

3COM CORP  
Form 8-K  
November 17, 2005

**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):

**November 11, 2005**

**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)

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Registrant's telephone number, including area code: **(508) 323-5000**

(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 1.01. Entry into a Material Definitive Agreement.

On November 11, 2005, the Compensation Committee of the Board of Directors of 3Com Corporation (the Company) approved the issuance of an option to purchase 200,000 shares of the Company's common stock and a grant of 100,000 shares of restricted common stock to Neal Goldman, the Company's Senior Vice President, Management Services, General Counsel and Secretary. The stock option grant was made pursuant to the Company's Form of Non-Qualified Stock Option Agreement, a copy of which is attached hereto as Exhibit 10.1, and vests annually over four years. The restricted stock grant was made pursuant to the Company's Form of Restricted Stock Agreement (Time-Based Vesting), a copy of which is attached hereto as Exhibit 10.2, and vests annually over two years.

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**ITEM 9.01 Financial Statements and Exhibits**

(c) Exhibits

| Exhibit Number | Exhibit Description                                              | Incorporated by Reference |           |         |             | Filed Herewith |
|----------------|------------------------------------------------------------------|---------------------------|-----------|---------|-------------|----------------|
|                |                                                                  | Form                      | File No.  | Exhibit | Filing Date |                |
| 10.1           | Form of Non-Qualified Stock Option Agreement *                   | 10-K                      | 000-12867 | 10.8    | 8/5/05      |                |
| <u>10.2</u>    | <u>Form of Restricted Stock Agreement (Time-Based Vesting) *</u> |                           |           |         |             | X              |

\* Indicates a management contract or compensatory plan.

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: November 16, 2005

By: /s/ Neal D. Goldman  
Neal D. Goldman

Senior Vice President, Management  
Services, General Counsel and Secretary

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EXHIBIT INDEX

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