

GLOBECOMM SYSTEMS INC

Form 10-Q

May 10, 2010

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q**

**(MARK ONE)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended March 31, 2010**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number: 000-22839**

**Globecomm Systems Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware  
(State or other jurisdiction of  
incorporation or organization)**

**11-3225567  
(I.R.S. Employer  
Identification No.)**

**45 Oser Avenue,  
Hauppauge, NY  
(Address of principal executive offices)**

**11788  
(Zip Code)**

**Registrant's telephone number, including area code: (631) 231-9800**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act).

Yes  No

As of May 6, 2010, there were 21,443,702 shares of the registrant's Common Stock outstanding.



**GLOBECOMM SYSTEMS INC.**  
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**Table of Contents****PART I FINANCIAL INFORMATION****Item 1. Financial Statements**

**GLOBECOMM SYSTEMS INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands, except share data)

	<b>March 31, 2010 (Unaudited)</b>	<b>June 30, 2009</b>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 37,076	\$ 44,034
Restricted cash	5,027	
Accounts receivable, net	46,748	45,438
Inventories	33,648	17,043
Prepaid expenses and other current assets	2,632	2,292
Deferred income taxes	1,070	1,058
 Total current assets	 126,201	 109,865
 Fixed assets, net	 37,691	 33,379
Goodwill	37,606	25,613
Intangibles, net	16,648	11,020
Deferred income taxes	8,129	10,214
Other assets	1,625	1,448
 Total assets	 \$ 227,900	 \$ 191,539
 <b>Liabilities and Stockholders Equity</b>		
Current liabilities:		
Accounts payable	\$ 29,446	\$ 22,468
Deferred revenues	6,704	5,259
Accrued payroll and related fringe benefits	4,893	4,348
Other accrued expenses	9,191	3,146
Current portion of long term debt	2,500	
 Total current liabilities	 52,734	 35,221
 Other liabilities	 2,799	 924
Long term debt	10,000	
Deferred income taxes	582	582
 Commitments and contingencies		
 Stockholders equity:		

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Series A Junior Participating, shares authorized, issued and outstanding: none at March 31, 2010 and June 30, 2009

Common stock, \$.001 par value, 50,000,000 shares authorized, shares issued:

21,894,303 at March 31, 2010 and 21,339,807 at June 30, 2009

	21	21
Additional paid-in capital	187,858	184,736
Accumulated deficit	(23,361)	(27,248)
Treasury stock, at cost, 465,351 shares at March 31, 2010 and June 30, 2009	(2,781)	(2,781)
Accumulated other comprehensive income	48	84
 Total stockholders' equity	 161,785	 154,812
 Total liabilities and stockholders' equity	 \$ 227,900	 \$ 191,539

See accompanying notes.

**Table of Contents****GLOBECOMM SYSTEMS INC.****CONSOLIDATED STATEMENTS OF OPERATIONS****(In thousands, except per share data)****(Unaudited)**

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>March</b>	<b>March</b>	<b>March</b>	<b>March 31,</b>
	<b>31,</b>	<b>31,</b>	<b>31,</b>	<b>2009</b>
	<b>2010</b>	<b>2009</b>	<b>2010</b>	
Revenues from infrastructure solutions	\$ 18,782	\$ 19,396	\$ 61,362	\$ 64,269
Revenues from services	34,018	19,198	96,196	56,657
Total revenues	52,800	38,594	157,558	120,926
Costs and operating expenses:				
Costs from infrastructure solutions	14,853	15,938	50,486	53,124
Costs from services	24,822	14,386	70,907	42,899
Selling and marketing	3,943	2,891	10,817	9,220
Research and development	760	636	2,272	1,456
General and administrative	6,478	3,892	17,209	11,256
Total costs and operating expenses	50,856	37,743	151,691	117,955
Income from operations	1,944	851	5,867	2,971
Interest income	58	33	326	511
Interest (expense)	(50)		(50)	
Income before income taxes	1,952	884	6,143	3,482
Provision for income taxes	707	342	2,256	1,164
Net income	\$ 1,245	\$ 542	\$ 3,887	\$ 2,318
Basic net income per common share	\$ 0.06	\$ 0.03	\$ 0.19	\$ 0.11
Diluted net income per common share	\$ 0.06	\$ 0.03	\$ 0.19	\$ 0.11
Weighted-average shares used in the calculation of basic net income per common share	20,601	20,210	20,466	20,184
Weighted-average shares used in the calculation of diluted net income per common share	21,030	20,357	20,884	20,479

See accompanying notes.

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## GLOBECOMM SYSTEMS INC.

**CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS EQUITY  
FOR THE NINE MONTHS ENDED MARCH 31, 2010**

(In thousands)

(Unaudited)

	<b>Common Stock Shares</b>	<b>Common Stock Amount</b>	<b>Additional Paid-in Capital</b>	<b>Accumulated Deficit</b>	<b>Accumulated Other Comprehensive Income</b>	<b>Treasury Stock Shares</b>	<b>Treasury Stock Amount</b>	<b>Total Stockholders Equity</b>
Balance at June 30, 2009	21,340	\$ 21	\$ 184,736	\$ (27,248)	\$ 84	465	\$ (2,781)	\$ 154,812
Proceeds from exercise of stock options	34		181					181
Stock compensation expense			1,704					1,704
Grant of restricted shares	351							
Tax benefit from stock compensation plan			2					2
Proceeds from sale of common stock	65		497					497
Grant of shares based upon Telaurus earn out	104		738					738
Comprehensive income:								
Net income				3,887				3,887
Foreign currency translation					(36)			(36)
Total comprehensive income								3,851
Balance at March 31, 2010	21,894	\$ 21	\$ 187,858	\$ (23,361)	\$ 48	465	\$ (2,781)	\$ 161,785

See accompanying notes.

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**Table of Contents****GLOBECOMM SYSTEMS INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS****(In thousands)****(Unaudited)**

	<b>Nine Months Ended</b>	
	<b>March</b>	<b>March 31,</b>
	<b>31,</b>	<b>2009</b>
	<b>2010</b>	<b>2009</b>
<b>Operating Activities:</b>		
Net income	\$ 3,887	\$ 2,318
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	5,391	4,198
Provision for doubtful accounts	679	656
Deferred income taxes	2,086	1,121
Stock compensation expense	1,704	1,889
Tax benefit from stock compensation plan	2	2
Changes in operating assets and liabilities, excluding the effect of acquisition:		
Accounts receivable	1,969	9,121
Inventories	(16,191)	(4,315)
Prepaid expenses and other current assets	362	(348)
Other assets	(156)	(203)
Accounts payable	3,410	(7,254)
Deferred revenue	1,361	(3,146)
Accrued payroll and related fringe benefits	298	(2,782)
Other accrued expenses	1,315	80
Other liabilities	(131)	(30)
Net cash provided by operating activities	5,986	1,307
<b>Investing Activities:</b>		
Purchases of fixed assets	(6,823)	(2,510)
Acquisition of business, net of cash received	(13,901)	
Cash payment for Telaurus earn out	(353)	
Restricted cash	(5,000)	(6,170)
Net cash used in investing activities	(26,077)	(8,680)
<b>Financing Activities:</b>		
Proceeds from exercise of stock options	181	110
Borrowings under acquisition loan	12,500	
Proceeds from sale of common stock	497	

Net cash provided by financing activities	13,178	110
Effect of foreign currency translation on cash	(45)	6
Net decrease in cash and cash equivalents	(6,958)	(7,257)
Cash and cash equivalents at beginning of period	44,034	51,399
Cash and cash equivalents at end of period	\$ 37,076	\$ 44,142
<b>Supplemental Disclosure of Cash Flow Information:</b>		
Cash paid for interest	\$	\$
Cash paid for income taxes	342	185

See accompanying notes.

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**GLOBECOMM SYSTEMS INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**MARCH 31, 2010**

**(Unaudited)**

**1. Basis of Presentation**

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all material adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation of the results for such periods have been included. The consolidated balance sheet at June 30, 2009 has been derived from the audited consolidated financial statements at that date but does not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. The results of operations for the three or nine months ended March 31, 2010, are not necessarily indicative of the results that may be expected for the full fiscal year ending June 30, 2010, or for any future period.

The accompanying consolidated financial statements should be read in conjunction with the audited consolidated financial statements of the Company for the fiscal year ended June 30, 2009 and the accompanying notes thereto contained in the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on September 14, 2009.

*Principles of Consolidation*

The consolidated financial statements include the accounts of the Company and its direct and indirect wholly-owned subsidiaries, Globecomm Network Services Corporation ( GNSC ), Globecomm Services Maryland ( GSM ), Cachendo LLC ( Cachendo ), B.V. Mach 6 ( Mach 6 ), Telaurus Communications LLC ( Telaurus ), Melat Networks Inc. ( Melat ), Evolution Communications Group Limited B.V.I. ( Evocomm ), Carrier to Carrier Telecom B.V. ( C2C ) and Evosat SA Proprietary Ltd ( Evosat ) (collectively, the Company ). All significant intercompany balances and transactions have been eliminated in consolidation.

*Accounting Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

*Revenue Recognition*

The Company recognizes revenue for its production-type contracts that are sold separately as standard satellite ground segment systems when persuasive evidence of an arrangement exists, the selling price is fixed or determinable, collectability is reasonably assured, delivery has occurred and the contractual performance specifications have been met. The Company's standard satellite ground segment systems produced in connection with these contracts are typically short-term (less than twelve months in term) and manufactured using a standard modular production process. Such systems require less engineering, drafting and design efforts than the Company's long-term complex production-type projects. Revenue is recognized on the Company's standard satellite ground segment systems upon shipment and acceptance of factory performance testing, which is when title transfers to the customer. The amount of revenues recorded on each standard production-type contract is reduced by the customer's contractual holdback amount, which typically requires 10% to 30% of the contract value to be retained by the customer until installation and final acceptance is complete. The customer generally becomes obligated to pay 70% to 90% of the contract value upon shipment and acceptance of factory performance testing. Installation is not deemed to be essential to the functionality of the system since installation does not require significant changes to the features or capabilities of the system, does not require complex software integration and interfacing and the Company has not experienced any difficulties installing such equipment. In addition, the customer or other third



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party vendors can install the system. The estimated relative fair value of the installation services is determined by management, which is typically less than the customer's contractual holdback percentage. If the holdback is less than the fair value of installation, the Company will defer recognition of revenues, determined on a contract-by-contract basis equal to the fair value of the installation services. Payments received in advance by customers are deferred until shipment and are presented as deferred revenues in the accompanying consolidated balance sheets.

