

UNITY WIRELESS CORP
Form 10QSB/A
August 16, 2004

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

FORM 10-QSB/A

(Mark One)

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

For the quarterly period ended **June 30, 2004**

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

For the transition period from _____ to _____

Commission file number **0-30620**

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
Number)

7438 Fraser Park Drive, Burnaby, British Columbia, Canada, V5J 5B9
(Address of principal executive offices)

(800) 337-6642

(Issuer's Telephone Number)

not applicable

(Former name, former address and former fiscal year, if changed since last report)

Number of shares of common stock outstanding at July 30, 2004: 76,860,957

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

**APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS**

Check whether the registrant filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court.

Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date:

76,860,957 common shares outstanding as at July 30, 2004

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

Explanatory Note

This amendment is being filed to include information concerning the recent stockholders meeting of Unity Wireless Corporation that was inadvertently omitted in Part II, Item 4.

PART II OTHER INFORMATION

Item 4. Submissions of Matters to a Vote of Security Holders.

The Annual and Special Meeting of Stockholders of Unity Wireless Corporation was held at Unity Wireless Corporation, 7438 Fraser Park Drive, Burnaby, BC Canada at 10:00 A.M. on June 30, 2004, for the following purposes and with the following results:

(1) To elect Myer Bentob, Ilan Kenig, Ken Maddison, Robert Singer, Doron Nevo and Andrew Chamberlain as Directors of the Company to hold office until the next Annual Meeting of Stockholders and until their successors have been duly elected and qualified;

| | <u>For</u> | <u>Against</u> | <u>Withheld</u> |
|--------------------|------------|----------------|-----------------|
| Myer Bentob | 55,174,174 | 162,500 | 36,700 |
| Ilan Kenig | 55,121,545 | 162,500 | 89,329 |
| Ken Maddison | 55,174,674 | 162,500 | 36,200 |
| Robert Singer | 55,174,674 | 162,500 | 36,200 |
| Doron Nevo | 55,121,045 | 162,500 | 89,829 |
| Andrew Chamberlain | 55,334,674 | 5,000 | 33,700 |

(2) To ratify the selection and appointment by the Company's Board of Directors of KPMG LLP, independent auditors, as auditors for the Company for the year ending December 31, 2004;

| | <u>For</u> | <u>Against</u> | <u>Withheld</u> |
|------------------|------------|----------------|-----------------|
| Appoint KPMG LLP | 55,134,174 | 220,350 | 18,850 |

(3)

Edgar Filing: UNITY WIRELESS CORP - Form 10QSB/A

To amend the Certificate of Incorporation to increase the authorized Common share capital from 100 million to 150 million; and,

| | <u>For</u> | <u>Against</u> | <u>Withheld</u> |
|------------------------|------------|----------------|-----------------|
| Increase Share Capital | 53,640,567 | 1,727,957 | 4,850 |

(4) To consider and transact such other business as may properly come before the meeting or any adjournments thereof.

| | <u>For</u> | <u>Against</u> | <u>Withheld</u> |
|-------------------------|------------|----------------|-----------------|
| Transact Other Business | 54,866,484 | 56,890 | 450,000 |

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)
August 13, 2004

/s/ Dallas Pretty

By: Dallas Pretty, Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)
August 13, 2004

CERTIFICATION

I, Ilan Kenig, certify that:

1.

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

2.

Based on my knowledge, this quarterly 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 quarterly report.

Date: August 13, 2004

/s/ Ilan Kenig

Ilan Kenig
Chief Executive Officer

CERTIFICATION

I, Dallas Pretty, certify that:

1.

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

2.

Based on my knowledge, this quarterly 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 quarterly report.

Date: August 13, 2004

/s/ Dallas Pretty

Dallas Pretty
Chief Financial Officer