



ACCESS WORLDWIDE COMMUNICATIONS, INC.

NOTICE OF 2009 ANNUAL MEETING AND PROXY STATEMENT

1820 N. Fort Myer Drive
4th Floor
Arlington, Virginia 22209
April 6, 2009

Notice of Meeting:

The 2009 Annual Meeting of shareholders of Access Worldwide Communications, Inc. will be held at 1820 N. Fort Myer Drive, 4th Floor main conference room, on May 20, 2009, beginning at 11:00 a.m. The items of business are:

- Election of eight directors, each to serve a one year term.

The Board of Directors has fixed the close of business on March 24, 2009, as the record date for the determination of stockholders entitled to notice of and to vote at the meeting and any postponements or adjournments of the meeting.

By order of the Board of Directors,

A handwritten signature in black ink, appearing to read "Mark Wright", is written over a horizontal line.

Mark Wright
General Counsel and Secretary

Your Vote is Important:

Whether or not you expect to attend the meeting, the Board of Directors urges you to promptly mark, sign and date the enclosed Proxy Card and mail it in the enclosed return envelope, which requires no postage if mailed in the United States, so that your vote can be recorded at the meeting if you do not personally attend.

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PROPOSAL

INFORMATION CONCERNING THE ELECTION OF DIRECTORS

The Board has nominated eight directors for election at the Meeting. Each director elected will serve until the next annual meeting of stockholders when his or her successor has been elected and qualified or until the director's earlier resignation or removal. It is the intention of the persons named in the accompanying proxy to vote the shares represented thereby in favor of the election of each of the nominees named below unless otherwise instructed on such proxy. In case any of the nominees are unable or decline to serve, the persons named in the accompanying proxy reserve the right to vote the shares represented by such proxy for another person duly nominated by the Board in his stead or, if no other person is so nominated, to vote such shares for the remaining nominees. The Board has no reason to believe that any person named below will be unable or will decline to serve.

Information concerning the nominees for election as directors is set forth below.

Shawkat Raslan, 57, has been Chairman of the Board, President and Chief Executive Officer of the Company since March 2002, and a director of the Company since May 1997. Since June 1983, Mr. Raslan has served as President and Chief Executive Officer of International Resources Holdings, Inc., an asset management and investment advisory service for international clients. Prior, he served as Vice President of Trans Arabian Investment Bank in Bahrain from 1980 to 1983. From 1976 to 1980, Mr. Raslan was with Turner International, a construction management company. Mr. Raslan currently serves as a director of the Tiedemann Investment Group, Investor Select and CF Global.

Michael Curcio, 47, has been a director of the Company since February of 2008. Mr. Curcio is Managing Director for E*TRADE FINANCIAL, Mr. Curcio is responsible for the strategic direction, customer relationships and ongoing management of E*TRADE FINANCIAL's core domestic retail franchise — including the company's investing, trading and banking solutions. With over 20 years' experience in optimizing the customer experience for financial firms, Mr. Curcio is focused on building the company's core retail franchise by attracting customer prospects, broadening engagement with existing customers and improving E*TRADE's product line and service offerings. The work of Mr. Curcio and his team helped E*TRADE close 2008 with a record number of retail accounts — 4.5 million — as well as record trading activity across all asset classes. Mr. Curcio joined E*TRADE in 2002 after a 15-year tenure at TD Waterhouse, where he last served as Executive Vice President, Customer Relationship Management. He is former vice chairman of the Philadelphia Stock Exchange Board of Governors. In addition to his service on the Board of Directors for Access Worldwide, Mr. Curcio serves on the Northeastern Regional Board for Operation Hope. Mr. Curcio holds a Bachelor's degree in Business Administration from State University of New York at Plattsburgh.