The Company recognizes revenue using the percentage-of-completion method of accounting upon the achievement of certain contractual milestones for its non-standard, complex production-type contracts for the production of satellite ground segment systems and equipment that are generally integrated into the customer's satellite ground segment network. The equipment and systems produced in connection with these contracts are typically long-term (in excess of twelve months in term) and require significant customer-specific engineering, drafting and design effort in order to effectively integrate all of the customizable earth station equipment into the customer's ground segment network. These contracts generally have larger contract values, greater economic risks and substantive specific contractual performance requirements due to the engineering and design complexity of such systems and related equipment. Progress payments received in advance by customers are netted against the inventory balances in the accompanying consolidated balance sheets.

Contract costs generally include purchased material, direct labor, overhead and other direct costs. Anticipated contracted losses are recognized, as they become known.

Revenues from services consist of managed network services and lifecycle support services for a broad variety of communications applications. Service revenues are recognized ratably over the period in which services are provided. Payments received in advance of services are deferred until the period such services are provided and are presented as deferred revenues in the accompanying consolidated balance sheets.

*Costs from Infrastructure Solutions*

Costs from infrastructure solutions consist primarily of the costs of purchased materials (including shipping and handling costs), direct labor and related overhead expenses, project-related travel and living costs and subcontractor salaries.

*Costs from Services*

Costs from services relating to Internet-based services consist primarily of satellite space segment charges, Internet connectivity fees, voice termination costs and network operations expenses. Satellite space segment charges consist of the costs associated with obtaining satellite bandwidth (the measure of capacity) used in the transmission of services to and from the satellites leased from operators. Network operations expenses consist primarily of costs associated with the operation of the network operation centers, on a twenty-four hour a day, seven-day a week basis, including personnel and related costs and depreciation.

*Research and Development*

Research and development expenditures are expensed as incurred.

*Stock-Based Compensation*

Stock compensation expense was approximately \$640,000 and \$1,704,000 for the three and nine months ended March 31, 2010, respectively. Stock compensation expense was approximately \$670,000 and \$1,889,000 for the three and nine months ended March 31, 2009, respectively. As of March 31, 2010, there was approximately \$209,000 of unrecognized compensation cost related to non-vested outstanding stock options. The cost is expected to be recognized over a weighted-average period of 2.2 years. As of March 31, 2010, there was approximately \$4,342,000 of unrecognized compensation cost related to non-vested stock-based compensation related to restricted shares and restricted share units. The cost is expected to be recognized over a weighted-average period of 2.1 years.

**Table of Contents***Goodwill and Other Intangible Assets*

Goodwill represents the excess of the purchase price of businesses over the fair value of the identifiable net assets acquired. Goodwill and other indefinite life intangible assets are tested for impairment at least annually. The impairment test for goodwill uses a two-step approach, which is performed at the reporting unit level. Step one compares the fair value of the reporting unit (calculated using a discounted cash flow method) to its carrying value. If the carrying value exceeds the fair value, there is a potential impairment and step two must be performed. Step two compares the carrying value of the reporting unit's goodwill to its implied fair value (i.e., fair value of the reporting unit less the fair value of the unit's assets and liabilities, including identifiable intangible assets). If the carrying value of goodwill exceeds its implied fair value, the excess is required to be recorded as an impairment charge.

The carrying value of goodwill was approximately \$37,606,000 and \$25,613,000 at March 31, 2010 and June 30, 2009, respectively, which related to the services reporting unit. The Company performs the goodwill impairment test annually in the fourth quarter. There have been no events during the nine months ended March 31, 2010 that would indicate that goodwill was impaired. The Company recorded additional goodwill of approximately \$1,115,000 related to the issuance of approximately 104,000 common shares, and approximately \$353,000 cash on January 22, 2010 to the former owners of Telaurus, as the first milestone of the earn-out provision under the terms of the purchase agreement was achieved.

Intangibles subject to amortization consist of the following:

	<b>March 31, 2010 (Unaudited)</b>	<b>June 30, 2009</b>	<b>Depreciable life</b>
	<b>(In thousands)</b>		
Customer relationships	\$ 16,279	10,574	8-15 years
Software	1,287	1,162	5 years
Contracts backlog	1,771	971	6 months-2 years
Covenant not to compete	125	125	5 years
Trademarks	82	51	3-5 years
	19,544	12,883	
Less accumulated amortization	2,896	1,863	
Intangibles, net	\$ 16,648	\$ 11,020	

Amortization is calculated using the straight-line method over the estimated useful lives of the assets. Amortization expense of \$330,000 and \$1,033,000 was included in general and administrative expenses in the three and nine months ended March 31, 2010, respectively. Amortization expense of \$158,000 and \$356,000 was included in general and administrative expenses in the three and nine months ended March 31, 2009, respectively.

Total amortization expense for the following fiscal years related to these intangible assets is expected to be as follows (in thousands):

2010 (remainder of fiscal year)	\$ 508
2011	2,024
2012	1,889
2013	1,608
2014	1,582

*Comprehensive Income*

Comprehensive income for the three and nine months ended March 31, 2010 of approximately \$1,193,000 and \$3,851,000 includes an unrealized foreign currency translation loss of \$52,000 and \$36,000, respectively.





**Table of Contents***Income Taxes*

## Deferred Tax Assets

The Company estimates income taxes in each of the taxing jurisdictions in which the Company operates and regularly estimates the ability to recover deferred income taxes and reports such deferred tax assets at the amount that is determined to be more-likely-than-not recoverable. This process involves estimating current tax expense together with assessing any temporary differences resulting from the different treatment of certain items, such as the timing for recognizing revenue and expenses for tax and accounting purposes. These differences may result in deferred tax assets and liabilities, which are included in the consolidated balance sheets. The Company is required to assess the likelihood that the deferred tax assets, which include net operating loss carry forwards and temporary differences that are expected to be deductible in future years, will be recoverable from future taxable income or other tax planning strategies. If recovery is not likely, a valuation allowance must be provided based on estimates of future taxable income in the various taxing jurisdictions, and the amount of deferred taxes that are ultimately realizable. The provision for current and deferred taxes involves evaluations and judgments of uncertainties in the interpretation of complex tax regulations. This evaluation considers several factors, including an estimate of the likelihood of generating sufficient taxable income in future periods, the effect of temporary differences, the expected reversal of deferred tax liabilities, and available tax planning strategies.

## Uncertainty in Tax Positions

The Company recognizes in its financial statements the benefits of tax return positions if that tax position is more likely than not to be sustained on audit, based on its technical merits. At March 31, 2010 and June 30, 2009, the Company had a liability for unrecognized tax benefits of approximately \$106,000 which if recognized in the future, would favorably impact the Company's effective tax rate. The Company records both accrued interest and penalties related to income tax matters, if any, in the provision for income taxes in the accompanying consolidated statements of operations. At March 31, 2010 and June 30, 2009, the Company had not accrued any amounts for the potential payment of penalties and interest.

The Company is subject to taxation in the U.S. and various state and foreign taxing jurisdictions. The Company's federal tax returns for the 2009 tax year remain subject to examination. The Company files in numerous state jurisdictions with varying statutes of limitation.

*Product Warranties*

The Company offers warranties on its contracts, the specific terms and conditions of which vary depending upon the contract and work performed. Generally, a basic limited warranty, including parts and labor, is provided to customers for one year. The Company can recoup certain of these costs through product warranties it holds with its original equipment manufacturers, which typically are one year in term. Historically, warranty expense has been minimal, however, management periodically assesses the need for any additional warranty reserve.

*Foreign exchange contracts*

In January 2010, the Company entered into foreign currency forward exchange contracts to purchase approximately 2.3 million Euros (approximately \$3.3 million U.S. Dollars) to cover specific purchase commitments for an infrastructure program. As the contracts do not qualify for hedge accounting, in the third quarter of fiscal 2010, the Company recorded approximately \$195,000 to general and administrative expense in the three and nine months ended March 31, 2010 to adjust these contracts to market value as of March 31, 2010.

*Restricted Cash*

Restricted cash primarily consists of cash held in escrow for potential earn-out payments to previous owners of C2C and Evocomm if certain milestones are reached.

*Subsequent Events*

In the preparation of its consolidated financial statements, the Company considered subsequent events through the date the Company's consolidated financial statements were filed with the Securities and Exchange Commission.

*Recent Accounting Pronouncements*

On July 1, 2009 the Company adopted the accounting pronouncement relating to business combinations, including assets acquired and liabilities assumed arising from contingencies. Changes for business combination transactions pursuant to this pronouncement include, among others, expensing acquisition-related transaction costs



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as incurred, the recognition of contingent consideration arrangements at their acquisition date fair value and capitalization of in-process research and development assets acquired at their acquisition date fair value. The adoption of this pronouncement resulted in the inclusion of acquisition related costs of \$940,000 in general and administrative expenses in the three and nine months ended March 31, 2010.

The Company adopted the accounting pronouncement regarding the general standards of accounting for, and disclosure of, events that occur after the balance sheet date but before the financial statements are issued. This pronouncement was effective prospectively for interim and annual reporting periods ending after June 15, 2009.

In October 2009, the FASB issued Accounting Standards Update No. 2009-13 ( ASU 2009-13 ), Multiple-Deliverable Revenue Arrangements which updates ASC Topic 605-25, Multiple Elements Arrangements, of the FASB codification. ASU 2009-13 provides new guidance on how to determine if an arrangement involving multiple deliverables contains more than one unit of accounting, and if so allows companies to allocate arrangement considerations in a manner more consistent with the economics of the transaction. ASU 2009-13 is effective for the Company, prospectively, for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010 (the Company's fiscal year 2011); early application is permitted. The Company is currently evaluating the impact of adopting ASU 2009-13 on its financial statements.

**2. Basic and Diluted Net Income Per Common Share**

Basic net income per common share is computed by dividing the net income for the period by the weighted-average number of common shares outstanding for the period. For diluted earnings per share the weighted average shares include the incremental common shares issuable upon the exercise of stock options, warrants, and unvested restricted shares (using the treasury stock method). The incremental common shares for stock options, warrants and unvested restricted shares are excluded from the calculation of diluted net income per share, if their effect is anti-dilutive. Diluted net income per share for the three and nine months ended March 31, 2010 excludes the effect of approximately 836,000 stock options and restricted shares in the calculation of the incremental common shares, as their effect would have been anti-dilutive. Diluted net income per share for the three and nine months ended March 31, 2009 excludes the effect of approximately 1,364,000 and 1,024,000 stock options and restricted shares in the calculation of the incremental common shares, respectively, as their effect would have been anti-dilutive.

