

UPGRADE INTERNATIONAL CORP /FL/  
 Form 4/A  
 May 08, 2001

**Form 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
 Washington, DC 20549

OMB APPROVAL  
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

[ ] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instructions 1(b).  
**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**

1. Name and Address of Reporting Person* <b>Jaffe, Howard A.</b>			2. Issuer Name and Ticker or Trading Symbol <b>Upgrade International Corporation (UPGD)</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give _____ Other (specify title below) below)  <b>Executive Vice President - COO &amp; CFO</b>		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Year <b>04/2001</b>		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person		
1411 - Fourth Avenue Suite 629				5. If Amendment, Date of Original (Month/Year) <b>04/2001</b>				
(Street)								
Seattle, WA 98101								
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)		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. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	V	Amount	(A) or (D)	Price			
Common Stock	04/02/2001	P		205,000	A	\$2.00		D	
Common Stock	04/11/2001	P		175	A	\$2.87	217,335	D	

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

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

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. (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)**

1. Conversion or Exercise Price of Derivative	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Number of Derivative Securities Acquired (A) or Disposed of (D)	5. Date Exercisable and Expiration Date (Month/Day/Year)	6. Title and Amount of Underlying Securities (Instr. 3 and 4)	7. Price of Derivative Security (Instr. 5)	8. Number of Derivative Securities Beneficially Owned at	9. Ownership Form of Derivative Security: Direct (D)	10. Nature of Indirect Beneficial Ownership (Instr. 4)
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Security	Code	V	(Instr. 3, 4 and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		End of Month (Instr. 4)	or Indirect (I) (Instr. 4)
			(A)	(D)							
	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 Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ **Howard A Jaffe**

**05/08/2001**

\*\*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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