

3COM CORP
Form 8-A12G/A
November 12, 2009

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FORM 8-A/A

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12 (b) OR 12 (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Amendment No. 5

3Com Corporation

(Exact Name of Registrant as Specified in Charter)

Delaware

94-2605794

(State of Incorporation
or Organization)

(IRS Employer
Identification No.)

350 Campus Drive, Marlborough, MA

01752

(Address of principal Executive Offices)

(Zip Code)

Securities to be registered pursuant to Section 12 (b) of the Act:

Title of Each Class
to be so Registered
NONE

Name and Exchange on which
Each Class is to be registered
NONE

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective upon filing pursuant to General Instruction Act A.(c), please check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective upon filing pursuant to General Instruction Act A.(d), please check the following box.

Securities Act registration statement file number to which this form
relates: _____(if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

Preferred Share Purchase Rights
(Title of Class)

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AMENDMENT NO. 5 TO FORM 8-A

3Com Corporation hereby amends the following items, exhibits or other portions of our Form 8-A filed on September 22, 1989, as amended on January 23, 1995, June 15, 2001, November 27, 2002, and September 28, 2007 related to our Rights Agreement, as set forth below.

ITEM 1. DESCRIPTION OF COMPANY'S SECURITIES TO BE REGISTERED

Item 1 of the Form 8-A filed by 3Com Corporation (the Company) on September 22, 1989, as amended on January 23, 1995, June 15, 2001, November 27, 2002, and September 28, 2007 is hereby amended by adding the following:

On November 11, 2009, the Company entered into an Agreement and Plan of Merger (the Merger Agreement) by and among the Company, Hewlett-Packard Company, a Delaware corporation (Parent), and Colorado Acquisition Corporation, a Delaware corporation and a wholly owned subsidiary of Parent (Merger Sub), pursuant to which Merger Sub will be merged with and into the Company (the Merger), on the terms and subject to the conditions of the Merger Agreement. In connection with the Merger Agreement, the Company and the Rights Agent executed Amendment No. 2 to the Third Amended and Restated Preferred Shares Rights Agreement (the Amendment).

In connection with the Merger Agreement and the transactions contemplated thereby, the Amendment provides that (i) none of Parent nor any of its Affiliates (as defined in the Rights Agreement) shall be an Acquiring Person (as defined in the Rights Agreement) under the Rights Agreement solely by reason of execution, delivery, performance or consummation the transactions contemplated under the Merger Agreement, including the Merger, and (ii) neither a Shares Acquisition Date nor Distribution Date (each as described in the Rights Agreement) shall occur by reason of the Agreement and the Rights will not separate from the Common Shares (as defined in the Rights Agreement).

The Amendment, which is an exhibit hereto, is incorporated herein by reference. The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to such exhibit.

ITEM 2. EXHIBITS

- 4.1 Third Amended and Restated Preferred Shares Rights Agreement, dated as of November 4, 2002, between 3Com Corporation and American Stock Transfer & Trust Company, including the Certificate of Designation, the form of Rights Certificate and the Summary of Rights attached thereto as Exhibits A, B, and C, respectively. (1)
- 4.2 Amendment No. 1 to the Third Amended and Restated Preferred Shares Rights Agreement, dated as of September 28, 2007, between 3Com Corporation and American Stock Transfer & Trust Company. (2)
- 4.3 Amendment No. 2 to the Third Amended and Restated Preferred Shares Rights Agreement dated, as of November 11, 2009, between 3Com Corporation and American Stock Transfer & Trust Company.

(1) Incorporated by reference to the Company's Form 8-A/A filed with the Securities and Exchange Commission on November 27, 2002 (filed as Exhibit 4.1).

(2) Incorporated by reference to the Company's Form 8-A/A filed with

the Securities
and Exchange
Commission on
September 28,
2007 (filed as
Exhibit 4.2).

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SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment to be signed on the Registrant's behalf by the undersigned thereunto duly authorized.

3COM CORPORATION

Dated: November 12, 2009

By: /s/ Neal D. Goldman

Neal D. Goldman
Executive Vice President, Chief
Administrative
and Legal Officer and Secretary

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