

GOLFGEAR  
Form 5  
February 27, 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*<br><b>Kinoshita, Naoya</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>GOLFGEAR INTERNATIONAL INC (GEAR)</b> |  |  | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director _____ 10%<br>Owner<br><input type="checkbox"/> Officer (give _____ Other<br>(specify title below)<br>_____ below) |  |  |  |
| (Last)  | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)           | 4. Statement for Month/Year<br><b>12/2000</b>  |  |  | 7. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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)  |         |          |   |  |  |  |  |  |  |
| <b>Minato-ku, Tokyo Japan 107-0062</b>                              |         |          |   |  |  |  |  |  |  |
| (City)  | (State) | (Zip)    | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |  |  |  |  |  |

| 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 |  |  |   |
|                                 |                                      |                                |   |   |            |       |  |  |   |

\* 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)**

| 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |        | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Name of Indirect Beneficial Owner (Instr. 4) |
|--|--------------------------------------|--------------------------------|---|--|-----|--|---|--------|--|---|--|--|
|  |                                      | Code                           | V | (A)  | (D) |  | Title   | Amount |  |   |  |  |
|  |                                      |                                |   |  |     |  |   |        |  |   |  |  |

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|      |     |            |   |  |        | Date<br>Exercisable | Expiration<br>Date |                 | Amount<br>or<br>Number<br>of<br>Shares |     |        |   |  |
|------|-----|------------|---|--|--------|---------------------|--------------------|-----------------|--|-----|--------|---|--|
| IONS | .50 | 12/18/2000 | P |  | 75,000 | 12/18/2000          | 12/18/2005         | Common<br>Stock | 75,000                                 | .50 | 75,000 | D |  |

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/ 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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