3COM CORP
Form RW
February 06, 2004

3COM CORPORATION
350 Campus Drive
Marlborough, MA 01752

February 6, 2004

VIA EDGAR

Securities and Exchange Commission
450 Fifth Street, NW
Washington, DC 20549-0306

Re: 3Com Corporation
Registration Statement on Form S-3, as amended (File No. 333-102591)
Request for Withdrawal

Ladies and Gentlemen:

Pursuant to Rule 477 under the Securities Act of 1933, as amended, 3Com Corporation (the "Company") hereby makes application to withdraw its Registration Statement on Form S-3, File Number 333-102591 (the "Form S-3 Registration Statement"), relating to the offering of 7,100,000 shares (the "Shares") of the Company's common stock, par value $0.01 per share, by Broadcom Corporation ("Broadcom"). The Shares were issuable to Broadcom upon the exercise of a warrant, as described in the Form S-3 Registration Statement. However, since Broadcom did not exercise any portion of the warrant before its expiration on December 4, 2003, there is no longer a need for the Form S-3 Registration Statement. No securities have been sold under the Form S-3 Registration Statement.

Accordingly, we request that the Securities and Exchange Commission issue an order granting the withdrawal of the Form S-3 Registration Statement as soon as possible.

Should you have any questions regarding this matter, please call our attorney, Katharine Martin of Wilson Sonsini Goodrich & Rosati, at (650) 493-9300.

Sincerely,

3COM CORPORATION

By: /s/ NEAL D. GOLDMAN

Neal D. Goldman
Senior Vice President, Secretary and
General Counsel

cc: Katharine A. Martin, Esq. (Wilson Sonsini Goodrich & Rosati)