**3. Inventories**

Inventories consist of the following:

	<b>March 31, 2010 (Unaudited)</b>	<b>June 30, 2009</b>
	<b>(In thousands)</b>	
Raw materials and component parts	\$ 1,447	\$ 797
Work-in-progress	33,475	18,243
	34,922	19,040
Less progress payments	1,274	1,997
	<b>\$ 33,648</b>	<b>\$ 17,043</b>

**4. Segment Information**

The Company operates through two business segments. Its infrastructure solutions segment, through Globecom Systems Inc., is engaged in the design, assembly and installation of ground segment systems and networks. Its services segment, through GNSC, GSM, Cachendo, Mach 6, Telaurus, Melat, Evocomm, C2C, and Evosat provides satellite communication services capabilities.

The Company's reportable segments are business units that offer different products and services. The reportable segments are each managed separately because they provide distinct products and services.



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The following is the Company's business segment information for the three and nine months ended March 31, 2010 and 2009 and as of March 31, 2010 and June 30, 2009:

	<b>Three Months Ended March 31, 2010</b>	<b>March 31, 2009</b>	<b>Nine Months Ended March 31, 2010</b>	<b>March 31, 2009</b>
	<b>(Unaudited)</b>			
	<b>(In thousands)</b>			
<b>Revenues:</b>				
Infrastructure solutions	\$ 18,849	\$ 19,589	\$ 62,193	\$ 64,585
Services	35,834	19,360	102,831	57,426
Intercompany eliminations	(1,883)	(355)	(7,466)	(1,085)
<b>Total revenues</b>	<b>\$ 52,800</b>	<b>\$ 38,594</b>	<b>\$ 157,558</b>	<b>\$ 120,926</b>
<b>Income (loss) from operations:</b>				
Infrastructure solutions	\$ (2,388)	\$ (1,593)	\$ (5,327)	\$ (4,124)
Services	4,330	2,440	11,248	7,078
Interest income	58	33	326	511
Interest expense	(50)		(50)	
Intercompany eliminations	2	4	(54)	17
<b>Income before income taxes</b>	<b>\$ 1,952</b>	<b>\$ 884</b>	<b>\$ 6,143</b>	<b>\$ 3,482</b>
<b>Depreciation and amortization:</b>				
Infrastructure solutions	\$ 444	\$ 516	\$ 1,411	\$ 1,531
Services	1,535	945	4,006	2,701
Intercompany eliminations	(9)	(11)	(26)	(34)
<b>Total depreciation and amortization</b>	<b>\$ 1,970</b>	<b>\$ 1,450</b>	<b>\$ 5,391</b>	<b>\$ 4,198</b>
<b>Expenditures for long-lived assets:</b>				
Infrastructure solutions	\$ 193	\$ 252	\$ 735	\$ 792
Services	747	623	6,088	1,718
<b>Total expenditures for long-lived assets</b>	<b>\$ 940</b>	<b>\$ 875</b>	<b>\$ 6,823</b>	<b>\$ 2,510</b>
<b>Assets:</b>				
Infrastructure solutions			\$ 196,682	\$ 191,677

Services	114,260	72,544
Intercompany eliminations	(83,042)	(72,682)
Total assets	\$ 227,900	\$ 191,539

## 5. Long Term Debt

### Line of Credit

On March 11, 2009, the Company entered into a committed secured credit facility with Citibank, N.A. The credit facility has been extended and expires on May 31, 2010. The credit facility is comprised of a \$50 million line of credit (the Line ) and a foreign exchange line in the amount of \$10 million. The Line includes the following sublimits: (a) \$30 million available for standby letters of credit; (b) \$20 million available for commercial letters of credit; (c) a line for up to two term loans, each having a term of no more than five years, in the aggregate amount of up to \$25 million that can be used for acquisitions; and (d) \$7.5 million available for revolving credit borrowings.

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At the discretion of the Company, advances under the Line bear interest at the prime rate or LIBOR plus applicable margin based on the Company's leverage ratio and are collateralized by a first priority security interest on all of the personal property of the Company. At March 31, 2010 the applicable margin on the LIBOR rate was 200 basis points. The Company is required to comply with various ongoing financial covenants, including with respect to the Company's leverage ratio, liquidity ratio, minimum cash balance, debt service ratio and minimum capital base, with which the Company was in compliance at March 31, 2010. As of March 31, 2010, in addition to the acquisition term note described below there were standby letters of credit of approximately \$9.8 million, which were applied against and reduced the amounts available under the credit facility.

**Acquisition Loan**

The purchase of C2C and Evocomm was funded, in part, through a five-year \$12.5 million acquisition term loan (Acquisition Loan) provided by Citibank, N.A on March 5, 2010, under the existing credit facility. The Acquisition Loan bears interest at the prime rate or LIBOR plus 225 basis points, at the Company's discretion. The balance is to be paid in equal monthly installments, excluding interest, of approximately \$208,333 beginning on April 1, 2010. The interest rate in effect as of March 31, 2010 was approximately 2.5%. At March 31, 2010, \$12.5 million was outstanding of which \$2.5 million was due within one year. Future minimum payments under this agreement, excluding interest, total \$2.5 million for each of the next five years.

**6. Acquisition**

On March 5, 2010, the Company, acting through its indirect wholly-owned subsidiaries Globecomm Holdings B.V. and Globecomm (BVI) Ltd, acquired from Carrier to Carrier Telecom Holdings Ltd (the Seller), a privately owned company, all of the issued shares of Carrier to Carrier Telecom B.V. (C2C), a company incorporated in the Netherlands, and the business assets of Evocomm Communications Limited, or Evocomm, each of C2C and Evocomm being a wholly-owned subsidiary of the Seller. Pursuant to the terms of the acquisition the Company also acquired from Evocomm all the issued shares of Evosat (Pty) Ltd, a company incorporated in South Africa.

C2C employs approximately 22 staff and provides satellite services across Africa, the Middle East, Europe and Asia, and maintains services in the Atlantic, Mediterranean, Gulf of Mexico and Indian Ocean regions through its teleport facility in the Netherlands. Evosat and Evocomm employ approximately 11 staff and provide mobile communications through C2C, Immarsat land-based BGAN (Broadband Global Area Networks) and maritime-based fleet broadband capabilities.

Pursuant to the terms of the Acquisition Agreement, the Company paid a cash purchase price of \$15.0 million (funded through \$2.5 million of the Company's current cash position and \$12.5 million through the Acquisition Loan issued under the Company's existing credit facility). The Seller also may be entitled to receive additional cash payments of up to an aggregate of \$10.9 million, subject to an earn-out based upon the acquired businesses achieving certain earnings milestones within twenty-four months following the closing. The Company has estimated the fair value of the earn out to be \$5.3 million which has been recorded in the consolidated balance sheet.

The Company has accounted for the acquisition as a purchase under the purchase method of accounting. The assets and liabilities of C2C and Evocomm are recorded as of the acquisition date at their respective fair values and consolidated with those of the Company. The excess of the purchase price over the net assets acquired was recorded as goodwill of approximately \$10,877,000 and is not deductible for income tax purposes.

The purchase price allocation was as follows (in thousands):

Total current assets	\$ 7,920
Fixed assets	1,828
Other assets	30
Goodwill	10,877
Customer relationships	5,705
Software	125
Contracts backlog	800
Trademarks	31
Liabilities	(6,975)

Total Purchase Price

\$ 20,341



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The following unaudited pro forma information assumes that the acquisition of C2C and Evocomm occurred on July 1 of the year presented, after giving effect to certain adjustments, including amortization of intangibles, increased interest expense on the Acquisition Loan, decreased interest income due to use of cash to partially fund the acquisition, and income tax adjustments. The pro forma results are not necessarily indicative of the results of operations that would actually have occurred had the transaction taken place on the date indicated or of the results that may occur in the future:

	<b>Nine Months Ended March 31, 2010 (in thousands) (unaudited)</b>
Revenues	\$ 171,970
Net income	\$ 4,568
Basic net income per common share	\$ 0.22
Diluted net income per common share	\$ 0.22

The purchase price allocation is preliminary and subject to finalization of a valuation.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

You should read the following discussion of our financial condition and results of operations with the consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q. This discussion contains, in addition to historical information, forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, based on our current expectations, assumptions, estimates and projections. These forward-looking statements involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, such as, among others, uncertain demand for our services and products due to economic and industry-specific conditions, the risks associated with operating in international markets, our dependence on a limited number of contracts for a high percentage of our revenues and significant revenues relating to Afghanistan and the impact on our customers or potential customers for infrastructure projects from the current worldwide economic downturn. These risks and others are more fully described in the Risk Factors section of this Quarterly Report and in our other filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. We undertake no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other events occur in the future.

**Overview**

Our business is global and subject to technological and business trends in the telecommunications marketplace. We derive much of our revenue from government and government related entities (government marketplace) and developing countries. Our business is therefore affected by geopolitical developments involving areas of the world in which our customers are located, particularly in developing countries and areas of the world involved in armed conflicts, which directly impact our military-related sector business, particularly with regard to the conflict in Afghanistan.

The products and services we offer include: pre-engineered systems, systems design and integration services, access, hosted, and lifecycle support services. To provide these products and services, we engineer all the necessary satellite and terrestrial facilities as well as provide the integration services required to implement those



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facilities. We operate and maintain managed networks and provide life cycle support services on an ongoing basis. Our customers generally have network service requirements that include point-to-point or point-to-multipoint connections via a hybrid network of satellite and terrestrial facilities. In addition to the government marketplace, these customers are communications service providers, commercial enterprises and media and content broadcasters.

Since our products and services are often sold into areas of the world which do not have fiber optic land-based networks, a substantial portion of our revenue is derived from, and is expected to continue to be derived from, developing countries. These countries carry with them more enhanced risks of doing business than in developed areas of the world, including the possibility of armed conflicts or the risk that more advanced land-based telecommunications will be implemented over time, and less developed legal protection for intellectual property.

Although the identity of customers and contracts may vary from period to period, we have been, and expect to continue to be, dependent on revenues from a small number of customers or contracts in each period in order to meet our financial goals. From time to time these customers are located in developing countries or otherwise subject to unusual risks.

Revenues related to contracts for infrastructure solutions and services have been fixed-price contracts in a majority of cases. Profitability of such contracts is subject to inherent uncertainties as to the cost of performance. In addition to possible errors or omissions in making initial estimates, cost overruns may be incurred as a result of unforeseen obstacles, including both physical conditions and unexpected problems encountered in engineering design and testing. Since our business is frequently concentrated in a limited number of large contracts, a significant cost overrun on any contract could have a material adverse effect on our business, financial condition and results of operations.