Michael Dornemann, 63, has been a director of the Company since June of 2004. Mr. Dornemann is an entertainment & marketing executive who has more than 30 years of corporate development, strategic advisory, advertising and media experience. In 2001, he founded and is President of Dornemann & Co., LLC, a media consulting firm. Earlier in his career, Mr. Dornemann spent 18 years in the New York, Munich, and Luxemburg offices of media conglomerate Bertelsmann AG where he was an executive Board member for 16 years.

Gregory Framke, 49, has been a director of the Company since February of 2008. Mr. Framke is the Chief Information Officer and Managing Director for E*TRADE Financial Corporation ("E*TRADE") in charge of all global technology development and infrastructure for E*TRADE. Mr. Framke is charged with implementing and managing technology to maximize efficiency throughout E*TRADE, as well as leveraging technology to provide innovative financial services products for its customers. Mr. Framke has been recognized as one of InfoWorld's 25 Most Influential CTO's, as a ComputerWorld Honors Program Laureate, and as a two-time recipient of CIO's Top 100 for Innovation. Mr. Framke's career spans 20 years in both the financial services and technology industries with experience in sales, marketing and technology. Prior to joining E*TRADE in 2000, Mr. Framke was Director and Global Equity Technology Chief Operating Officer for Deutsche Bank Securities. From 1994 to 1999, he was a Principal with Morgan Stanley & Co. for equity technology in New York and London. Before moving to Wall Street, Mr. Framke worked in marketing and sales management positions at IBM, earning numerous awards and commendations. Mr. Framke holds a BA in International Finance, graduating with honors from The George Washington University.

Frederick Thorne, 73, has been a director of the Company since August 2003. Since 2002, Mr. Thorne has been the Principal in Frederick Thorne, LLC, a consulting company. Prior to that, he held a number of positions with Harbor Capital Management Co., Inc., the investment firm he founded in 1979. He started Harbor Capital as President, CEO and Director, and became Chairman and Chief Investment Officer in 1993. He remained at this position until Harbor Capital was sold to Fortis Investment Management, a European- based investment firm with global assets of 76.7 billion EUR. Previously, Mr. Thorne was President, Chief Executive Officer and Director of Phoenix Investment Counsel of Boston, Inc. Earlier in his career he was Chief Executive Officer and Director for John P. Chase, Inc. Mr. Thorne is a trustee, committee member or director for a number of colleges, organizations and institutes, including Bowdoin College, an independent, undergraduate liberal arts institution; the Massachusetts Eye and Ear Infirmary, a specialty hospital providing patient care for disorders of the eye, ear, nose, throat, head and neck; the World Peace Foundation, an operating foundation that advances the cause of peace; the Quebec-Labrador Foundation, a foundation to support the rural communities and environment of eastern Canada and New England, and to create models for stewardship of natural resources and cultural heritage that can be applied worldwide.

Carl Tiedemann, 81, has been a director of the Company since December 2002. Mr. Tiedemann has been the Chairman of the Tiedemann Investment Group, a private investment fund, since November 1980. Prior to founding Tiedemann Investment Group, Mr. Tiedemann had been with Donaldson, Lufkin & Jenrette, an investment bank and financial services provider, for eighteen years, serving as President (1975-1980) and Chairman of DLJ Securities (1966-1974), and remained as a Director of Donaldson, Lufkin & Jenrette until 1985. Mr. Tiedemann has served on the Board of Governors of the American Stock Exchange and on many committees of the Securities Industry Association.

Charles Henri Weil, 70, has been a director of the Company since August 2001. Mr. Weil has served as Chairman and Chief Executive Officer of Intergestion, an investment banking company based in France since 1989. From 1990 to 2000, Mr. Weil was also a self-employed financial consultant based in Paris, France. In addition to serving as a director of Access Worldwide, Mr. Weil serves as a director for Dawnay Day & Co. Ltd., an investment and advisory services company based in Great Britain, and Europeene de Distribution Luxembourg and Europeene des metaux Luxembourg, both industrial conglomerates located in Luxembourg.

