

Edgar Filing: AETHER SYSTEMS INC - Form SC 13G

AETHER SYSTEMS INC
Form SC 13G
May 24, 2001

Schedule 13G

Page 1 of 4

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SEC 1745 POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION
(6-00) CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM
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OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
AMENDMENT NO. _____

Aether Systems, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

00808V105

(CUSIP Number)

December 31, 1999

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule
is filed:

/ / Rule 13d-1(b)

/ / Rule 13d-1(c)

/X/ Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed

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to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Schedule 13G

Page 2 of 4

CUSIP No. 00808V105

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

3Com Corporation 94-2605794

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) / /

(b) /X/ Not Applicable

3. SEC Use Only

4. Citizenship or Place of Organization U.S.

5. Sole Voting Power -0-

6. Shared Voting Power 16,900,078

7. Sole Dispositive Power 2,643,665

8. Shared Dispositive Power -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person
16,900,078

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11. Percent of Class Represented by Amount in Row (9) 62.2%

12. Type of Reporting Person (See Instructions)

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Schedule 13G

Page 3 of 4

ITEM 1.

(a) Name of Issuer

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Aether Systems, Inc.

- (b) Address of Issuer's Principal Executive Offices:

11460 Cronridge Drive
Owings Mills, Maryland 21117

ITEM 2.

- (a) Name of Person Filing

3Com Corporation ("3Com")

- (b) Address of Principal Business Office or, if none, Residence

5400 Bayfront Plaza
Santa Clara, California 95052

- (c) Citizenship

3Com is a Delaware corporation

- (d) Title of Class of Securities

Common Stock, par value \$0.01 per share

- (e) CUSIP Number

00808V105

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

Not Applicable

ITEM 4. OWNERSHIP

- (a) Amount beneficially owned:

16,900,078

- (b) Percent of class:

62.2%

- (c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote:

0 shares of Common Stock.

- (ii) Shared power to vote or to direct the vote:

As a result of the voting agreement with Telcom-ATI Investors, L.L.C., Reuters MarketClip Holdings Sarl, and NexGen Technologies, L.L.C., 3Com has the shared power to vote 16,900,078 shares of Common Stock.

- (iii) Sole power to dispose or to direct the disposition of:

2,643,665 shares of Common Stock.

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Schedule 13G

Page 4 of 4

- (iv) Shared power to dispose or to direct the disposition of:
0 shares of Common Stock.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not Applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not Applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not Applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable

ITEM 10. CERTIFICATION

By signing below each of the undersigned certifies that, to the best of the undersigned's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: May 22, 2001

3Com Corporation

By: /s/ Mark Michael

Name: Mark Michael

Title: General Counsel and Secretary