

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

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**SYMANTEC CORPORATION**

(Name of Registrant as Specified In Its Charter)

**XXXX**

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(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:

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

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(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):

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(4) Proposed  
maximum  
aggregate value  
of transaction:

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(5) Total fee  
paid:

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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:

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

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(3) Filing Party:

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(4) Date Filed:

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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*