

3COM CORP
Form DEFA14A
February 29, 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 (Amendment No.)

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 §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.

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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.

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(4) Date Filed:

The following is an update to 3Com Corporation's Definitive Proxy Statement (the "Proxy Statement") on Schedule 14A filed with the Securities and Exchange Commission on January 25, 2008, as supplemented on February 19, 2008. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed thereto in the Proxy Statement.

Correction to Supplement to Projected Financial Information

On February 19, 2008, we filed definitive additional materials to our proxy statement for the Merger, dated January 24, 2008. We made this filing, and the additional disclosure therein, in order to meet our obligations under a proposed settlement of the shareholder litigation arising out of the Merger. In that filing, however, one line item in the Supplement to Projected Financial Information section contained a typographical error. More specifically, the line item Consolidated operating profit (non-GAAP) in the Consolidated section showed figures with parens around them, indicating negative numbers (see Existing Disclosure below). In fact, no parens should have appeared for this line item as these numbers are positive (see Corrected Disclosure below). We hereby correct the disclosure by deleting the Existing Disclosure and replacing it in its entirety with the Corrected Disclosure below. The Corrected Disclosure is hereby incorporated into the Proxy Statement. In addition, all of the qualifications and assumptions set forth in the Projected Financial Information section of the Proxy Statement are incorporated by reference herein.

Existing Disclosure:

| Consolidated | Fiscal Year ending May 31, | | |
|--|----------------------------|------------|------------|
| | 2008 | 2009 | 2010 |
| | (\$ in millions) | | |
| Consolidated operating profit (non-GAAP) | \$ (69.0) | \$ (123.5) | \$ (196.7) |

Corrected Disclosure:

| Consolidated | Fiscal Year ending May 31, | | |
|--|----------------------------|----------|----------|
| | 2008 | 2009 | 2010 |
| | (\$ in millions) | | |
| Consolidated operating profit (non-GAAP) | \$ 69.0 | \$ 123.5 | \$ 196.7 |