

UNITY WIRELESS CORP  
Form S-8  
May 15, 2007

As filed with the Securities and Exchange Commission on , 2007

Registration No. 333-\_\_\_\_\_

U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**UNITY WIRELESS CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation or Organization)

**91-1940650**

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

**7438 Fraser Park Drive, Burnaby, BC Canada V5J 5B9**

(Address of Principal Executive Offices)

**Agreement Regarding Consulting Services**

(Full Title of the Plan)

**NRAI, Inc.**

**Suite 108 - 100 Canal Pointe Blvd**

**Princeton, NJ 08540**

(Name and Address of Agent for Service)

**609-716-0300**

(Telephone number, Including Area Code, of Agent for Service)

**CALCULATION OF REGISTRATION FEE**

| Title of Securities To Be Registered | Amount To Be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price <sup>(1)</sup> | Amount of Registration Fee <sup>(2)</sup> |
|--------------------------------------|-------------------------|---|--|---|
| Common Stock,<br>par value \$0.001   | 100,000                 | \$0.16                                    | \$16,000   | \$1.88                                    |

(1)

Computed in accordance with Rule 457(h)(1) under the Securities Act of 1933, as amended.

(2)

A registration fee of \$1.88 is being submitted in connection with this registration statement.

This registration statement shall also covers additional common stock that shall become issuable by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without the receipt of consideration that results in an increase in the number of the outstanding shares of common stock.

**Part I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

EXPLANATORY NOTE

In accordance with the Note to Part I of Form S-8, the information specified by Part I of S-8 has been omitted from this Registration Statement on Form S-8. Such information will be sent or given to persons receiving securities described herein as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the Securities Act ). Although such documents are not being filed with the Securities and Exchange Commission, they constitute (along with the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II hereof) a prospectus that meets the requirements of Section 10(a) of the Securities Act.

**Part II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

Unity Wireless Corporation (the Company ) hereby states that (i) the documents listed in (a) through (b) below are incorporated by reference in this Registration Statement and (ii) all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act ), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

(a)

The Company s Annual Report on Form 10-KSB filed with the Commission on April 17, 2007;

(b)

The Company's Current Reports on Form 8-K filed with the Commission on May 4, 2007 and April 23, 2007; and

(c)

The description of our common stock contained in the Company's SB-2 Registration Statement, No. 333-139785 filed with the Commission on January 3, 2007, as amended on January 5, 2007, January 30, 2007 and April 25, 2007.

**Item 4. Description of Securities.**

Not Applicable

**Item 5. Interests of Named Experts and Counsel.**

Not Applicable

**Item 6. Indemnification of Directors and Officers**

As authorized by Section 145 of the Delaware General Corporation Law, we may indemnify our officers and directors against expenses incurred by such persons in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, involving such persons in their capacities as officers and directors, so long as such persons acted in good faith and in a manner which they reasonably believed to

be in our best interests. If the legal proceeding, however, is by or in our right, the director or officer may not be indemnified in respect of any claim, issue or matter as to which he is adjudged to be liable for negligence or misconduct in the performance of his duty to us unless a court determines otherwise.

Under Delaware law, corporations may also purchase and maintain insurance or make other financial arrangements on behalf of any person who is or was a director or officer (or is serving at the request of the Company as a director or officer of another corporation) for any liability asserted against such person and any expenses incurred by him in his capacity as a director or officer. These financial arrangements may include trust funds, self-insurance programs, guarantees and insurance policies.

Our By-laws provide that we will indemnify our directors to the full extent permitted by applicable corporate law now or hereafter in force.

The effect of these provisions is potentially to indemnify the Company's directors and officers from all costs and expenses of liability incurred by them in connection with any action, suit or proceeding in which they are involved by reason of their affiliation with the Company.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

#### **Item 7. Exemption from Registration Claimed**

Not Applicable.

#### **Item 8. Exhibits**

3.1

Amended and Restated Certificate of Incorporation of Unity Wireless Corporation\*

1.1

Amended and Restated Bylaws of Unity Wireless Corporation\*\*

5.1

Opinion of Morton & Company as to the legality of the securities being registered

23.1

Consent of Morton & Company (included in Exhibit 5.1)

23.2

Consent of Independent Registered Public Accounting Firm

24.1

Power of Attorney (Contained on the signature page of this Registration Statement)

\*Previously filed with the Company's Registration Statement on Form SB-2 on October 4, 2000.

\*\* Previously filed with the Company's Registration Statement on Form SB-2 on May 13, 2004.

## **Item 9. Undertakings**

The undersigned Company hereby undertakes, except as otherwise specifically provided in the rules of the Commission promulgated under the Securities Act:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Burnaby, British Columbia, on May 15, 2007.

By:

/s/ Ilan Kenig

Ilan Kenig, Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSON BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ilan Kenig with the power of substitution, his attorney-in-fact, to sign any amendments to this Registration Statement and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that his substitute, may do or choose to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities indicated.



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SIGNATURE

TITLE

DATE

/s/ Ilan Kenig

Director, Chief Executive Officer May 15, 2007

Ilan Kenig

/s/ Andrew Chamberlain

Director May 15, 2007

Andrew Chamberlain

/s/ Ken Maddison

Director May 15, 2007

Ken Maddison

/s/ Doron Nevo

Director May 15, 2007

Doron Nevo

/s/ Victor Halpert

Director May 15, 2007

Victor Halpert

/s/ David Golschmidt

Director May 15, 2007

David Golschmidt

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