Alfonso Yuchengco, III, 50, has been a director of the Company since March of 2005. Mr. Yuchengco has extensive experience in the financial services and the Business Process Outsourcing (“BPO”) industry. He is currently a Partner of Argosy Advisers, a boutique Financial Advisory firm, Chairman of Prople, Inc. a BPO Company and Chairman of the Testech Group, a back-end services company for the semiconductor industry. He was previously Executive Vice Chairman and CEO of Rizal Commercial Banking Corporation, the 4th largest Bank in the Philippines. Prior to that, he served as President and CEO of the Yuchengco family office which has investments in consumer finance, construction, power generation, and banana plantations. He has also served on the Board of several companies as Chairman, Vice-Chairman or Director involved in various industries from credit cards, automotive manufacturing and distribution, education, real estate, pharmaceutical and memorial parks. Mr. Yuchengco was also responsible for setting up joint ventures in the Philippines with Honda, Isuzu, Enron and the Government Investment Corporation of Singapore.

Recommendation of the Board of Directors

The Board of Directors recommends a vote “**FOR**” each of these eight nominees.

OTHER MATTERS

The Board does not know of any other matters which may be brought forth at the Meeting. However, if any such other matters are properly presented for action, it is the intention of the persons named in the accompanying form of proxy to vote the shares represented thereby in accordance with their judgment on such matters.

SOLICITATION OF PROXY

We are first mailing this proxy statement and the accompanying proxy card to stockholders on or about April 6, 2009. The Board of Directors solicits the accompanying proxy for use at our Annual Meeting of Stockholders to be held at 11:00 a.m., Eastern Standard Time, on May 20, 2009, and any adjournment or postponement. We will pay the cost of soliciting proxies. Our directors, officers and employees may assist in the solicitation of proxies by mail, telephone, facsimile, Internet and personal interview without additional compensation. The Company has not engaged any outside solicitor to assist in the solicitation of proxies.

STOCKHOLDER PROPOSALS AND NOMINATIONS

Any stockholder who wishes to present a proposal for action at the next annual meeting of stockholders, presently scheduled for May 20, 2009, or wishes to nominate a director candidate for the Board, must submit such proposal or nomination in writing to the Corporate Secretary of Access Worldwide Communications, Inc., 301 Yamato Road, Suite 2110, Boca Raton, Florida 33431. The proposal or nomination should comply with the time period and information requirements set forth in the by-laws relating to shareholder business or shareholder nominations, respectively. Shareholders interested in submitting a proposal for inclusion in the proxy statement for the 2010 annual meeting of shareholders may do so by submitting the proposal to the Corporate Secretary at the above address no later than January 20, 2010.

STOCKHOLDER COMMUNICATION WITH BOARD OF DIRECTORS

Any stockholder who wishes to communicate with the Board, a committee of the Board, the non-management directors as a group or any member of the Board, may send correspondence to the Corporate Secretary of Access Worldwide Communications, Inc., 301 Yamato Road, Suite 2110, Boca Raton, Florida 33431. The Corporate Secretary will compile and submit on a periodic basis all stockholder correspondence to the entire Board, or if and when designated in the communication, to a committee of the Board, the non-management directors as a group or an individual member. The independent members of the Board have approved this process.

DELIVERY OF DOCUMENTS TO SECURITY HOLDERS SHARING AN ADDRESS

If instructed by shareholders, only one proxy statement is being delivered to multiple security holders sharing an address. The Company shall deliver promptly upon written or oral request a separate copy of the proxy statement to a security holder at a shared address to which a single copy of the documents was delivered. A security holder can notify the Company that the security holder wishes to receive a separate copy of the proxy statement by sending a written request to Access Worldwide Communications, Inc., Attn: Investor Relations, 301 Yamato Road, Suite 2110, Boca Raton, Florida 33431 or by calling the Company at 571-438-6400 and requesting a copy of the proxy statement. A security holder may utilize the same address and telephone number to request either separate copies or a single copy for a single address for all future proxy statements.