21,000 shares of Common Stock at an average price of \$1.1200 per share in open market transactions affected through Morgan Stanley.

Except as set forth in this Item 5(c), none of First Data, CSI or, to the knowledge of either of them, any of the executive officers or directors of First Data or CSI identified in Item 2 above have effected transactions in Common Stock in the last 60 days.

(d) Not applicable.

(e) Not applicable.

Item 7. Material to Be Filed as Exhibits

Exhibit

Number Description

1(1) Investor Rights Agreement dated June 29, 2001 among the Company, CSI, and certain principal stockholders of the Company named therein.

(1) Previously filed.

Signatures

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.

Date: April 10, 2006

FIRST DATA CORPORATION

By: /s/ Michael T. Whealy

Name: Michael T. Whealy

Title: Executive Vice President, Secretary, General Counsel

and Chief Administrative Officer

CARDSERVICE INTERNATIONAL, INC.

By: /s/ John B. Barrett

Name: John B. Barrett

Title: Senior Vice President