

Israel Infinity Venture Capital (Corporate General Partner)Ltd.  
 Form 3  
 December 04, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 CLAL INDUSTRIES & INVESTMENTS LTD

(Last) (First) (Middle)

TRIANGULAR TOWER, 45TH FLOOR, 3 AZRIELI,Â

(Street)

TEL AVIV,Â L3Â 67023

(City) (State) (Zip)

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 11/24/2006

3. Issuer Name and Ticker or Trading Symbol  
 UNITY WIRELESS CORP [UTWY.OB]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer \_\_\_ Other  
 (give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		or Indirect (1) (Instr. 5)	
Series B Convertible Non-Redeemable Preferred Shares	11/24/2006	Â <u>(1)</u>	Common Stock	95,083	\$ <u>(2)</u>	I	By IDB Development <u>(3)</u>
Warrants	11/24/2006	08/17/2009	Common Stock	10,565	\$ 0.2	I	By IDB Development <u>(3)</u>
Warrants	11/24/2006	08/17/2009	Common Stock	10,565	\$ 0.22	I	By IDB Development <u>(3)</u>
Warrants	11/24/2006	08/17/2009	Common Stock	10,565	\$ 0.27	I	By IDB Development <u>(3)</u>
Warrants	11/24/2006	08/17/2009	Common Stock	10,564	\$ 0.3	I	By IDB Development <u>(3)</u>
Series B Convertible Non-Redeemable Preferred Shares	11/24/2006	Â <u>(1)</u>	Common Stock	14,588,269	\$ <u>(2)</u>	I	By Infinity Funds <u>(4)</u>
Warrants	11/24/2006	08/17/2009	Common Stock	1,620,919	\$ 0.2	I	By Infinity Funds <u>(4)</u>
Warrants	11/24/2006	08/17/2009	Common Stock	1,620,919	\$ 0.22	I	By Infinity Funds <u>(4)</u>
Warrants	11/24/2006	08/17/2009	Common Stock	1,620,919	\$ 0.27	I	By Infinity Funds <u>(4)</u>
Warrants	11/24/2006	08/17/2009	Common Stock	1,620,918	\$ 0.3	I	By Infinity Funds <u>(4)</u>
Series B Convertible Non-Redeemable Preferred Shares	11/24/2006	Â <u>(1)</u>	Common Stock	38,034	\$ <u>(2)</u>	I	By CIEH <u>(5)</u>
Warrants	11/24/2006	08/17/2009	Common Stock	4,226	\$ 0.2	I	By CIEH <u>(5)</u>
Warrants	11/24/2006	08/17/2009	Common Stock	4,226	\$ 0.22	I	By CIEH <u>(5)</u>
Warrants	11/24/2006	08/17/2009	Common Stock	4,226	\$ 0.27	I	By CIEH <u>(5)</u>
Warrants	11/24/2006	08/17/2009	Common Stock	4,226	\$ 0.3	I	By CIEH <u>(5)</u>
Warrants	11/24/2006	06/08/2009	Common Stock	157,516	\$ 0.4	I	By DIC <u>(6)</u>
Series B Convertible Non-Redeemable Preferred Shares	11/24/2006	Â <u>(1)</u>	Common Stock	5,126,416	\$ <u>(2)</u>	I	By Clal Industries <u>(7)</u>
Warrants	11/24/2006	08/17/2009	Common	569,603	\$ 0.2	I	By Clal

