

3COM CORP
Form DEFA14A
March 06, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

3COM CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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(4) Date Filed:

FOR IMMEDIATE RELEASE

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**3COM ANNOUNCES PLAN TO RECONVENE AND ADJOURN SHAREHOLDERS
MEETING AS DISCUSSIONS WITH BAIN CAPITAL PARTNERS CONTINUE**

Shareholders Meeting to Reconvene on Friday, March 21, 2008

MARLBOROUGH, MASS March 6, 2008 3Com Corporation (NASDAQ: COMS) today announced the company intends to reconvene the shareholders meeting scheduled for Friday, March 7, 2008 and immediately adjourn the meeting, without taking a vote on the pending merger transaction with affiliates of Bain Capital Partners. 3Com will reconvene the shareholders meeting on Friday, March 21, 2008, at 8 a.m. Eastern Daylight Time at the company's headquarters located at 350 Campus Drive, Marlborough, Massachusetts 01752-3064.

Adjourning the meeting for an additional 14 days enables 3Com to continue working with Bain Capital Partners to construct alternatives that would address concerns raised by the Committee on Foreign Investment in the United States (CFIUS) regarding the pending merger transaction between the parties. There can be no assurance that these discussions will not adversely affect the terms of the pending merger transaction, including valuation, or that these discussions will result in an alternative that adequately addresses CFIUS concerns.

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About 3Com Corporation

3Com Corporation (NASDAQ: COMS) is a leading provider of secure, converged voice and data networking solutions for enterprises of all sizes. 3Com offers a broad line of innovative products backed by world class sales, service and support, which excel at delivering business value for its customers. 3Com also includes H3C Technologies Co., Limited (H3C), a China-based provider of network infrastructure products. H3C brings high-performance and cost-effective product development and a strong footprint in one of the world's most dynamic markets. Through its TippingPoint division, 3Com is a leading provider of network-based intrusion prevention systems that deliver in-depth application protection, infrastructure protection, and performance protection. For further information, please visit www.3com.com, or the press site www.3com.com/pressbox.

Safe Harbor

This release contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, including forward-looking statements regarding 3Com and Bain Capital Partners efforts to explore alternatives to address CFIUS concerns, the parties' continued discussions and the scheduled shareholders' meeting and the adjournment thereof. These statements are neither promises nor guarantees, but involve risks and uncertainties that could cause actual results to differ materially from those set forth in the forward-looking statements, including, without limitation, risks relating to the fact there is no assurance that any possible alternative will be acceptable to our board, our shareholders or CFIUS, will be deemed by our board to be in the best interests of our shareholders, will lead to a definitive agreement between the parties, will be approved by our shareholders and/or CFIUS, and, if so approved, will be consummated, and risks related to our ability to hold our scheduled shareholders meeting or any adjournment thereof; and other risks detailed in our filings with the SEC, including those discussed in our quarterly report filed with the SEC on Form 10-Q for the quarter ended November 30, 2007. 3Com Corporation does not intend, and disclaims any obligation, to update any forward-looking information contained in this release or with respect to the announcements described herein.

Additional Information About the Transaction and Where to Find It

In connection with the proposed merger, 3Com has filed a proxy statement with the Securities and Exchange Commission. Investors and security holders are advised to read the proxy statement because it contains important information about 3Com and the proposed transaction. Investors and security holders may obtain a free copy of the proxy statement and other documents filed by 3Com at the Securities and Exchange Commission's Web site at <http://www.sec.gov>. The proxy statement and such other documents may also be obtained for free from 3Com by directing such request to 3Com Corporation 350 Campus Drive, Marlborough, MA 01752-3064 Attention: Investor Relations; Telephone: 508-323-1198. Investors and security holders are urged to read the proxy statement and the other relevant materials before making any voting or investment decision with respect to the proposed transaction. 3Com and its directors, executive officers and other members of its management and employees may be deemed to be participants in the solicitation of proxies from its shareholders in connection with the proposed merger. Information concerning the interests of 3Com's participants in the solicitation is set forth in 3Com's proxy statements and Annual Reports on Form 10-K, previously filed with the Securities and Exchange Commission, and in the proxy statement relating to the merger.

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