

SECURITIES AND EXCHANGE COMMISSION

FORM RW

Registration withdrawal request

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**MAGINET CORP**

CIK: **1001134** | IRS No.: **942990567** | State of Incorporation: **CA** | Fiscal Year End: **1231**  
Type: **RW** | Act: **NE** | File No.: **000-21829** | Film No.: **96688091**  
SIC: **4841** Cable & other pay television services

Mailing Address  
405 TASMAN DRIVE  
SUNNYVALE CA 94089

Business Address  
405 TASMAN DRIVE  
SUNNYVALE CA 94089  
4087521000

MAGINET CORPORATION  
405 TASMAN DRIVE  
SUNNYVALE, CALIFORNIA 94089

December 30, 1996

Securities and Exchange Commission  
Division of Corporate Finance  
450 Fifth Street, NW  
Washington, DC 20549

Attn: Nancy Oremland, Esq.  
John Weitzel, Esq.  
Melanie Fowler, Esq.  
James M. Daley, Esq.

Re: MAGINET CORPORATION REGISTRATION STATEMENT ON FORM S-1  
(FILE NO. 333-12185):  
REVOCATION OF REQUEST FOR ACCELERATION OF EFFECTIVENESS AND  
REQUEST FOR WITHDRAWAL OF REGISTRATION STATEMENT ON FORM 8-A

Ladies and Gentlemen:

Due to market conditions MagiNet Corporation (the "Registrant") hereby revokes the acceleration request filed with the Securities and Exchange Commission on December 12, 1996 with respect to the Registrant's Registration Statement on Form S-1 (File No. 333-12185), pursuant to which the Registrant had requested that its Registration Statement be declared effective at 4:30 p.m. Eastern Standard Time on Monday, December 16, 1996. In addition, the Registrant hereby revokes its December 5, 1996 request that the Commission make the Registrant's Form 8-A Registration Statement effective simultaneous with the effectiveness of the Form S-1.

The Registrant also hereby withdraws the Registrant's Form 8-A Registration Statement filed December 5, 1996, to prevent such Registration Statement from automatically becoming effective within sixty days. Please note that the Registrant is not withdrawing its Registration Statement on Form S-1 at this time. Thank you for your attention to this matter.

Sincerely,

MAGINET CORPORATION

By: /s/ JAMES A. BARTH

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Print Name: James A. Barth

Title: Executive Vice-President, Chief  
Financial Officer