

3COM CORP
Form DEFA14A
August 07, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(RULE 14a-101)

SCHEDULE 14A INFORMATION
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
- Definitive Proxy
Statement
- Confidential, for
use of the
Commission Only
(as permitted by
Rule 14a-6(e)(2))
- Definitive
Additional
Materials
- Soliciting
Material
Pursuant to §
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:

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- o Fee paid previously with preliminary materials.
- o 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.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right to Vote* *****

IMPORTANT NOTICE Regarding the Availability of Proxy Materials

3COM CORPORATION
Meeting Information

Meeting Type: Annual
For holders as of: 7/27/09
Date: 9/23/09 **Time:** 8:00 a.m.
Location: Company s Headquarters
350 Campus Drive
Marlborough, MA 01752

3COM CORPORATION
C/O AMERICAN STOCK TRANSFER & CO.
59 MAIDEN LANE
NEW YORK, NY 10038

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT - 3COM CORPORATION
ANNUAL REPORT ON FORM 10-K - 3COM CORPORATION

How to View Online:

Have the 12-Digit Control Number available (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the 12-Digit Control Number (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. To facilitate timely delivery, please make the request as instructed above on or before 9/9/09.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the 12-Digit Control Number available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

ELECTION OF DIRECTORS

1. The Board of Directors unanimously recommends a vote **FOR** the election of five Class I Directors: Each to hold office for a two-year term (or a one-year term if Proposal No. 2 is approved).

Nominees:

- 01) KATHLEEN A. COTE
- 02) DAVID H. Y. HO
- 03) ROBERT Y. L. MAO
- 04) J. DONALD SHERMAN
- 05) DOMINIQUE TREMPONT

AMENDMENT AND RESTATEMENT OF CERTIFICATE OF INCORPORATION

2. The Board of Directors unanimously recommends a vote **FOR** AMENDING AND RESTATING THE CERTIFICATE OF INCORPORATION.

RATIFICATION OF INDEPENDENT AUDITOR

3. The Board of Directors unanimously recommends a vote **FOR** ratifying the appointment of Deloitte & Touche LLP as the Company's independent public accountants for the fiscal year ending May 2010.
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