

GOLFGEAR  
Form 5  
February 20, 2001

# Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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(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* <b>M.C. Corporation</b>			2. Issuer Name and Ticker or Trading Symbol <b>GOLFGEAR INTERNATIONAL INC (GEAR)</b>			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 <b>12/2000</b>			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		
<b>Terasiosu Bldg. 6-7-2 Minami Aoyama</b>				5. If Amendment, Date of Original (Month/Year)					
(Street)			Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
<b>Minatoku, Tokyo Japan 107-0062</b>									
(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
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tr.3)	Exercise Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Derivative Securities Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5)		Securities (Instr. 3 and 4)		(Instr. 5)	Securities Beneficially Owned at End of Year (Instr. 4)	Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Owners (Instr. 4)		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date					Title	Amount or Number of Shares
WARRANTS	1.00				A			10/31/2002	common	330,000	1.00	330,000	D	
SHARES	.50	12/18/2000	P		A		12/18/2000	12/18/2005	common	25,000	.50	25,000	D	

Explanation of Responses:

- (1) 2,435,260 reported previously reported on Form 3 included 330,000 warrants
- (2) 330,000 warrants included as shares previously reported on Form 3

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

/s/ Naoya Kinoshita

02/16/2001

\*\*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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