

GOLFGEAR
Form 5
February 20, 2001

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

OMB APPROVAL

OMB Number:
3235-0362

Expires: December 31,
2001

Estimated average
burden
hours per response. . .
1.0

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(f) of the Investment Company Act of 1940

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

Form 3 Holdings Reported

Form 4 Transactions Reported

| | | | | | | | | | |
|---|---------|----------|---|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* M.C. Corporation | | | 2. Issuer Name and Ticker or Trading Symbol GOLFGEAR INTERNATIONAL INC (GEAR) | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other below _____ | | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Year 12/2000 | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| Terasiosu Bldg. 6-7-2 Minami Aoyama | | | | 5. If Amendment, Date of Original (Month/Year) | | | | | |
| (Street) | | | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | |
| Minatoku, Tokyo Japan 107-0062 | | | | | | | | | |
| (City) | (State) | (Zip) | | | | | | | |

| 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 Issuer's Fiscal Year (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 | 12/18/2000 | P | | 25,000 | A | .18 | 2,130,260 (1) | D | |
| Preferred Stock | 03/31/2000 | P | | 3,232 | A | 9.50 | | D | |
| Preferred Stock | 06/30/2000 | P | | 3,320 | A | 9.50 | | D | |
| Preferred Stock | 09/30/2000 | P | | 3,414 | A | 9.50 | | D | |
| Preferred Stock | 12/31/2000 | P | | 3,466 | A | 9.50 | 13,432 | D | |

* If the form is filed by more than one reporting person, see instruction 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 2270 (3-99)

FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or | 3. Transaction Date | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Number of Derivative | 10. Ownership Form of | 11. Nature of Indirect |
|---------------------------------|------------------|---------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|-------------------------|-----------------------|------------------------|
|---------------------------------|------------------|---------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|-------------------------|-----------------------|------------------------|

