

UNITY WIRELESS CORP
 Form 3
 December 04, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *
 Å BAREL MEIR DR
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 11/24/2006

3. Issuer Name and Ticker or Trading Symbol
 UNITY WIRELESS CORP [UTWY.OB]

4. Relationship of Reporting Person(s) to Issuer
 5. If Amendment, Date Original Filed(Month/Day/Year)

C/O STAR VENTURES
 MANAGEMENT, Å POSSARTSTRASSE
 9
 (Street)

(Check all applicable)

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

MUNICH, Å 2MÅ D-81679
 (City) (State) (Zip)

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

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

| | | | | | | (1) (Instr. 5) | |
|--|------------|------------|--------------|------------|---------|-------------------|--------------------|
| Series A Convertible Non-Redeemable Preferred Shares | 11/24/2006 | Â (1) | Common Stock | 394,689 | \$ (2) | I | By Star Israel (3) |
| Series A Convertible Non-Redeemable Preferred Shares | 11/24/2006 | Â (1) | Common Stock | 3,767,424 | \$ (2) | I | By SVM 3 (4) |
| Series B Convertible Non-Redeemable Preferred Shares | 11/24/2006 | Â (1) | Common Stock | 23,396,025 | \$ (2) | I | By SVM 3 (4) |
| Warrants | 11/24/2006 | 08/17/2009 | Common Stock | 2,599,559 | \$ 0.2 | I | By SVM 3 (4) |
| Warrants | 11/24/2006 | 08/17/2009 | Common Stock | 2,599,558 | \$ 0.22 | I | By SVM 3 (4) |
| Warrants | 11/24/2006 | 08/17/2009 | Common Stock | 2,599,557 | \$ 0.27 | I | By SVM 3 (4) |
| Warrants | 11/24/2006 | 08/17/2009 | Common Stock | 2,599,558 | \$ 0.3 | I | By SVM 3 (4) |
| Series B Convertible Non-Redeemable Preferred Shares | 11/24/2006 | Â (1) | Common Stock | 14,925,506 | \$ (2) | I | By Seed GmbH (5) |
| Warrants | 11/24/2006 | 08/17/2009 | Common Stock | 1,658,390 | \$ 0.2 | I | By Seed GmbH (5) |
| Warrants | 11/24/2006 | 08/17/2009 | Common Stock | 1,658,390 | \$ 0.22 | I | By Seed GmbH (5) |
| Warrants | 11/24/2006 | 08/17/2009 | Common Stock | 1,658,389 | \$ 0.27 | I | By Seed GmbH (5) |
| Warrants | 11/24/2006 | 08/17/2009 | Common Stock | 1,658,390 | \$ 0.3 | I | By Seed GmbH (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAREL MEIR DR C/O STAR VENTURES MANAGEMENT POSSARTSTRASSE 9 MUNICH,Â 2MÂ D-81679 | Â | Â X | Â | Â |
| Star-Seed Managementgesellschaft mbH POSSARTSTRASSE NR. 9 MUNICH,Â 2MÂ D-81679 | Â | Â X | Â | Â |
| | Â | Â X | Â | Â |

SVM STAR VENTURES MANAGEMENT GMBH NR 3
 C/O STAR VENTURES MANAGEMENT
 POSSARTSTRASSE 9
 MUNICH,Â 2MÂ D-81679

Signatures

| | |
|--|------------|
| /s/ Dr. Meir Barel, Dr. Meir Barel | 12/04/2006 |
| **Signature of Reporting Person | Date |
| /s/ Dr. Meir Barel, SVM Star Ventures Management | 12/04/2006 |
| **Signature of Reporting Person | Date |
| /s/ Dr. Meir Barel, Star-Seed Management | 12/04/2006 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Not Applicable.
- (2) Each Series B Convertible Non-Redeemable Preferred Share and the Series A Convertible Non-Redeemable Preferred Share, par value \$0.001 per share, is currently redeemable into 1,000 shares of Common Stock, par value \$0.001 per share
- (3) SVM Star Venture Capital Management Ltd. ("Star Israel") is the general partner of Star Management of Investments No. II (2000) LP, which holds the securities directly.

SVM Star Ventures Managementgesellschaft mbH Nr. 3 ("SVM 3") is the general partner of SVM Star Ventures Managementgesellschaft mbH Nr. 3 & Co. Beteiligungskommanditgesellschaft Nr. 2, SVE Star Ventures Enterprises No. VII, a German
- (4) Civil Law Partnership (with limitation of liability), SVE Star Ventures Enterprises GmbH & Co. No. VIIa KG, SVM Star Ventures Managementgesellschaft mbH Nr. 3 & Co. Beteiligungs KG Nr. 3, and SVE Star Ventures Enterprises GmbH & Co. No. IX KG, which hold the securities directly.
- (5) Star-Seed Managementgesellschaft mbH ("Seed GmbH") is the general partner of Star Seed Enterprise, a German Civil Law Partnership (with limitation of liability), which holds the securities directly.

Â

Remarks:

EachÂ ofÂ theÂ reportingÂ personÂ andÂ theÂ jointÂ filersÂ disclaimsÂ beneficialÂ ownershipÂ ofÂ theÂ reportedÂ securityÂ toÂ theÂ extentÂ ofÂ hisÂ orÂ itsÂ pecuniaryÂ interestÂ therein,Â andÂ thisÂ reportÂ shallÂ notÂ beÂ deemedÂ anÂ admissionÂ ofÂ liabilityÂ orÂ anyÂ jointÂ filerÂ isÂ theÂ beneficialÂ ownerÂ ofÂ theÂ securitiesÂ forÂ purposesÂ ofÂ SectionÂ 16Â ofÂ theÂ SecuritiesÂ ActÂ ofÂ 1934,Â asÂ amendedÂ orÂ forÂ anyÂ otherÂ purpose.

Joint Filing Information

InÂ additionÂ toÂ Dr.Â MeirÂ Barel,Â theÂ designatedÂ filer,Â theÂ followingÂ areÂ namesÂ andÂ addressÂ ofÂ theÂ otherÂ filers:

1.Â SVMÂ StarÂ VenturesÂ ManagementgesellschaftÂ mbHÂ Nr.Â 3Â ("SVMÂ 3")Â isÂ aÂ GermanÂ limitedÂ liabilityÂ company,Â withÂ businessÂ addressÂ atÂ PossartstrasseÂ 9,Â D-81679Â Munich,Â Germany.

2.Â Star-SeedÂ ManagementgesellschaftÂ mbHÂ ("SeedÂ GmbH")Â isÂ aÂ GermanÂ limitedÂ liabilityÂ company,Â withÂ businessÂ addressÂ atÂ PossartstrasseÂ 9,Â D-81679Â Munich,Â Germany.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.