

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Schedule TO
(Rule 13e-4)**

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

BROCADE COMMUNICATIONS SYSTEMS, INC.

(Name of Subject Company (issuer) and Filing Person (Offeror))

**Options to Purchase Common Stock, Par Value \$0.001 Per Share
(Title of Class of Securities)**

111824 108

(CUSIP Number of Class of Securities' Underlying Common Stock)

**Gregory L. Reyes
Chairman of the Board and Chief Executive Officer
BROCADE COMMUNICATIONS SYSTEMS, INC.
1745 Technology Drive
San Jose, CA 95110
(408) 487-8000**

*(Name, address and telephone number of person authorized to receive notices and
communications on behalf of filing person)*

**Copies to:
Katharine A. Martin
Wilson Sonsini Goodrich & Rosati,
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304-1050
(650) 493-9300**

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
Not Applicable	Not Applicable

* Pursuant to General Instruction D to Schedule TO, no filing fee is required for pre-commencement communications.

o Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	Not applicable.
Form or Registration No.:	Not applicable.
Filing party:	Not applicable.
Date filed:	Not applicable.

x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:



This filing relates solely to a preliminary communication made before the commencement of an anticipated voluntary stock option exchange program by Brocade Communications Systems, Inc. (Brocade) The following message was sent on Tuesday, December 3, 2002, by electronic mail from Greg Reyes, Chairman of the Board and Chief Executive Officer of Brocade, to Brocade employees.

TEXT OF EMAIL SENT TO BROCADE EMPLOYEES ON DECEMBER 3, 2002

Brocadians,

At the all hands meeting before Thanksgiving, I announced our strategy to address underwater stock options with the implementation of a stock option exchange program. At a high level, you will have the option to surrender your current stock options for cancellation and receive a new grant at least six months and one day later. There are many details regarding the terms and conditions of this program, as well as legal and financial rules that we must follow to ensure a smooth and legally compliant program, which we are working hard on finalizing.

We will share detailed stock option exchange program materials with you the week of December 9th. These materials will include a detailed description of the program, the terms and conditions of the program, a stock option calculator that will allow you to understand what this means to you, as well as other related materials. We will also hold a series of employee meetings and otherwise have people available to answer any questions you may have at that time.

Regards,
Greg

Please note:

Brocade has not yet commenced the option exchange program described in this email. Upon commencement of the program, Brocade will deliver to all employees as well as file with the SEC a Schedule TO and related exhibits, including the Offer to Exchange, an Election Form and other related documents (collectively, the "Exchange Offer Documents"). Employees are strongly encouraged and advised to read all of the Exchange Offer Documents when these documents become available because they will contain important information about the offer.

The Exchange Offer Documents will also be available without charge at Brocade's website at www.brocade.com as well as the SEC website at www.sec.gov. When the information becomes available, we strongly urge eligible employees to read all the materials carefully and understand the risks before making a decision. We also strongly encourage eligible employees consult tax and financial advisors before making any decision about the program. This email does not constitute an offer to sell or exchange or the solicitation of an offer to buy or exchange any securities, nor shall there be any sale or exchange of securities in any jurisdiction in which such offer, solicitation, sale or exchange would be unlawful prior to registration or qualification of the securities under the securities laws of that jurisdiction.