Contract costs generally include purchased material, direct labor, overhead and other direct costs. Anticipated contract losses are recognized, as they become known. Costs from infrastructure solutions consist primarily of the costs of purchased materials (including shipping and handling costs), direct labor and related overhead expenses, project-related travel and living costs and subcontractor salaries. Costs from services consist primarily of satellite space segment charges, voice termination costs, network operations expenses and Internet connectivity fees. Satellite space segment charges consist of the costs associated with obtaining satellite bandwidth (the measure of capacity) used in the transmission of services to and from the satellites leased from operators. Network operations expenses consist primarily of costs associated with the operation of the network operations center on a twenty-four hour a day, seven-day a week basis, including personnel and related costs and depreciation. Selling and marketing expenses consist primarily of salaries, travel and living costs for sales and marketing personnel. Research and development expenses consist primarily of salaries and related overhead expenses. General and administrative expenses consist of expenses associated with our management, finance, contract, administrative functions and amortization of intangible assets.

### **Critical Accounting Policies**

Certain of our accounting policies require judgment by management in selecting the appropriate assumptions for calculating financial estimates. By their nature, these judgments are subject to an inherent degree of uncertainty. These judgments are based on our historical experience, the terms of existing contracts, our observance of trends in the industry, information provided by our customers, and information available from other outside sources, as appropriate. Actual results may differ from these judgments under different assumptions or conditions. Our accounting policies that require management to apply significant judgment include:

#### ***Revenue Recognition***

We recognize revenue for our production-type contracts that are sold separately as standard satellite ground segment systems when persuasive evidence of an arrangement exists, the selling price is fixed or determinable, collectability is reasonably assured, delivery has occurred and the contractual performance specifications have been met. Our standard satellite ground segment systems produced in connection with these contracts are typically short-term (less than twelve months in term) and manufactured using a standard modular production process. Such systems require less engineering, drafting and design efforts than our long-term complex production-type projects. Revenue is recognized on our standard satellite ground segment systems upon shipment and acceptance of factory

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performance testing, which is when title transfers to the customer. The amount of revenues recorded on each standard production-type contract is reduced by the customer's contractual holdback amount, which typically requires 10% to 30% of the contract value to be retained by the customer until installation and final acceptance is complete. The customer generally becomes obligated to pay 70% to 90% of the contract value upon shipment and acceptance of factory performance testing. Installation is not deemed to be essential to the functionality of the system since installation does not require significant changes to the features or capabilities of the equipment, does not require complex software integration and interfacing and we have not experienced any difficulties installing such equipment. In addition, the customer or other third party vendors can install the equipment. The estimated relative fair value of the installation services is determined by management, which is typically less than the customer's contractual holdback percentage. If the holdback is less than the fair value of installation, we will defer recognition of revenues, determined on a contract-by-contract basis equal to the fair value of the installation services. Payments received in advance by customers are deferred until shipment and are presented as deferred revenues.

We recognize revenue using the percentage-of-completion method of accounting upon the achievement of certain contractual milestones for our non-standard, complex production-type contracts for the production of satellite ground segment systems and equipment that are generally integrated into the customer's satellite ground segment network. The equipment and systems produced in connection with these contracts are typically long-term (in excess of twelve months in term) and require significant customer-specific engineering, drafting and design effort in order to effectively integrate all of the customizable earth station equipment into the customer's ground segment network. These contracts generally have larger contract values, greater economic risks and substantive specific contractual performance requirements due to the engineering and design complexity of such systems and related equipment. Progress payments received in advance by customers are netted against the inventories balance.

The timing of our revenue recognition is primarily driven by achieving shipment, final acceptance or other contractual milestones. Project risks including project complexity, political and economic instability in certain regions in which we operate, export restrictions, tariffs, licenses and other trade barriers which may result in the delay of the achievement of revenue milestones. A delay in achieving a revenue milestone may negatively impact our results of operations.

***Costs from Infrastructure Solutions***

Costs related to our production-type contracts and our non-standard, complex production-type contracts rely on estimates based on total expected contract costs. Typically, these contracts are fixed price projects. We use estimates of the costs applicable to various elements which we believe are reasonable. Our estimates, are assessed continually during the term of these contracts and costs are subject to revisions as the contract progresses to completion. These estimates are subjective based on management's assessment of project risk. These risks may include project complexity and political and economic instability in certain regions in which we operate. Revisions in cost estimates are reflected in the period in which they become known. A significant revision in an estimate may negatively impact our results of operations. In the event an estimate indicates that a loss will be incurred at completion, we record the loss as it becomes known.

***Goodwill and Other Intangible Assets Impairment***

Goodwill represents the excess of the purchase price of businesses over the fair value of the identifiable net assets acquired. The amount of goodwill recorded in our balance sheet has significantly increased over the recent past as we have made several acquisitions. Goodwill and other indefinite life intangible assets are tested for impairment at least annually. The impairment test for goodwill uses a two-step approach, which is performed at the reporting unit level. Step one compares the fair value of the reporting unit (calculated using a discounted cash flow method) to its carrying value. If the carrying value exceeds the fair value, there is a potential impairment and step two must be performed. Step two compares the carrying value of the reporting unit's goodwill to its implied fair value (i.e., fair value of the reporting unit less the fair value of the unit's assets and liabilities, including identifiable intangible assets). If the carrying value of goodwill exceeds its implied fair value, the excess is required to be recorded as an impairment charge. The impairment test is dependent upon estimated future cash flows of the services segment. There have been no events during the nine months ended March 31, 2010 that resulted in any goodwill and other intangible assets impairment.



**Table of Contents*****Deferred tax assets***

We regularly estimate our ability to recover deferred income taxes, report such deferred tax assets at the amount that is determined to be more-likely-than-not recoverable, and we have to estimate our income taxes in each of the taxing jurisdictions in which we operate. This process involves estimating our current tax expense together with assessing any temporary differences resulting from the different treatment of certain items, such as the timing for recognizing revenue and expenses for tax and accounting purposes. These differences may result in deferred tax assets and liabilities, which are included in our consolidated balance sheets.

We are required to assess the likelihood that our deferred tax assets, which include net operating loss carry forwards and temporary differences that are expected to be deductible in future years, will be recoverable from future taxable income or other tax planning strategies. If recovery is not likely, we have to provide a valuation allowance based on our estimates of future taxable income in the various taxing jurisdictions, and the amount of deferred taxes that are ultimately realizable. The provision for current and deferred taxes involves evaluations and judgments of uncertainties in the interpretation of complex tax regulations. This evaluation considers several factors, including an estimate of the likelihood of generating sufficient taxable income in future periods, the effect of temporary differences, the expected reversal of deferred tax liabilities and available tax planning strategies.

At March 31, 2010 and June 30, 2009, we had a liability for unrecognized tax benefits of approximately \$106,000 which if recognized in the future, would favorably impact our effective tax rate. We record both accrued interest and penalties related to income tax matters, if any, in the provision for income taxes in the accompanying consolidated statements of operations. At March 31, 2010 and June 30, 2009 we had not accrued any amounts for the potential payment of penalties and interest.

***Stock-Based Compensation***

Stock-based compensation cost is measured at the grant date based on the value of the award and is recognized as expense over the appropriate vesting period. Determining the fair value of stock-based awards at the grant date requires judgment, including estimating the expected term of stock options and the expected volatility of our stock. In addition, judgment is required in estimating the amount of stock-based awards that are expected to be forfeited. If actual results differ significantly from these estimates or different key assumptions were used, it could have a material effect on our consolidated financial statements.

As of March 31, 2010, there was approximately \$209,000 of unrecognized compensation cost related to unvested outstanding stock options. The cost is expected to be recognized over a weighted-average period of 2.2 years. As of March 31, 2010, there was approximately \$4,342,000 of unrecognized compensation cost related to unvested stock-based compensation related to restricted shares. The cost is expected to be recognized over a weighted-average period of 2.1 years.

***Allowances for Doubtful Accounts***

We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. We assess the customer's ability to pay based on a number of factors, including our past transaction history with the customer and the creditworthiness of the customer. An assessment of the inherent risks in conducting our business with foreign customers is also made since a significant portion of our revenues is international. Management specifically analyzes accounts receivable, historical bad debts, customer concentrations, customer creditworthiness and current economic trends. If the financial condition of our customers were to deteriorate in the future, resulting in an impairment of their ability to make payments, additional allowances may be required.

***Inventories***

Inventories consist primarily of work-in-progress from costs incurred in connection with specific customer contracts, which are stated at the lower of cost or market value. In assessing the realizability of inventories, we are

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required to make estimates of the total contract costs based on the various elements of the work-in-progress. It is possible that changes to these estimates could cause a reduction in the net realizable value of our inventories.

**Recent Accounting Pronouncements**

On July 1, 2009 we adopted the accounting pronouncement relating to business combinations, including assets acquired and liabilities assumed arising from contingencies. Changes for business combination transactions pursuant to this pronouncement include, among others, expensing acquisition-related transaction costs as incurred, the recognition of contingent consideration arrangements at their acquisition date fair value and capitalization of in-process research and development assets acquired at their acquisition date fair value. The adoption of this pronouncement resulted in the inclusion of acquisition related costs of \$940,000 in general and administrative expenses for the three and nine months ended March 31, 2010.

We adopted the accounting pronouncement regarding the general standards of accounting for, and disclosure of, events that occur after the balance sheet date but before the financial statements are issued. This pronouncement was effective prospectively for interim and annual reporting periods ending after June 15, 2009.

In October 2009, the FASB issued Accounting Standards Update No. 2009-13 ( ASU 2009-13 ), Multiple-Deliverable Revenue Arrangements which updates ASC Topic 605-25, Multiple Elements Arrangements, of the FASB codification. ASU 2009-13 provides new guidance on how to determine if an arrangement involving multiple deliverables contains more than one unit of accounting, and if so allows companies to allocate arrangement considerations in a manner more consistent with the economics of the transaction. ASU 2009-13 is effective for us, prospectively, for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010; early application is permitted. We are currently evaluating the impact of adopting ASU 2009-13 on our financial statements.

**Results of Operations*****Three and Nine Months Ended March 31, 2010 and 2009***

Our consolidated results of operations for the three and nine months ended March 31, 2010 include results of Mach 6, Telaurus, C2C, Evocomm and Evosat. These acquisitions took place on February 27, 2009, May 29, 2009, and March 5, 2010 (for C2C, Evocomm and Evosat), respectively, and were not included in the corresponding periods in fiscal 2009, except for one month of results for Mach 6, which was acquired on February 27, 2009.

