

METRO ONE TELECOMMUNICATIONS INC
 Form 3
 June 12, 2007

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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â EVEREST SPECIAL SITUATIONS FUND LP			(Month/Day/Year)	METRO ONE TELECOMMUNICATIONS INC [INFO]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
PLATINUM HOUSE,Â 21 HA'ARBAA STREET				(Check all applicable)	
(Street)				<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
TEL AVIV 64739Â				<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	<input type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)			<input checked="" type="checkbox"/> 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)
Common Stock, no par value	502,390	D ⁽¹⁾	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who 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.

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	5. Ownership Form of Derivative Security	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Series A Convertible Preferred Stock, no par value ⁽²⁾	Â <u>(3)</u>	Â <u>(4)</u>	Common Stock, no par value	247,191 <u>(5)</u>	\$ 1.78	D <u>(6)</u> Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EVEREST SPECIAL SITUATIONS FUND LP PLATINUM HOUSE 21 HA'ARBAA STREET TEL AVIV 64739	Â	Â X	Â	Â
Maoz Everest Fund Management, Ltd. PLATINUM HOUSE 21 HA'ARBAA STREET TEL AVIV 64739	Â	Â X	Â	Â

Signatures

By: By: Maoz Everest Fund Management, Ltd., its general partner; By: Elchanan Maoz, its Chairman and Chief Executive Officer 06/11/2007

__Signature of Reporting Person Date

By: /s/ Elchanan Maoz, its Chairman and Chief Executive Officer 06/11/2007

__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).
- As the general partner of Everest Special Situations Fund, L.P. (Everest), Maoz Everest Fund Management, Ltd. (Maoz Everest) may be
- (1) deemed to beneficially own the shares held by Everest. Maoz Everest disclaims ownership of such shares except to the extent of its pecuniary interest therein.
 - (2) The shares of preferred stock reported herein were acquired by Everest as part of the initial stage of a private placement transaction that is subject to approval by the Issuer's shareholders. Such shares of preferred stock are entitled to vote together with common stock on a discounted as-converted basis (the discount is equal to the difference between the conversion price and the market price on the date of issuance) on all matters other than the approval of the transactions contemplated by the purchase agreement pursuant to which Everest acquired the preferred stock.
 - (3) Pursuant to the Articles of Amendment to the Issuer's Third Restated Articles of Incorporation, the shares of preferred stock reported in this Form 4 are not convertible without approval from the Issuer's shareholders.
 - (4) The shares of preferred stock have no expiration date.
 - (5) The number of shares of common stock into which the preferred stock is convertible is subject to certain adjustments, including anti-dilution adjustments.
 - (6) See Footnote 1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. 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 number.