

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

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. Owner- ship 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).

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information contained in this form are not required to respond
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(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			(Instr. 3, 4 and 5)								End of Month (Instr. 4)	or Indirect (I) (Instr. 4)	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
		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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