

UNITY WIRELESS CORP
Form 4
April 01, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
BAREL MEIR DR

2. Issuer Name and Ticker or Trading Symbol
UNITY WIRELESS CORP
[UTYW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/28/2008

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

C/O STAR VENTURES
MANAGEMENT, POSSARTSTRASSE
9 D-81679

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

MUNICH, 2M

(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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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(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 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 Security (Instr. 3 and 4)
12% Convertible Promissory Note ⁽¹⁾	\$ 0.09	03/28/2008		P	1,931,133	03/28/2008 05/25/2008	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAREL MEIR DR C/O STAR VENTURES MANAGEMENT POSSARTSTRASSE 9 D-81679 MUNICH, 2M		X		

Signatures

/s/ Meir Barel, Dr. Meir Barel	04/01/2008
**Signature of Reporting Person	Date
/s/ Meir Barel, SVM Star Ventures Managementgesellschaft mbH Nr. 3	04/01/2008
**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).

SVM 3 (defined below) acquired the Convertible Promissory Notes, dated as of March 26, 2008, in consideration for an aggregate price of \$173,802. The Convertible Promissory Notes are convertible into shares of common stock by dividing the principal amount and

(1) interest accrued thereon by the conversion price. Consequently, the aggregate number of shares reported hereunder (1,931,133 shares) may generally increase until the full repayment of the Convertible Promissory Notes. Subject to execution and closing of definitive agreements, the Convertible Promissory Notes will be automatically converted into Convertible Debentures.

(2) Not applicable

SVM Star Ventures Managementgesellschaft mbH Nr. 3 ("SVM 3") is the general partner of SVE Star Ventures Enterprises No. VII, a German Civil Law Partnership (with limitation of liability) ("SVE VII") which holds some of the securities indirectly through SVM 3.

(3) SVM 3 is also affiliated with Star-Seed Managementgesellschaft mbH ("Seed GmbH"), the general partner of Star Seed Enterprise, a German Civil Law Partnership (with limitation of liability), which holds some of the securities indirectly through SVM 3. Barel is the sole director and primary shareholder of Seed GmbH and SVM 3.

Remarks:

Each of the reporting person and the joint filers disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that the reporting person

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or any joint filer is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended or for any other purpose.

Joint Filing Information

In addition to Dr. Meir Barel, the designated filer, the following are names and address of the other reporting persons:

1. SVM Star Ventures Managementgesellschaft mbH Nr. 3 ("SVM 3") is a German limited liability company, with a principal business address at Possartstrasse 9, D-81679 Munich, Germany.

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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