

SYMANTEC CORP
Form DEFA14A
August 05, 2003

SCHEDULE 14A INFORMATION

**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
 Definitive
Proxy
Statement
Confidential, for
Use of the
Commission Only
(as permitted by
Rule 14a-6(e)(2))
Definitive
Additional
Materials
Soliciting
Material Pursuant
to sec.
240.14a-11(c) or
sec. 240.14a-12

SYMANTEC CORPORATION

(Name of Registrant as Specified In Its Charter)

XXXX

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

Fee not required.
 Fee
computed on
table below per
Exchange Act
Rules 14a-6(i)(1)
and 0-11.
(1) Title of each
class of securities
to which

transaction
applies:

(2) Aggregate
number of
securities to
which transaction
applies:

(3) Per unit
price or other
underlying value
of transaction
computed
pursuant to
Exchange Act
Rule 0-11 (set
forth the amount
on which the
filing fee is
calculated and
state how it was
determined):

(4) Proposed
maximum
aggregate value
of transaction:

(5) Total fee
paid:

Fee paid
previously with
preliminary
materials. 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.

(1) Amount
Previously Paid:

(2) Form,
Schedule or
Registration
Statement No.:

(3) Filing Party:

(4) Date Filed:

August 5, 2003

Sean Quinn
Analyst, Domestic Research
Institutional Shareholder Services
2099 Gaither Road, Suite 501
Rockville, MD 20850-4045

VIA FACSIMILE and UPS OVERNIGHT

Dear Mr. Quinn:

We are writing to you in response to your inquiry regarding the proposal to amend Symantec's charter to increase the authorized number of shares of common stock from 300 million to 900 million shares that Symantec intends to introduce at its 2003 annual stockholders meeting. This proposal is described in our proxy statement mailed to shareholders on or about July 21, 2003.

A primary intent of the board of directors in proposing this item to the stockholders is to enable the company to complete a stock split (that most likely would be effected as a stock dividend). While our stock is currently trading at prices that cause us to seriously evaluate this action, our current authorized capital would not allow us to complete even a two-for-one stock split. Of course, as you can appreciate, a determination regarding a potential stock dividend cannot be made by the board until after stockholders approve this proposal, and would be subject to market conditions (including the trading price of Symantec common stock) at that time. Additionally, any foreseeable stock dividend would not result in the issuance of all of the shares that would be authorized by the charter amendment described in this proposal and additional potential uses of the remaining shares are described in the proxy statement.

Symantec fully intends to use the additional authorized shares for purposes that it believes are in the best interests of its stockholders, and would appreciate Institutional Shareholder Services' support of this proposal.

Sincerely,

John W. Thompson
*Chairman of the Board
and Chief Executive Officer*