*Revenues from Infrastructure Solutions.* Revenues decreased by \$0.6 million, or 3.2%, to \$18.8 million for the three months ended March 31, 2010 and decreased by \$2.9 million, or 4.5%, to \$61.4 million for the nine months ended March 31, 2010 compared to \$19.4 million and \$64.3 million for the three and nine months ended March 31, 2009, respectively. The decrease in revenues in the three and nine months ended March 31, 2010 was primarily driven by a decline in bookings of contract orders due to the global economic slowdown, which resulted in government and commercial customers and prospects delaying or cancelling projects which, in particular affected pre-engineered systems product line in the nine months ended March 31, 2010. Due to the current global economic conditions it is currently difficult to assess whether or not future bookings and revenue will meet or exceed levels experienced in the fiscal year ended June 30, 2009.

*Revenues from Services.* Revenues increased by \$14.8 million, or 77.2%, to \$34.0 million for the three months ended March 31, 2010 and increased by \$39.5 million, or 69.8%, to \$96.2 million for the nine months ended March 31, 2010 compared to \$19.2 million and \$56.7 million for the three and nine months ended March 31, 2009, respectively. The increase in revenues for the three and nine months ended March 31, 2010 was due to \$8.9 million and \$25.4 million, respectively, of revenue from Mach 6, Telaurus, C2C and Evocomm along with an increase in our access service offering primarily in the government marketplace.

*Costs from Infrastructure Solutions.* Costs from infrastructure solutions decreased by \$1.1 million, or 6.8%, to \$14.9 million for the three months ended March 31, 2010 and decreased by \$2.6 million, or 5.0%, to \$50.5 million for the nine months ended March 31, 2010 compared to \$15.9 million and \$53.1 million for the three and nine months ended March 31, 2009, respectively. The gross margin increased to 20.9% in the three months ended

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March 31, 2010 and increased to 17.7% for the nine months ended March 31, 2010 compared to 17.8% and 17.3% for the three and nine months ended March 31, 2009, respectively. This increase in gross margin in the three and nine months ended March 31, 2010 was mainly attributable to product mix, specifically the increase in the government marketplace in the three months ended March 31, 2010. The gross margin in this segment is likely to decrease in the fourth quarter based on projected revenue mix.

*Costs from Services.* Costs from services increased by \$10.4 million, or 72.5%, to \$24.8 million for the three months ended March 31, 2010 and increased by \$28.0 million, or 65.3%, to \$70.9 million for the nine months ended March 31, 2010 compared to \$14.4 million and \$42.9 million for the three and nine months ended March 31, 2009, respectively. Gross margin increased to 27.0% of revenues for the three months ended March 31, 2010 and increased to 26.3% of revenues for the nine months ended March 31, 2010 compared to 25.1% and 24.3% for the three and nine months ended March 31, 2009. The increase in the margin for the three and nine months ended March 31, 2010 was primarily driven by an increase in revenue in the government marketplace. The increase in gross margin in the services segment has been a key driver in the increase in our consolidated income from operations. The future relationship between the revenue and margin growth of our operating segments will depend on a variety of factors, including the timing of major contracts, which are difficult to predict.

*Selling and Marketing.* Selling and marketing expenses increased by \$1.1 million, or 36.4%, to \$3.9 million for the three months ended March 31, 2010 and increased by \$1.6 million, or 17.3%, to \$10.8 million for the nine months ended March 31, 2010 compared to \$2.9 million and \$9.2 million for the three and nine months ended March 31, 2009, respectively. The increase was primarily a result of marketing expenses of \$0.6 million and \$1.9 million for the three and nine months ended March 31, 2010, respectively, incurred at Mach 6, Telaurus, C2C and Evocomm. The additional increase of approximately \$0.5 million in the three months ended March 31, 2010 was due to salary and salary-related expenses related to proposal efforts. The increase in the nine months ended March 31, 2010 discussed above was partially offset by a decrease in salary and salary-related expenses and other marketing expenses due to previous cost savings initiatives.

*Research and Development.* Research and development expenses increased by \$0.1 million, or 19.5%, to \$0.8 million for the three months ended March 31, 2010 and increased by \$0.8 million, or 56.0%, to \$2.3 million for the nine months ended March 31, 2010 compared to \$0.6 million and \$1.5 million for the three and nine months ended March 31, 2009, respectively. The increase for the three months ended March 31, 2010 was due to the costs at Telaurus. The increase in the nine months ended was principally due to costs associated with expanding X and Ka band product capabilities, along with research and development costs at Telaurus of \$0.6 million for nine months ended March 31, 2010.

*General and Administrative.* General and administrative expenses increased by \$2.6 million, or 66.4%, to \$6.5 million for the three months ended March 31, 2010 and increased by \$6.0 million, or 52.9%, to \$17.2 million for the nine months ended March 31, 2010 compared to \$3.9 million and \$11.3 million for the three and nine months ended March 31, 2009, respectively. The increase for the three months ended March 31, 2010 was a result of \$1.3 million of general and administrative expenses incurred at Mach 6, Telaurus, C2C and Evocomm (inclusive of \$0.3 million of amortization of intangibles related to these acquisitions), acquisition-related costs of approximately \$0.9 million (in previous years, prior to the adoption of the accounting pronouncement related to business combinations on July 1, 2009 amounts were included in purchase price of the company and not expensed), \$0.2 million to record to the market value of forward contracts to purchase euros to settle a purchase obligation, and an increase in salary and salary-related costs. The increase for the nine months ended March 31, 2010 was a result of \$3.7 million of general and administrative expenses incurred at Mach 6, Telaurus, C2C and Evocomm (inclusive of \$1.1 million of amortization of intangibles related to these acquisitions), acquisition-related costs of approximately \$0.9 million, \$0.2 million to record to the market value of forward contracts to purchase euros to settle a purchase obligation, an increase in the accrual for the Company's pay for performance plan, and an increase in salary and salary-related expenses.

*Interest Income.* Interest income remained consistent for the three months ended March 31, 2010 and 2009 and decreased by \$0.2 million, or 36.3%, to \$0.3 million for the nine months ended March 31, 2010. The decrease for the nine months ended March 31, 2010 was due to a decrease in interest rates.





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*Interest Expense.* Increase in interest expense of \$0.1 million is due to the issuance of debt on March 5, 2010 and a non-cash interest expense on the earn-out accrual related to the acquisition of C2C and Evocomm.

*Provision for Income Taxes.* The provision for income taxes increased as a result of the increase in income before income taxes along with an increase in our effective rate to 37% for the nine months ended March 31, 2010 from 33% for the nine months ended March 31, 2009. The effective rate for the nine months ended March 31, 2009 includes a discrete tax benefit associated with non-taxable life insurance proceeds due to the passing of our former President.

**Liquidity and Capital Resources**

At March 31, 2010, we had working capital of \$73.5 million, including cash and cash equivalents of \$37.1 million, restricted cash of \$5.0 million, net accounts receivable of \$46.7 million, inventories of \$33.6 million, prepaid expenses and other current assets of \$2.6 million and current deferred income taxes of \$1.1 million, offset by \$29.4 million in accounts payable, \$6.7 million in deferred revenues, \$4.9 million in accrued payroll and related fringe benefits, \$9.2 million in accrued expenses and \$2.5 million in current portion of long term debt.

At June 30, 2009, we had working capital of \$74.6 million, including cash and cash equivalents of \$44.0 million, net accounts receivable of \$45.4 million, inventories of \$17.0 million, prepaid expenses and other current assets of \$2.3 million and deferred income taxes of \$1.1 million, offset by \$22.5 million in accounts payable, \$5.3 million in deferred revenue, \$4.3 million in accrued payroll and related fringe benefits and \$3.1 million in other accrued expenses.

Net cash provided by operating activities during the nine months ended March 31, 2010 was \$6.0 million, which primarily related to a non-cash item representing depreciation and amortization expense of \$5.4 million primarily related to depreciation expense related to the network operations center and satellite earth station equipment and amortization expense related to acquisitions, net income of \$3.9 million, an increase in accounts payable of \$3.4 million due to the increase in inventories and timing of payments to vendors, a decrease in deferred income taxes of \$2.1 million due to net income generated in the period, a decrease in accounts receivable of \$2.0 million due to the timing of billings and collections from customers, non-cash stock compensation expense of \$1.7 million, an increase in deferred revenue of \$1.4 million due to timing differences between project billings and revenue recognition milestones resulting from specific customer contracts, an increase in accrued expenses of \$1.3 million resulting from customer deposits received as part of service agreements, and provision for doubtful accounts of \$0.7 million partially offset by an increase in inventory of \$16.2 million due to timing of shipments and purchases of equipment for milestones to be reached in future periods.

Net cash provided by operating activities during the nine months ended March 31, 2009 was \$1.3 million, which primarily related to a decrease in accounts receivable of \$9.1 million due to the timing of billings and collections from customers and a reduction in revenue in the three months ended March 31, 2009, a non-cash item representing depreciation and amortization expense of \$4.2 million primarily related depreciation expense related to the network operations center and satellite earth station equipment, net income of \$2.3 million, non-cash stock compensation expense of \$1.9 million and a decrease in deferred income taxes of \$1.1 million due to net income generated in the period, partially offset by a decrease in accounts payable of \$7.3 million relating to the reduction in revenue and the timing of vendor payments in the three months ended March 31, 2009, an increase in inventories of \$4.3 million due to the timing of shipments of certain jobs, a decrease in deferred revenue of \$3.1 million due to timing differences between project billings and revenue recognition milestones resulting from specific customer contracts, and a decrease in accrued payroll and related fringe benefits of \$2.8 million primarily due to the payment in the three months ended September 30, 2008 of awards under the pay for performance plan with respect to the Company's fiscal year ended June 30, 2008 along with a significant reduction in fiscal 2009 accrual based on operating performance.

Net cash used in investing activities during the nine months ended March 31, 2010 was \$26.1 million, which consisted of \$13.9 million related to the acquisition of C2C, Evocomm and Evosat, capital expenditures of \$6.8 million related to the purchase of hosted mobile core switch asset, network operations center and teleport assets and \$5.0 million of restricted cash related to a potential earnout for C2C and Evocomm acquisition.

Net cash used in investing activities during the nine months ended March 31, 2009 was \$8.7 million, which consisted of \$6.2 million related to the acquisition of Mach 6 and capital expenditures of \$2.5 million related to the purchase of network operations center and teleport assets.



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Net cash provided by financing activities during the nine months ended March 31, 2010 was \$13.2 million, which primarily related to \$12.5 million of borrowings from the term note used to fund the acquisition of C2C and Evocomm, \$0.5 million related to proceeds from the sale of common stock and \$0.2 million related to proceeds from the exercise of stock options.

