

REMEC INC
Form SC 13G/A
June 20, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Information Statement Pursuant to Rules 13d-1 and 13d-2

Under the Securities Exchange Act of 1934

(Amendment No. 2)

P-COM, INC.

(Name of Issuer)

Common Stock, Par Value \$0.0001 Per Share

(Title of Class of Securities)

693262107

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(CUSIP Number)

June 2, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or to otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 5 Pages

SCHEDULE 13G

CUSIP No. 693262107

Page 2 of 5 Pages

1. Name of Reporting Person - S.S. or I.R.S. Identification No. of above persons (entities only).

REMEC, Inc., 953814301

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

NUMBER OF 0

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY 0

EACH

7. Sole Dispositive Power

REPORTING

PERSON 0

WITH

8. Shared Dispositive Power

0

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

..

11. Percent of Class Represented by Amount in Row (9)

0%

12. Type of Reporting Person (See Instructions)

CO

Item 1(a) Name of Issuer: P-COM, INC.

1(b) Address of Issuer's Principal Executive Office:

3175 S. Winchester Blvd.

Campbell, CA 95008

Item 2(a) Name of Person Filing:

REMEC, Inc.

Item 2(b) Address of Principal Office or, if None, Residence:

3790 Via de la Valle

Del Mar, CA 92014

Item 2(c) Citizenship:

California

2(d) Title of Class of Securities:

Common Stock, Par Value \$0.0001 Per Share

2(e) CUSIP Number: 693262107

Item 3 If this Statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

N/A

Item 4 Ownership:

- (a) Amount Beneficially Owned:
0
- (b) Percent of Class:
0%
- (c) Number of Shares to Which the Person Has:
- (i) Sole voting power: 0
 - (ii) Shared voting power: 0
 - (iii) Sole dispositive power: 0
 - (iv) Shared dispositive power: 0

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x.

Item 6 Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

N/A

Item 8 Identification and Classification of Members of the Group.

N/A

Item 9 Notice of Dissolution of Group.

N/A

SCHEDULE 13G

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

REMEC, INC.

By: /s/ DONALD WILKINS

Name: Donald Wilkins
Title: General Counsel
Date: June 20, 2003