

UPGRADE INTERNATIONAL CORP /FL/  
Form 4  
March 06, 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*<br><b>Jaffe, Howard A.</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>Upgrade International Corporation (UPGD)</b>  |   | 6. Relationship of Reporting Person(s)<br>to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director _____ 10%<br>Owner<br><input checked="" type="checkbox"/> Officer (give _____ Other<br>(specify _____ title below)<br>below)<br><br><b>Exec VP / COO &amp; CFO</b> |  |
| (Last)  | (First) | (Middle) | 3. I.R.S.<br>Identification<br>Number of<br>Reporting Person,<br>if an entity<br>(voluntary)  | 4. Statement for<br>Month/Year<br><b>03/2001</b>  |  |  |
| 1411 - Fourth Ave.<br>Suite 629                                     |         |          |   | 5. If Amendment, Date of<br>Original (Month/Year) |  |  |
| (Street)  |         |          | 7. Individual or Joint/Group Filing<br>(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting<br>Person<br>____ Form filed by More than One<br>Reporting Person |   |  |  |
| Seattle, WA 98101   |         |          |   |   |  |  |
| (City)  | (State) | (Zip)    | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially<br/>Owned</b>   |   |  |  |

| 1. Title of Security<br>(Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |         | 5. Amount of<br>Securities<br>Beneficially<br>Owned at<br>End of Month<br>(Instr. 3 and<br>4) | 6. Owner-<br>ship<br>Form:<br>Direct<br>(D) or<br>Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|--|--------------------------------------|---|---|------------------|---------|---|---|---|
|                                    |  | Code                                 | V | Amount  | (A)<br>or<br>(D) | Price   |   |   |   |
|                                    | 02/09/2001                                 | P                                    |   | 5000  | A                | \$ 3.00 |   | D   |   |
|                                    |  |                                      |   | 220   | A                | \$ 3.00 | 12,160  | 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  
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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. Title of<br>Derivative<br>Security<br>(Instr.3) | 2. Conversion<br>or<br>Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/<br>Day/<br>Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed | 6. Date Exercisable<br>and Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned at<br>End of<br>Month | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) | 11. Nature<br>of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|--|--------------------------------------|---|--|---|---|--|---|---|
|--|---|--|--------------------------------------|---|--|---|---|--|---|---|

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|      |   |     |     | of(D)<br>(Instr. 3,<br>4 and 5) |                    |       |  |  |  | (Instr. 4) | (Instr. 4) |
|------|---|-----|-----|---------------------------------|--------------------|-------|--|--|--|------------|------------|
| Code | V | (A) | (D) | Date<br>Exercisable             | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |  |  |            |            |
|      |   |     |     |                                 |                    |       |  |  |  |            |            |

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 **03/06/2001**

\*\*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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