

3COM CORP  
Form 8-K  
January 26, 2007

**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):**

**January 24, 2007**

**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)

Registrant's telephone number, including area code: **(508) 323-1000**

(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**(e) Compensatory Arrangements of Certain Officers.**

*Executive Officer Bonus Criteria for the Second Half of Fiscal Year 2007.* On January 24, 2007, the Compensation Committee of the Board of Directors of 3Com Corporation, or the Committee, determined the financial metrics and other criteria to determine executive officer cash bonuses for the second half of fiscal 2007. As previously disclosed, at the beginning of fiscal 2007 the Committee established a target cash bonus opportunity for each officer for fiscal 2007, expressed as a percentage of base salary.

The Committee approved the following criteria:

First, the company must achieve specified financial goals with respect to consolidated (1) revenue, (2) gross margin and (3) non-GAAP operating profit; a bonus opportunity amount will be calculated for each executive based on the achievement of these financial metrics;

For each executive, the three financial metrics described above were weighted between 25%-50% of a total 100% potential target bonus opportunity. Each metric could be met individually and independent of attainment of thresholds for other metrics, provided that no bonus opportunity amount would be permitted unless the non-GAAP operating profit metric is achieved at threshold level or higher.

The bonus potential ranges from 50%-200% of the target amounts previously disclosed, based on the degree of attainment of financial metrics. For each metric described above, the Committee set goals for bonus at three levels:

threshold (the achievement of which would result in a bonus opportunity amount of 50% of target bonus amounts);

target (the achievement of which would result in a bonus opportunity amount of 100% of target bonus amounts); and

maximum (the achievement of which would result in a bonus opportunity amount of 200% of target bonus amounts).

In addition, the actual bonus opportunity amount would be based on a sliding scale for achievement attained in between specified levels, although for any single metric no amount would count towards the bonus opportunity unless, at a minimum, the threshold achievement level was attained for that metric.

Second, after the bonus opportunity amount is calculated for each executive under the methodology set forth above, the Committee, in its discretion, may adjust the amount for each executive based on the Committee's evaluation of such executive's performance during the period.

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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: January 26, 2007

By: /S/ NEAL D. GOLDMAN  
Neal D. Goldman  
Senior Vice President, Chief  
Administrative and  
Legal Officer and Secretary