

3COM CORP
Form 8-K
March 21, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K**

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

March 20, 2008

3COM CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

0-12867

(Commission
File Number)

94-2605794

(IRS Employer
Identification No.)

350 Campus Drive

Marlborough, Massachusetts

01752

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: **(508) 323-1000**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 8.01 Other Events

On March 20, 2008, 3Com Corporation (the "Company") issued a press release announcing that the Company intends to pursue the reverse break-up fee under its merger agreement with affiliates of Bain Capital Partners and contends that Bain Capital's attempt to terminate the merger agreement is invalid. The Company intends to proceed with the shareholders' meeting currently scheduled for Friday, March 21, 2008 at 8:00 a.m., local time, at the Company's headquarters located at 350 Campus Drive, Marlborough, Massachusetts 01752-3064, to enable the Company's shareholders to vote on the pending merger transaction. The press release is attached hereto as Exhibit 99.1. The press release is hereby incorporated by reference in this Item 8.01.

ITEM 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
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99.1	Text of Press Release, dated March 20, 2008, titled "3Com Announces Intent to Pursue Break-Up Fee From Bain Capital"
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

3COM CORPORATION

Date: March 21, 2008

By: /s/ Neal D. Goldman
Neal D. Goldman
Executive Vice President, Chief
Administrative and Legal Officer and
Secretary

EXHIBIT INDEX

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