

Edgar Filing: POLYCOM INC - Form SC 13G/A

POLYCOM INC
Form SC 13G/A
April 09, 2001

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

SCHEDULE 13G/A
UNDER THE SECURITIES EXCHANGE ACT OF 1934

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES
13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(AMENDMENT NO 2)*

Polycom, Inc.

(Name of Issuer)

Common Stock

(Title of Class and Securities)

73172K104

(CUSIP Number)

December 31, 2000

(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)
- (x) Rule 13d-1(c)
- () Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

SCHEDULE 13G

CUSIP No. 73172K104

- (1) NAMES OF REPORTING PERSONS
Minnesota Mining and Manufacturing Company ("3M")

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S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
41-0417775

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a)
(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
(5) SOLE VOTING POWER
1,403,702

(6) SHARED VOTING POWER
N/A

(7) SOLE DISPOSITIVE POWER
1,403,702

(8) SHARED DISPOSITIVE POWER
N/A

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,403,702

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN
SHARES*

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
1.8%

(12) TYPE OF REPORTING PERSON*
CO

ITEM 1(A). NAME OF ISSUER:
Polycom, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
1565 Barber Lane, Milpitas, CA 95035

ITEM 2(A). NAME OF PERSONS FILING:
Minnesota Mining and Manufacturing Company

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE,
RESIDENCE:

3M Center, Building 220-12E-02, P.O. Box 33428, St.
Paul, Minnesota 55133

ITEM 2(C) CITIZENSHIP:

Delaware.

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ITEM 2(D) TITLE OF CLASS OF SECURITIES:

Common Stock

ITEM 2(E) CUSIP NUMBER:

73172K104

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act.
- (b) Bank as defined in Section 3(a)(6) of the Act.
- (c) Insurance Company as defined in Section 3(a)(19) of the Act.
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person, in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Section 240.13d-1(c), check this box. [X]

ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issues identified in Item 1.

(a) Amount beneficially owned:

3M beneficially owns 1,403,702 of the outstanding shares of Common Stock, par value \$0.0005 per share of the Issuer identified in Item 1. (the "Common Stock").

(b) Percent of Class:

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1.8% (based upon 76,064,915 shares of the Company's Common Stock outstanding as of February 27, 2001, as disclosed in the Company's Form 10-K for the annual period ended December 31, 2000.)

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

(i) Sole voting power	1,403,702
(ii) Shared voting power	N/A
(iii) Sole dispositive power	1,403,702
(iv) Shared dispositive power	N/A

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [X].

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

N/A

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

N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

N/A

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

N/A

ITEM 10. CERTIFICATIONS.

By signing below I certify that, to the best of my 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.

Dated: April 6, 2001

Minnesota Mining and

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Manufacturing Company

/s/Gregg M. Larson

Name: Gregg M. Larson

Title: Assistant Secretary