#### Edgar Filing: UPGRADE INTERNATIONAL CORP /FL/ - Form 4/A

#### UPGRADE INTERNATIONAL CORP /FL/

Form 4/A May 08, 2001

### Form 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

OMB APPROVAL OMB Number: 3235-0287

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Expires: December 31, 2001

[] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

**Common Stock** 

**Common Stock** 

ati rity 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(f) of the Investment Company Act of 1940

Estimated average burden hours per response. . .

0.5

(I)

D

D

(Instr. 4)

Name and Address of Reporting Person*     Jaffe, Howard A.					nd Ticker or Trading Symbol ional Corporation (UPGD)	6. Relationship of Reporting Person(s) to Issuer		
(Last) 1411 - Fourth Suite 629	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Year 04/2001	Check all applicable)  _X_ Director		
Seattle, WA 9	(Street)				5. If Amendment, Date of Original (Month/Year) 04/2001	7. Individual or (Check Applica X Form filed Person Form filed Reporting Pers	Joint/Group ble Line) by One Re	o Filing porting
(City)	(State)	(Zip)	Table I	Non-	Derivative Securities Acqu Owned	-	d of, or B	eneficially
Title of Security	,	2. Transaction Date (Month/Day/Yea	3. Transa Code (Instr.		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)

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

04/02/2001

04/11/2001

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 control number.

Price

\$2.00

\$2.87

217,335

or

(D)

Α

(Over) SEC 1474 (3-99)

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Code

Ρ

Ρ

of tive ty 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/ Day/ Year)	Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of(D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	9.Number of Derivative Securities Beneficially Owned at	10. Ownership Form of Derivative Security: Direct (D)	11. Na of Indired Benef Owne (Instr.

Amount

205,000

175

<sup>\*</sup> If the form is filed by more than one reporting person, see Instructions 4(b)(v).

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Security				(Instr. 3, 4 and 5)							End of Month	or Indirect	
		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
	4/02/01			100,000		4/02/01	04/02/11	Common Stock Options	100,000	\$3.19	500,000	D	
	4/02/01			205,000		4/02/01	4/02/04	Common Stock Warrants	205,000	\$2.00	205,000	D	

Explanation of Responses:

**	Intentional misstatements or omissions of facts constitute Federal	/s/ Howard A Jaffe	05/08/2001
	Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).		

\*\*Signature of Reporting Person

Date

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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Page 2