

UNITY WIRELESS CORP
Form 10KSB/A
August 16, 2004
- # -

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

FORM 10-KSB/A

(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2003

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from [] to []

Commission file number 0-30620

Unity Wireless Corporation

(name of small business issuer in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

7438 Fraser Park Drive

Burnaby, British Columbia, Canada

(Address of principal executive offices)

Issuer's telephone number **(800) 337-6642**

91-1940650

(I.R.S. Employer Identification No.)

V5J 5B9

(Zip Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Nil

Name of each exchange on which registered

Nil

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$0.001

(Title of class)

Check whether the Issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

State Issuer's revenues for its most recent fiscal year: \$2,375,128

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of a specified date within the past 60 days:

65,108,608 common shares at \$0.37⁽¹⁾ = \$24,090,184

(1) Average of bid and ask closing prices on March 1, 2004

(APPLICABLE ONLY TO CORPORATE REGISTRANTS)

State the number of shares outstanding of each of the Issuer's classes of common stock, as of the latest practicable date.

69,731,354 common shares issued and outstanding as of March 1, 2004

DOCUMENTS INCORPORATED BY REFERENCE

See index to exhibits

Transitional Small Business Disclosure Format (Check one): Yes No

#

Explanatory Note

This Amendment No. 1 is being filed to conform Part III, Item 9 Compliance With Section 16(a) of the Exchange Act with our Definitive Proxy Statement filed on June 2, 2004.

PART III

Item 9. Directors, Executive Officers, Promoters and Control Persons; Compliance With Section 16(a) of the Exchange Act.

The following officers, directors and greater than ten-percent beneficial owners were late in complying with Section 16(a) filing requirements: Ilan Kenig, Myer Bentob, Ken Maddison, Robert Singer, Doron Nevo and William Weidman. Each person was late in filing Form 5 Annual Statement of Changes in Beneficial Ownership of Securities. Two former directors, Mark Godsy and Casey O Byrne, were late in filing Form 5 Annual Statement of Changes in Beneficial Ownership of Securities. Casey O Byrne was also late in filing Form 4 Statement of Changes in Beneficial Ownership of Securities on four occasions covering five transactions none of which were open market purchases or sales.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

UNITY WIRELESS CORPORATION

/s/ Ilan Kenig

By: Ilan Kenig, President, Chief Executive Officer

(Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ Ilan Kenig

Ilan Kenig, President, Chief Executive Officer and Director

(Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)

August 13, 2004

/s/ Andrew J. Chamberlain

Andrew J. Chamberlain, Director and Corporate Secretary

August 13, 2004

/s/ Myer Bentob

Myer Bentob, Director and Executive Chairman of the Board of Directors

August 13, 2004

/s/ Ken Maddison

Ken Maddison, Director

August 13, 2004

/s/ Robert W. Singer

Robert W. Singer, Director
August 13, 2004

/s/ Doron Nevo

Doron Nevo, Director
August 13, 2004

CERTIFICATION

I, Ilan Kenig, certify that:

1.

I have reviewed this annual report on Form 10-KSB/A of Unity Wireless Corporation;

2.

Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report.

Date: August 13, 2004

/s/ Ilan Kenig

Ilan Kenig
Chief Executive Officer

CERTIFICATION

I, Dallas Pretty, certify that:

1.

I have reviewed this annual report on Form 10-KSB/A of Unity Wireless Corporation;

2.

Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report.

Date: August 13, 2004

/s/ Dallas Pretty

Dallas Pretty
Chief Financial Officer