

3COM CORP  
Form 8-K  
January 06, 2009

**Table of Contents**

**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):**

**December 30, 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))
-

**TABLE OF CONTENTS**

ITEM 1.01 Entry into a Material Definitive Agreement

ITEM 9.01 Financial Statements and Exhibits

SIGNATURE

EXHIBIT INDEX

Ex-10.1 Hangzhou Manufacturing Base Tenancy Agreement

Ex-10.2 3COM Corporation 2003 Stock Plan, as amended and restated effective January 1, 2009

---

**Table of Contents****ITEM 1.01 Entry into a Material Definitive Agreement**

On December 30, 2008, our H3C subsidiary, which operates our China-based business, renewed the lease for its Hangzhou, China headquarters, effective January 1, 2009 (the H3C Lease Agreement ). The lease is for a three-year term from January 1, 2009 through and including December 31, 2011. Under the terms of the lease agreement with landlord Huawei Technologies, H3C will pay rent of approximately RMB 34,003,653 (or USD 5 million) per year for space totaling approximately 738,369 square feet. H3C will also pay a property management fee under a separate agreement. The facility will be used for headquarters functions as well as general administrative office uses and activities such as research and development, manufacturing, storage, sales and training. H3C has the option to renew the lease at the end of the term provided the parties agree on terms and Huawei intends to use the property as a leased property. H3C may terminate the lease at any time with six months prior written notice to Huawei and a penalty payment of two months rent. Huawei is a significant customer of H3C.

The foregoing description of the H3C Lease Agreement is only a summary and does not purport to be complete and is qualified in its entirety by reference to the H3C Lease Agreement. The H3C Lease Agreement, included as Exhibit 10.1 to this Current Report on Form 8-K, is incorporated herein by reference.

**ITEM 9.01 Financial Statements and Exhibits**

## (d) Exhibits

*Amendments to 2003 Stock Plan.* On December 9, 2008, the Compensation Committee of the Board approved an amended and restated 2003 Stock Plan attached as Exhibit 10.2 hereto. The amendments are intended to facilitate compliance with Internal Revenue Code section 409A.

**Exhibit Number Description**

|      |   |
|------|---|
| 10.1 | Hangzhou Manufacture Base Tenancy Agreement for No. 310 Liuhe Road, Binjiang District, Hangzhou, Zhejiang, China, effective January 1, 2009, by and between Huawei Technologies Co., Ltd., as landlord, and Hangzhou H3C Technologies Co., Ltd., as tenant. |
| 10.2 | 3Com Corporation 2003 Stock Plan, as amended and restated effective January 1, 2009*  |

\* Indicates a management contract or compensatory plan.

**Table of Contents**

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: January 6, 2009

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

---

**Table of Contents**

**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 10.1                  | Hangzhou Manufacture Base Tenancy Agreement for No. 310 Liuhe Road, Binjiang District, Hangzhou, Zhejiang, China, effective January 1, 2009, by and between Huawei Technologies Co., Ltd., as landlord, and Hangzhou H3C Technologies Co., Ltd., as tenant. |
| 10.2                  | 3Com Corporation 2003 Stock Plan, as amended and restated effective January 1, 2009*  |

\* Indicates a management contract or compensatory plan.