Net cash provided by financing activities during the nine months ended March 31, 2009 was \$0.1 million, which related to proceeds from the exercise of stock options.

On March 11, 2009, we entered into a committed secured credit facility with Citibank, N.A. The credit facility has been extended and expires on May 31, 2010. The credit facility is comprised of a \$50 million line of credit (the Line) and a foreign exchange line in the amount of \$10 million. The Line includes the following sublimits: (a) \$30 million available for standby letters of credit; (b) \$20 million available for commercial letters of credit; (c) a line for up to two terms loans, each having a term of no more than five years, in the aggregate amount of up to \$25 million that can be used for acquisitions; and (d) \$7.5 million available for revolving credit borrowings. Advances under the Line bear interest at the prime rate or LIBOR plus applicable margin based on our leverage ratio, at our discretion, and are collateralized by a first priority security interest on all of our personal property. At March 31, 2010 the applicable margin on the LIBOR rate was 200 basis points. We are required to comply with various ongoing financial covenants, including with respect to the leverage ratio, liquidity ratio, minimum cash balance, debt service ratio and minimum capital base, with which we were in compliance at March 31, 2010. As of March 31, 2010, in addition to the acquisition note described below, there were standby letters of credit of approximately \$9.8 million, which were applied against and reduced the amounts available under the credit facility.

The purchase of C2C and Evocomm was funded, in part, through a five-year \$12.5 million acquisition term loan (Acquisition Loan) provided by Citibank, N.A on March 5, 2010, under the existing credit facility. The Acquisition Loan bears interest at the prime rate or LIBOR plus 225 basis points, at our discretion. The balance is to be paid in equal monthly installments, excluding interest, of approximately \$208,333 beginning on April 1, 2010. The interest rate in effect as of March 31, 2010 was approximately 2.5%. At March 31, 2010, \$12.5 million was outstanding of which \$2.5 million was due within one year.

We lease satellite space segment services and other equipment under various operating lease agreements, which expire in various years through fiscal year 2019. Future minimum lease payments due on these leases through March 31, 2011 are approximately \$34.1 million.

At March 31, 2010, we had contractual obligations and other commercial commitments as follows (in thousands):

Contractual Obligations	Total	Payments Due by Period			
		Less than 1 year	1-3 years	4-5 years	More than 5 years
Operating leases	\$ 63,779	\$ 34,100	\$ 21,912	\$ 6,889	\$ 878
Long term debt	\$ 12,500	\$ 2,500	\$ 7,500	\$ 2,500	
Total contractual cash obligations	\$ 76,279	\$ 36,600	\$ 29,412	\$ 9,389	\$ 878

Other Commercial Commitments	Total Amounts Committed	Amount of Commitment Expiration Per Period			
		Less than 1 year	1-3 years	4-5 years	More Than 5 years
Standby letters of credit	\$ 9,779	\$ 5,002	\$ 4,301	\$ 476	\$

Total commercial commitments	\$	9,779	\$	5,002	\$	4,301	\$	476	\$
		21							

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We expect that our cash and working capital requirements for operating activities may increase as we continue to implement our business strategy. Management anticipates additional working capital requirements for work in progress for orders as obtained and that we may periodically experience negative cash flows due to variances in quarter to quarter operating performance and if cash is used to fund any future acquisitions of complementary businesses, technologies and intellectual property. We will use existing working capital and, if required, use our credit facility to meet these additional working capital requirements.

Our future capital requirements will depend upon many factors, including the success of our marketing efforts in the infrastructure solutions and services business, the nature and timing of customer orders and the level of capital requirements related to the expansion of our service offerings. Based on current plans, we believe that our existing capital resources will be sufficient to meet working capital requirements at least through March 31, 2011. However, we cannot assure you that there will be no unforeseen events or circumstances that would consume available resources significantly before that time.

Additional funds may not be available when needed and, even if available, additional funds may be raised through financing arrangements and/or the issuance of preferred or common stock or convertible securities on terms and prices significantly more favorable than those of the currently outstanding common stock, which could have the effect of diluting or adversely affecting the holdings or rights of our existing stockholders. If adequate funds are unavailable, we may be required to delay, scale back or eliminate some of our operating activities, including, without limitation, capital expenditures, research and development activities, the timing and extent of our marketing programs, and we may be required to reduce headcount. We cannot assure you that additional financing will be available to us on acceptable terms, or at all.

**Off-Balance Sheet Arrangements**

We have not entered into any off-balance sheet arrangements.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

We are subject to a variety of risks, including foreign currency exchange rate fluctuations relating to certain purchases from foreign vendors. In the normal course of business, we assess these risks and have established policies and procedures to manage our exposure to fluctuations in foreign currency values.

Our objective in managing our exposure to foreign currency exchange rate fluctuations is to reduce the impact of adverse fluctuations in earnings and cash flows associated with foreign currency exchange rates. Accordingly, we may utilize from time to time foreign currency forward contracts to hedge our exposure on firm commitments denominated in foreign currency. In January 2010, we entered into foreign currency forward exchange contracts to purchase approximately 2.3 million Euros to cover specific purchase commitments for an infrastructure program for material to be purchased within the next year. We recorded approximately \$0.2 million of unrealized loss to general and administrative expense in the three and nine months ended March 31, 2010 to adjust these contracts to market value as of March 31, 2010. There will be fluctuation in our results quarter to quarter as we mark to market these forward exchange contracts. At March 31, 2010 we have open foreign currency forward exchange contracts to purchase approximately 2.3 million Euros. Holding other variables constant, if there were a ten percent devaluation in the foreign currency, it would result in a \$0.3 million unrealized loss to be recorded in the results of operations.

Our results of operations and cash flows are subject to fluctuations due to changes in interest rates primarily from rates earned on our excess available cash balances and from our variable interest rate long-term debt. Under our current positions, we do not use interest rate derivative instruments to manage exposure to interest rate changes.

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**Item 4. Controls and Procedures**

*Evaluation of Disclosure Controls and Procedures.* Our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act )) are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Our Chief Executive Officer and Chief Financial Officer have reviewed the effectiveness of our disclosure controls and procedures as of March 31, 2010 and, based on their evaluation, have concluded that the disclosure controls and procedures were effective as of such date.

*Changes in Internal Control Over Financial Reporting.* There have been no changes in our internal control over financial reporting that occurred during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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**Part II Other Information**

**Item 1. Legal Proceedings**

None

**Item 1A. Risk Factors**

**Risk Related to our Business**

***Reductions in telecommunications equipment and systems spending have negatively affected our revenues and profitability of our infrastructure solutions segment.***

During the past several years, as a consequence of the worldwide financial and economic crisis and continuing business downturn, the global economy has been adversely impacted and nearly all businesses, including ours, have faced uncertain economic environments. As a result of the current global economic conditions, our customers have reduced and may continue to reduce their budgets for spending on telecommunications equipment and systems. As a consequence, our current customers and other prospective customers may postpone, reduce or even forego the purchase of our products and systems, which could adversely affect our revenues and profitability. For the three and nine months ended March 31, 2010 our infrastructure solutions segment in particular was impacted by these factors. It is currently difficult to assess whether or not future bookings or revenues in this segment will meet or exceed the levels experienced in the recent past.

***A limited number of customer contracts account for a significant portion of our revenues, and the inability to replace a key customer contract or the failure of the customer to implement its plans would adversely affect our results of operations, business and financial condition.***

We rely on a small number of customer contracts for a large portion of our revenue. Specifically, we have agreements with four customers to provide equipment and services, from which we expect to generate a significant portion of our revenues. If our key customers are unable to implement their business plans, the market for these customers' services declines, political or military conditions make performance impossible or if any or all of the major customers modify or terminate their agreements with us, and we are unable to replace these contracts, our results of operations, business and financial condition would be materially harmed.

***We derive a substantial portion of our revenues from the government marketplace, and a downturn in this marketplace would adversely affect us.***

In the three and nine months ended March 31, 2010, we derived 64% and 58%, respectively, of our consolidated revenues from the government marketplace. This business tends to have higher gross margins than other markets we serve. A future reduction in the proportion of our business from the government marketplace would negatively impact our results of operations.

There are a number of other risks associated with the government marketplace; specifically, purchasing decisions of agencies are subject to political influence, contracts are subject to cancellation if government funding becomes unavailable, and unsuccessful bidders may challenge contracts that are awarded to us, which can lead to increased costs, delays and possible loss of contracts. In particular, the current government involvement in supporting various financial institutions and mounting government deficits will likely result in failures to fund various government programs. A withdrawal of military forces from areas of conflict could result in curtailed spending in military programs in which we participate, particularly in Afghanistan.

***Risks associated with operating in international markets, including areas of conflict, could restrict our ability to expand globally and harm our business and prospects.***

We market and sell a substantial portion of our products and services internationally. We anticipate that



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international sales will continue to account for a significant portion of our total revenues for the foreseeable future, including revenues from our Mach 6, Telaurus, C2C and Evocomm acquisitions, with a significant portion of the international revenue coming from developing countries, including countries in areas of conflict like Afghanistan.

There are a number of risks inherent in conducting our business internationally, including:

general political and economic instability in international markets, including the hostilities in Iraq and Afghanistan, could impede our ability to deliver our products and services to customers;

difficulties in collecting accounts receivable;

changes in regulatory requirements could restrict our ability to deliver services to our international customers, including the addition of a country to the list of sanctioned countries under the International Emergency Economic Powers Act or similar legislation;

export restrictions, tariffs, licenses and other trade barriers could prevent us from adequately equipping our network facilities;

differing technology standards across countries may impede our ability to integrate our products and services across international borders;

protectionist laws and business practices favoring local competition may give unequal bargaining leverage to key vendors in countries where competition is scarce, significantly increasing our operating costs;

increased expenses associated with marketing services in foreign countries could affect our ability to compete;

relying on local subcontractors for installation of our products and services could adversely impact the quality of our products and services;

difficulties in staffing and managing foreign operations could affect our ability to compete;

complex foreign laws and treaties could affect our ability to compete; and

potentially adverse taxes could affect our results of operations.

These and other risks could impede our ability to manage our international operations effectively, limit the future growth and profitability of our business, increase our costs and require significant management attention.

***We derive a substantial portion of our revenues from fixed-price projects, under which we assume greater financial risk if we fail to accurately estimate the costs of the projects.***

We derive a substantial portion of our revenues from fixed-price projects. We assume greater financial risks on a fixed-price project than on a time-and-expense based project. If we miscalculate the resources or time we need for these fixed-price projects, the costs of completing these projects may exceed our original estimates, which would negatively impact our financial condition and results of operations.

