

P COM INC  
Form 8-K  
June 28, 2005

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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):

June 27, 2005

P-Com, Inc.

(Exact name of registrant as specified in its charter)

Delaware

0-25356

77-0289371

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

1996 Lundy Avenue, San Jose, California

95131

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

408.866.3666

Not Applicable

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:

- 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On June 16, 2005, P-Com, Inc. (the "Registrant") filed a Certificate Eliminating Reference to Shares of Series D Preferred Stock from the Certificate of Incorporation of the Registrant (the "Certificate of Elimination") with the Secretary of State of the State of Delaware, which became effective upon such date.

The Certificate of Elimination eliminated from the Registrant's Certificate of Incorporation, as heretofore amended, all references to the Registrant's Series D Preferred Stock. Prior to the filing of the Certificate of Elimination, there were 2,000 shares of preferred stock designated as Series D Preferred Stock, in accordance with the certificate of designation relating thereto, but there were no outstanding shares of the Series D Preferred Stock. Pursuant to Section 245 of the General Corporation Law of the State of Delaware, stockholder approval for the filing of the Certificate of Elimination was not required.

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**SIGNATURES**

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.

P-Com, Inc.

*June 27, 2005*

By: */s/ Daniel W. Rumsey*

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*Name: Daniel W. Rumsey*

*Title: Chief Restructuring Officer*

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Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Certificate Eliminating Reference to Series D Preferred Stock from the Certificate of Incorporation of P-Com, Inc. |