			Stock				Industries <sup>(7)</sup>
Warrants	11/24/2006	08/17/2009	Common Stock	569,603	\$ 0.22	I	By Clal Industries <sup>(7)</sup>
Warrants	11/24/2006	08/17/2009	Common Stock	569,603	\$ 0.27	I	By Clal Industries <sup>(7)</sup>
Warrants	11/24/2006	08/17/2009	Common Stock	569,603	\$ 0.3	I	By Clal Industries <sup>(7)</sup>
Warrants	11/24/2006	06/08/2009	Common Stock	119,963	\$ 0.4	I	By Clal Industries <sup>(7)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLAL INDUSTRIES & INVESTMENTS LTD TRIANGULAR TOWER, 45TH FLOOR, 3 AZRIELI TEL AVIV, L3 67023	Â	Â X	Â	Â
Israel Infinity Venture Capital (Corporate General Partner)Ltd. 3 AZRIELI CENTER (TRIANGLE TOWER)42ND FL TEL-AVIV, L3 67023	Â	Â X	Â	Â
Infinity I Annex Fund (General Partner) Ltd. 3 AZRIELI CENTER (TRIANGLE TOWER) 42FL. TEL-AVIV, L3 67023	Â	Â X	Â	Â
FBR Infinity II Venture Partners Ltd. 3 AZRIELI CENTER (TRIANGLE TOWER) 42FL. TEL-AVIV, L3 67023	Â	Â X	Â	Â
IDB DEVELOPMENT CORP LTD TRIANGULAR TOWER, 44TH FLOOR, 3 TEL AVIV, L3 67023	Â	Â X	Â	Â
IDB HOLDING CORP LTD TRIANGULAR TOWER, 44TH FLOOR, 3 AZRIELI TEL AVIV, L3 67023	Â	Â X	Â	Â
Dankner Nochi 3 AZRIELI CENTER 44TH FLOOR TEL AVIV, L3 67023	Â	Â X	Â	Â
Bergman Shelly 9 HAMISHMAR HA'EZRACHI STREET AFEKA TEL AVIV, L3 69697	Â	Â X	Â	Â
Manor Ruth 26 HAGDEROT STREET SAVYON, L3 56526	Â	Â X	Â	Â

Livnat Avraham  
TAAVURA JUNCTION  
RAMLE, L3 72102

Â Â X Â Â

## Signatures

/s/ Gil Milner, Clal Industries and Investments Ltd. 12/04/2006

\_\_Signature of Reporting Person Date

/s/ Gonen Bieber, Clal Industries and Investments Ltd. 12/04/2006

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Not applicable

(2) Each of the Series B Convertible Non-Redeemable Preferred Shares par value \$ 0.001 per share, is currently convertible into 1,000 shares of Common Stock par value \$0.001

(3) IDB Development Corporation Ltd. ("IDB Development") is a majority owned subsidiary of IDB Holding Corporation Ltd. ("IDB Holding"). The securities are held directly by IDB Development and its wholly owned subsidiary, Clalit Finance and Investments Ltd.

(4) . Israel Infinity Venture Capital (Corporate General Partner) Ltd. is the general partner of Israel Infinity Venture Capital Partners LP, which is the general partner of Israel Infinity Venture Capital Fund (Israel) LP, Israel Infinity Venture Capital Fund (Delaware) LP, Israel Infinity Venture Capital Fund (Cayman I) LP, and Israel Infinity Venture Capital Fund (Cayman II) LP (together, "Infinity I"), which hold the securities directly. Infinity I Annex Fund (General Partner) Ltd. is the general partner of Infinity I Annex Fund LP ("Annex Fund"), which hold the securities directly. FBR Infinity II Venture Partners Ltd. is the general partner of FBR Infinity II Partners LP, which is the general partner of FBR Infinity II Ventures (Israel) LP, FBR Infinity II Ventures LP and FBR Infinity II Ventures (Erisa) LP (together, "Infinity II" and with Infinity I and Annex Fund, the "Infinity Funds"), which hold the securities directly.

(5) Clal Insurance Enterprises Holdings Ltd. ("CIEH") is a majority owned subsidiary of IDB Holding. The securities are held directly by CIEH and its wholly owned subsidiary.

(6) Discount Investment Corporation Ltd. ("DIC") is a majority owned indirect subsidiary of IDB Holding. The securities are held directly by DIC and its affiliates, Elron Electronic Industries Ltd., RDC Rafael Development Corporation Ltd. and ECI Telecom Ltd.

(7) Clal Industries and Investments Ltd. ("Clal Industries") is a majority owned indirect subsidiary of IDB Holding. The securities are held directly by Clal Industries, its wholly owned subsidiary, Clal Electronics Industries Ltd., and by Clal Venture Capital Fund L.P. whose general partner is Clal Venture Capital Fund Management Ltd., a majority owned subsidiary of Clal Industries.

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### Remarks:

1.Â Each of the reporting person and the joint filers disclaims beneficial ownership of the reported extent of his or its pecuniary interest therein, and this report shall not be deemed an admission or any joint filer is the beneficial owner of the securities for purposes of Section 16 of the S 1934, as amended or for any other purpose.

2.Â Exhibit 2Â contains a Confirming Statement by the reporting persons.

GilÂ Milner and GonenÂ Bieber, authorized signatories of Clal Industries and Investments Ltd., for itself other Reporting Persons

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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