***Our service revenue has increased as a percentage of total revenue and if our service revenue decreases or margins decrease, our results of operations will be harmed.***

GNSS s, GSM s, Cachendo s, Mach 6 s, Telaurus s, Evocomm s, C2C s and Evosat s future revenues and results of operations are dependent on the development of the market for their current and future services. In the nine months ended March 31, 2010, services revenues were 61% of total revenue, compared to 47% for the nine months ended March 31, 2009. In fiscal 2009, services revenues increased to 48% of total revenues compared to

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32% and 24% in fiscal 2008 and 2007, respectively. The service business tends to have significantly higher gross margins than our infrastructure solutions business. A future reduction in the proportion of our services business would disproportionately impact our results of operations.

***Future acquisitions and strategic investments may divert our resources and management's attention, results may fall short of expectations and, as a result, our operating results may be difficult to forecast and may be volatile.***

We have made several recent acquisitions and intend to continue pursuing acquisitions of investments in complementary businesses, technologies and product lines as a key component of our growth strategy. Any future acquisitions or investments may result in the use of significant amounts of cash, potentially dilutive issuances of equity securities, incurrence of debt and amortization expenses related to intangibles assets. Acquisitions involve numerous risks, including:

failure of the acquisition or investment to meet the expectations upon which we made a decision to proceed;

difficulties in the integration of the operations, technologies, products and personnel of an acquired business;

diversion of management's attention from other business concerns;

substantial transaction costs;

the potential of significant goodwill and intangibles write-offs in the future in the event that an acquisition does not meet expectations;

increased expenses associated with the consummation and integration of the acquisition; and

loss of key employees, customers or suppliers of any acquired business.

We cannot assure you that any acquisition or strategic investments will be successful and will not adversely affect our business, results of operations or financial condition.

***In the event of a catastrophic loss affecting our operations in Hauppauge, New York, Laurel, Maryland or the Netherlands, our results of operations would be harmed.***

GNSS's revenues and results of operations are dependent on the infrastructure of the network operations center and the Kenneth A. Miller International Teleport at our headquarters in Hauppauge, New York. Similarly, GSM's and C2C's revenues and results of operations are dependent on the infrastructure of the network operations center and teleport at our Laurel, Maryland and Netherlands facilities, respectively. A catastrophic event to any of these facilities or to the infrastructure of the surrounding areas would result in significant delays in restoring services capabilities. These capabilities permit us to offer an integrated suite of products and services and the incapacity of our communications infrastructure would also negatively impact our ability to sell our infrastructure solutions. This would result in the loss of revenues and adversely affect our business, results of operations and financial condition.

***Our markets are highly competitive and we have many established competitors, and we may lose market share as a result.***

The markets in which we operate are highly competitive and this competition could harm our ability to sell our products and services on prices and terms favorable to us. Our primary competitors in the infrastructure solutions market generally fall into two groups: (1) system integrators, like Thales, Rockwell Collins, and SED Systems, and (2) equipment manufacturers who also provide integrated systems, like General Dynamics, SATCOM Technologies, Viasat, Alcatel and ND Satcom AG.

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In the end-to-end satellite-based enterprise solutions and broadcast services markets, we compete with other satellite communication companies who provide similar services, like Ascent Media, Globecast, and Convergent Media Systems. In addition, in our services segment we may compete with other communications service providers like Segovia and satellite owners like SES Americom, Intelsat and Verizon. We anticipate that our competitors may develop or acquire services that provide functionality that is similar to that provided by our services and that those services may be offered at significantly lower prices or bundled with other services. These competitors may have the financial resources to withstand substantial price competition, may be in a better position to endure difficult economic conditions in international markets and may be able to respond more quickly than we can to new or emerging technologies and changes in customer requirements. Moreover, many of our competitors have more extensive customer bases, broader customer relationships and broader industry alliances than we do that they could use to their advantage in competitive situations.

The markets in which we operate have limited barriers to entry, and we expect that we will face additional competition from existing competitors and new market entrants in the future. Moreover, our current and potential competitors have established or may establish strategic relationships among themselves or with third parties to increase the ability of their products and services to address the needs of our current and prospective customers. The potential strategic relationships of existing and new competitors may rapidly acquire significant market share, which would harm our business and financial condition.

***If our products and services are not accepted in developing countries with emerging markets, our revenues will be impaired.***

We anticipate that a substantial portion of the growth in the demand for our products and services will come from customers in developing countries due to a lack of basic communications infrastructure in these countries. However, we cannot guarantee an increase in the demand for our products and services in developing countries or that customers in these countries will accept our products and services at all. Our ability to penetrate emerging markets in developing countries is dependent upon various factors including:

the speed at which communications infrastructure, including terrestrial microwave, coaxial cable and fiber optic communications systems, which compete with satellite-based services, is built;

the effectiveness of our local resellers and sales representatives in marketing and selling our products and services; and

the acceptance of our products and services by customers.

If our products and services are not accepted, or the market potential we anticipate does not develop, our revenues will be impaired.

***Since sales of satellite communications equipment are dependent on the growth of communications networks, if market demand for these networks does not increase from recent depressed levels, our revenue and profitability are likely to decline.***

We derive, and expect to continue to derive, a significant amount of revenues from the sale of satellite infrastructure solutions. If the long-term growth in demand for communications networks does not increase from recent depressed levels, the demand for our infrastructure solutions may decline or grow more slowly than we expect. Further, increased competition among satellite ground segment systems and network manufacturers has increased pricing pressures and depressed margins. As a result, we may not be able to grow our business, our revenues may decline from current levels and our results of operations may be harmed. The demand for communications networks and the products used in these networks is affected by various factors, many of which are beyond our control. For example, the uncertain general economic conditions have affected the overall rate of capital spending by many of our customers. Also, many companies have found it difficult to raise capital to finish building their communications networks and, therefore, have placed fewer orders. Past economic slowdowns resulted in a softening of demand from our customers. We cannot predict the extent to which demand will increase, nor the timing of such demand.

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***We depend upon certain key personnel and may not be able to retain these employees. If we lose the services of these individuals or cannot hire additional qualified personnel, our business will be harmed.***

Our success also depends to a substantial degree on our ability to attract, motivate and retain highly-qualified personnel. There is considerable competition for the services of highly-qualified technical and engineering personnel. We may not be able either to retain our current personnel or hire additional qualified personnel if and when needed.

Our future performance depends on the continued service of our key technical, managerial and marketing personnel; in particular, David Hershberg, our Chairman and Chief Executive Officer, and Keith Hall, our President and Chief Operating Officer, are key to our success based upon their individual knowledge of the markets in which we operate. The employment of any of our key personnel could cease at any time.

***Satellites upon which we rely may malfunction or be damaged or lost.***

In the delivery of our services, we lease space segment from various satellite transponder vendors. The damage or loss of any of the satellites used by us, or the temporary or permanent malfunction of any of the satellites upon which we rely, would likely result in the interruption of our satellite-based communications services. This interruption could have a material adverse effect on our business, results of operations and financial condition.

***We depend on our suppliers, some of which are our sole or a limited source of supply, and the loss of these suppliers could materially adversely affect our business, results of operations and financial condition.***

We currently obtain most of our critical components and services from limited sources and generally do not maintain significant inventories or have long-term or exclusive supply contracts with our vendors. We have from time to time experienced delays in receiving products from vendors due to lack of availability, quality control or manufacturing problems, shortages of materials or components or product design difficulties. We may experience delays in the future and replacement services or products may not be available when needed, or at all, or at commercially reasonable rates or prices. If we were to change some of our vendors, we would have to perform additional testing procedures on the service or product supplied by the new vendors, which would prevent or delay the availability of our products and services. Furthermore, our costs could increase significantly if we need to change vendors. If we do not receive timely deliveries of quality products and services, or if there are significant increases in the prices of these products or services, it could have a material adverse effect on our business, results of operations and financial condition.

***Our network may experience security breaches, which could disrupt our services.***

Our network infrastructure may be vulnerable to computer viruses, break-ins, denial of service attacks and similar disruptive problems caused by our customers or other Internet users. Computer viruses, break-ins, denial of service attacks or other problems caused by third parties could lead to interruptions, delays or cessation in service to our customers. There currently is no existing technology that provides absolute security. We may face liability to customers for such security breaches. Furthermore, these incidents could deter potential customers and adversely affect existing customer relationships.

***If the satellite communications industry fails to continue to develop or new technology makes it obsolete, our business and financial condition will be harmed.***

Our business is dependent on the continued success and development of satellite communications technology, which competes with terrestrial communications transport technologies like terrestrial microwave, coaxial cable and fiber optic communications systems. Fiber optic communications systems have penetrated areas in which we have traditionally provided services. If the satellite communications industry fails to continue to develop, or if any technological development significantly improves the cost or efficiency of competing terrestrial systems relative to satellite systems, then our business and financial condition would be materially harmed.

***We may not be able to keep pace with technological changes, which would make our products and services become non-competitive and obsolete.***

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The telecommunications industry, including satellite-based communications services, is characterized by rapidly changing technologies, frequent new product and service introductions and evolving industry standards. If we are unable, for technological or other reasons, to develop and introduce new products and services or enhancements to existing products and services in a timely manner or in response to changing market conditions or customer requirements, our products and services would become non-competitive and obsolete, which would harm our business, results of operations and financial condition.

### ***Unauthorized use of our intellectual property by third parties may damage our business.***

We regard our trademarks, trade secrets and other intellectual property as beneficial to our success. Unauthorized use of our intellectual property by third parties may damage our business. We rely on trademark, trade secret and patent protection and contracts, including confidentiality and license agreements with our employees, customers, strategic collaborators, consultants and others, to protect our intellectual property rights. Despite our precautions, it may be possible for third parties to obtain and use our intellectual property without our authorization.

We currently have been granted six patents, and have one patent and one provisional patent application pending in the United States. We currently have one Patent Cooperation Treaty patent application pending. We also intend to seek further patents on our technology, if appropriate. We cannot assure you that patents will be issued for any of our pending or future patent applications or that any claims allowed from such applications will be of sufficient scope, or be issued in all countries where our products and services can be sold, to provide meaningful protection or any commercial advantage to us. Also, our competitors may be able to design around our patents. The laws of some foreign countries in which our products and services are or may be developed, manufactured or sold may not protect our products and services or intellectual property rights to the same extent as do the laws of the United States and thus make the possibility of piracy of our technology and products and services more likely.

