

GEMINI ISRAEL II PARALLEL FUND LP /NY
 Form 3
 December 08, 2006

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

OMB APPROVAL

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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)

| | | | | | |
|--|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Gemini Israel Funds Ltd.</p> <p>(Last) (First) (Middle)</p> <p>9 HAMENOFIM STREET</p> <p>(Street)</p> <p>HERZLIYA</p> <p>PITUACH,Â L3Â 46725</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/24/2006</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>UNITY WIRELESS CORP [UTWY.OB]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X_ 10% Owner ___ Officer ___ Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

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

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)

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

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| | | | | | | | |
|--|------------|------------------|-----------------|-----------|-------------------|---|--|
| Series B Convertible Non-Redeemable Preferred Shares | 11/24/2006 | Â ⁽¹⁾ | Common Stock | 8,711,796 | \$ ⁽²⁾ | I | By Gemini Israel Funds ⁽³⁾ |
| Warrants | 11/24/2006 | 08/17/2009 | Common Stock | 970,917 | \$ 0.2 | I | By Gemini Israel Funds ⁽³⁾ |
| Warrants | 11/24/2006 | 08/17/2009 | Common Stock | 970,917 | \$ 0.22 | I | By Gemini Israel Funds ⁽³⁾ |
| Warrants | 11/24/2006 | 08/17/2009 | Common Stock | 970,917 | \$ 0.27 | I | By Gemini Israel Funds ⁽³⁾ |
| Warrants | 11/24/2006 | 08/17/2009 | Common Stock | 970,917 | \$ 0.3 | I | By Gemini Israel Funds ⁽³⁾ |
| Series B Convertible Non-Redeemable Preferred Shares | 11/24/2006 | Â ⁽¹⁾ | Common Stock | 405,725 | \$ ⁽²⁾ | I | By GPI ⁽⁴⁾ |
| Warrants | 11/24/2006 | 08/17/2009 | Common Stock | 8,808 | \$ 0.2 | I | By GPI ⁽⁴⁾ |
| Warrants | 11/24/2006 | 08/17/2009 | Common Stock | 8,808 | \$ 0.22 | I | By GPI ⁽⁴⁾ |
| Warrants | 11/24/2006 | 08/17/2009 | Common Stock | 8,808 | \$ 0.27 | I | By GPI ⁽⁴⁾ |
| Warrants | 11/24/2006 | 08/17/2009 | Common Stock | 8,808 | \$ 0.3 | I | By GPI ⁽⁴⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Gemini Israel Funds Ltd. 9 HAMENOFIM STREET HERZLIYA PITUACH,Â L3Â 46725 | Â | Â X | Â | Â |
| GEMINI PARTNERS INVESTORS L.P. 9 HAMENOFIM STREET HERZLIYA PITUACH,Â L3Â 46725 | Â | Â X | Â | Â |
| GEMINI CAPITAL ASSOCIATES LIMITED PARTNERSHIP 9 HAMENOFIM STREET HERZLIYA PITUACH,Â L3Â 46725 | Â | Â X | Â | Â |
| GEMINI ISRAEL II PARALLEL FUND LP /NY 9 HAMENOFIM STREET HERZLIYA PITUACH,Â L3Â 46725 | Â | Â X | Â | Â |
| Advent PGGM Gemini Limited Partnership 9 HAMENOFIM STREET HERZLIYA PITUACH,Â L3Â 46725 | Â | Â X | Â | Â |

Gemini Israel II Limited Partnership
9 HAMENOFIM STREET
HERZLIYA PITUACH, L3 46725

Â Â X Â Â

Signatures

By: /s/ Yossi Sela
Date: 12/05/2006

**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 of the Series B Convertible Non-Redeemable Preferred Shares par value \$0.001 per share, is currently convertible into 1,000 shares of Common Stock par value \$0.001.

Gemini Israel Funds Ltd. ("Gemini Israel Funds") is the general partner of Gemini Capital Associates LP which is the general partner of Gemini Israel II Parallel Fund LP and Advent PGGM Gemini LP. Gemini Israel Funds is the general partner of Gemini Israel II LP. The securities are held directly by each one of the funds.
- (3) Gemini Israel II Parallel Fund LP and Advent PGGM Gemini LP. Gemini Israel Funds is the general partner of Gemini Israel II LP. The securities are held directly by each one of the funds.
- (4) Gemini Partners Investors LP ("GPI") is a partnership. The securities are held directly by GPI.

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Remarks:

Each of the reporting persons and the joint filers disclaims beneficial ownership of the reported securities to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that the joint filer is the beneficial owner of the securities for purposes of Section 16 of the Securities Act of 1933, as amended or for any other purpose.

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.