We have registered the trademarks Globecomm, GSI and Telaurus in the United States and various other countries, and the trademark Mach 6 in The Netherlands. We have various other trademarks and service marks registered or pending for registration in the United States and in other countries and may seek registration of other trademarks and service marks in the future. We cannot assure you that registrations will be granted from any of our pending or future applications, or that any registrations that are granted will prevent others from using similar trademarks in connection with related goods and services.

### ***Defending against intellectual property infringement claims could be time consuming and expensive, and if we are not successful, could cause substantial expenses and disrupt our business.***

We cannot be sure that the products, services, technologies and advertising we employ in our business do not or will not infringe valid patents, trademarks, copyrights or other intellectual property rights held by third parties. We may be subject to legal proceedings and claims from time to time relating to the intellectual property of others in the ordinary course of our business. Prosecuting infringers and defending against intellectual property infringement claims could be time consuming and expensive, and regardless of whether we are or are not successful, could cause substantial expenses and disrupt our business. We may incur substantial expenses in defending against these third party claims, regardless of their merit. Successful infringement claims against us may result in substantial monetary liability and/or may materially disrupt the conduct of, or necessitate the cessation of, segments of our business.

### **Risks Related to the Securities Markets and Ownership of Our Common Stock**

#### ***Our stock price is volatile.***

From April 1, 2009 through March 31, 2010, our stock price ranged from a low of \$5.10 per share to a high of \$8.57 per share. The market price of our common stock, like that of the securities of many telecommunications and high technology industry companies, could be subject to significant fluctuations and is likely to remain volatile based on many factors, including the following:

quarterly variations in operating results;

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announcements of new technology, products or services by us or any of our competitors;

changes in financial estimates or recommendations by securities analysts;

general market conditions; or

domestic and international economic factors unrelated to our performance.

Additionally, numerous factors relating to our business may cause fluctuations or declines in our stock price.

The stock markets in general and the markets for telecommunications stocks in particular have experienced extreme volatility that has often been unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of our common stock.

***Because our common stock is thinly traded, it may be difficult to sell shares of our common stock into the markets without experiencing significant price volatility.***

Our common stock is currently traded on the Nasdaq Global Market. Because of the relatively small number of shares that are traded, it may be difficult for an investor to find a purchaser for shares of our common stock without experiencing significant price volatility. We cannot guarantee that an active trading market will develop, that our common stock will have a higher trading volume than it has historically had or that it will maintain its current market price. This illiquidity could have a material adverse effect on the market price of our stock.

***A third party could be prevented from acquiring shares of our stock at a premium to the market price because of our anti-takeover provisions.***

Various provisions with respect to votes in the election of directors, special meetings of stockholders, and advance notice requirements for stockholder proposals and director nominations of our amended and restated certificate of incorporation, by-laws and Section 203 of the General Corporation Law of the State of Delaware could make it more difficult for a third party to acquire us, even if doing so might be beneficial to our stockholders. In addition, we have entered into employment agreements with our senior executives that have change of control provisions that would add substantial costs to an acquisition of us by a third party.

***We have not paid dividends in the past and do not expect to pay dividends in the future, and any return on investment may be limited to the value of our stock.***

We have never paid cash dividends on our common stock and do not anticipate paying cash dividends on our common stock in the foreseeable future. The payment of dividends on our common stock will depend on our future earnings, capital requirements, financial condition, future prospects and other factors as the board of directors might deem relevant. If we do not pay dividends our stock may be less valuable because a return on your investment will only occur if our stock price appreciates.

**Risks Related to Government Approvals**

**We are subject to many government regulations, and failure to comply with them will harm our business.**

***Operations and Use of Satellites***

We are subject to various federal laws and regulations, which may have negative effects on our business. We operate FCC licensed teleports in Hauppauge, New York, and Laurel, Maryland subject to the Communications Act of 1934, as amended, or the FCC Act, and the rules and regulations of the FCC. We cannot guarantee that the FCC will grant renewals when our existing licenses expire, nor are we assured that the FCC will not adopt new or modified technical requirements that will require us to incur expenditures to modify or upgrade our equipment as a

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condition of retaining our licenses. We are also required to comply with FCC regulations regarding the exposure of humans to radio frequency radiation from our teleports. These regulations, as well as local land use regulations, restrict our freedom to choose where to locate our teleports. In addition, prior to a third party acquisition of us, we would need to seek approval from the FCC to transfer the radio transmission licenses we have obtained to the third party upon the consummation of the acquisition. However, we cannot assure you that the FCC will permit the transfer of these licenses. These approvals may make it more difficult for a third party to acquire us.

***Foreign Regulations***

Regulatory schemes in countries in which we may seek to provide our satellite-delivered services may impose impediments on our operations. Some countries in which we intend to operate have telecommunications laws and regulations that do not currently contemplate technical advances in telecommunications technology like Internet/intranet transmission by satellite. We cannot assure you that the present regulatory environment in any of those countries will not be changed in a manner that may have a material adverse impact on our business. Either we or our local partners typically must obtain authorization from each country in which we provide our satellite-delivered services. The regulatory schemes in each country are different, and thus there may be instances of noncompliance of which we are not aware. We cannot assure you that our licenses and approvals are or will remain sufficient in the view of foreign regulatory authorities, or that necessary licenses and approvals will be granted on a timely basis in all jurisdictions in which we wish to offer our products and services or that restrictions applicable thereto will not be unduly burdensome.

***Regulation of the Internet***

Due to the increasing popularity and use of the Internet, it is possible that a number of laws and regulations may be adopted at the local, national or international levels with respect to the Internet, covering issues including user privacy and expression, pricing of products and services, taxation, advertising, intellectual property rights, information security or the convergence of traditional communication services with Internet communications. It is anticipated that a substantial portion of our Internet operations will be carried out in countries that may impose greater regulation of the content of information coming into the country than that which is generally applicable in the United States, including but not limited to privacy regulations in numerous European countries and content restrictions in countries such as the People's Republic of China. To the extent that we provide content as a part of our Internet services, it will be subject to laws regulating content. Moreover, the adoption of laws or regulations may decrease the growth of the Internet, which could in turn decrease the demand for our Internet services or increase our cost of doing business or in some other manner have a material adverse effect on our business, operating results and financial condition. In addition, the applicability of existing laws governing issues including property ownership, copyrights and other intellectual property issues, taxation, libel, court jurisdiction and personal privacy to the Internet is uncertain. The vast majority of these laws were adopted prior to the advent of the Internet and related technologies and, as a result, the laws do not contemplate or address the unique issues of the Internet and related technologies. Changes to these laws intended to address these issues, including some recently proposed changes, could create uncertainty in the marketplace which could reduce demand for our products and services, could increase our cost of doing business as a result of costs of litigation or increased product development costs, or could in some other manner have a material adverse effect on our business, financial condition and results of operations.

***Telecommunications Taxation, Support Requirements, and Access Charges***

Telecommunications carriers providing domestic services in the United States are required to contribute a portion of their gross revenues for the support of universal telecommunications services, telecommunications relay services for the deaf, and/or other regulatory fees. We are subject to some of these fees, and we may be subject to other fees or new or increased taxes and contribution requirements that could affect our profitability, particularly if we are not able to pass them through to customers for either competitive or regulatory reasons.

Broadband Internet access services provided by telephone companies are currently classified as Information Services under the Communications Act and therefore not considered a telecommunications service subject to payment of access charges to local telephone companies in the United States. Should this situation change or other charges be imposed, the increased cost to our customers who use telephone-company provided facilities





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to connect with our satellite facilities could discourage the demand for our services. Likewise, the demand for our services in other countries could be affected by the availability and cost of local telephone or other telecommunications services required to connect with our facilities in those countries.

***Export of Telecommunications Equipment***

The sale of our infrastructure solutions outside the United States is subject to compliance with the United States Export Administration Regulations and, in certain circumstances, with the International Traffic in Arms Regulations. The absence of comparable restrictions on competitors in other countries may adversely affect our competitive position. In addition, in order to ship our products into and implement our services in some countries, the products must satisfy the technical requirements of that particular country. If we were unable to comply with such requirements with respect to a significant quantity of our products, our sales in those countries could be restricted, which could have a material adverse effect on our business, results of operations and financial condition.

***Foreign Ownership***

We may, in the future, be required to seek FCC or other government approval if foreign ownership of our stock exceeds certain specified criteria. Failure to comply with these policies could result in an order to divest the offending foreign ownership, fines, denial of license renewal and/or license revocation proceedings against the licensee by the FCC, or denial of certain contracts from other United States government agencies.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

On January 22, 2010, the Company issued 104,467 shares of its common stock in connection with its acquisition of the business operations of Telaurus on May 29, 2009. The shares became issuable pursuant to certain earn-out targets having been met in the period following the consummation of the acquisition. The Company issued the shares only to those members of Telaurus being accredited investors in reliance on Section 4(2) of the Securities Act of 1933, as amended.

On March 22, 2010 the Company issued a total 64,915 shares in connection with its acquisition of C2C and Evocomm on March 5, 2010. The shares were issued to two of the principal sellers of the C2C and Evocomm businesses, for aggregate consideration of approximately \$0.5 million. The Company issued the shares in reliance on Regulation S of the Securities Act of 1933, as amended.

**Item 3. Defaults Upon Senior Securities**

None

**Item 4. Removed and Reserved**

**Item 5. Other Information**

None

**Item 6. Exhibits**

**Index to Exhibits:**

**Exhibit No.**

- 3.1 Amended and Restated Certificate of Incorporation of the Registrant, filed as Exhibit 3.1 to the Annual Report on Form 10-K dated September 28, 1998 (Reg. No. 000-22839) (the Annual Report ), and hereby incorporated by reference.
- 3.2 Amended and Restated By-Laws of the Registrant, filed as Exhibit 3.3 to the Annual Report, and hereby incorporated by reference.

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**Exhibit No.**

- 31.1 Chief Executive Officer Certification required by Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as amended (filed herewith).
- 31.2 Chief Financial Officer Certification required by Rules 13a- 14 and 15d- 14 under the Securities Exchange Act of 1934, as amended (filed herewith).
- 32 Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).

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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 thereunto duly authorized.

**GLOBECOMM SYSTEMS INC**  
(Registrant)

Date: May 10, 2010

/s/ DAVID E. HERSHBERG  
David E. Hershberg  
Chairman of the Board and  
Chief Executive Officer  
(Principal Executive Officer)

Date: May 10, 2010

/s/ ANDREW C. MELFI  
Andrew C. Melfi  
Senior Vice President, Chief Financial  
Officer and Treasurer (Principal  
Financial and Accounting Officer)

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