

GLOBECOMM SYSTEMS INC

Form 10-Q

May 10, 2011

**Table of Contents**

**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, 2011**

**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 5, 2011, there were 22,421,632 shares of the registrant's Common Stock outstanding.

**GLOBECOMM SYSTEMS INC.**  
Index to the March 31, 2011 Form 10-Q

	Page
<u>Part I Financial Information</u>	
<u>Item 1. Financial Statements</u>	3
<u>Consolidated Balance Sheets As of March 31, 2011 (unaudited) and June 30, 2010</u>	3
<u>Consolidated Statements of Operations (unaudited) For the three and nine months ended March 31, 2011 and 2010</u>	4
<u>Consolidated Statement of Changes in Stockholders Equity (unaudited) For the nine months ended March 31, 2011</u>	5
<u>Consolidated Statements of Cash Flows (unaudited) For the nine months ended March 31, 2011 and 2010</u>	6
<u>Notes to Consolidated Financial Statements (unaudited)</u>	7
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	16
<u>Item 3. Quantitative and Qualitative Disclosures about Market Risk</u>	24
<u>Item 4. Controls and Procedures</u>	25
<u>Part II Other Information</u>	
<u>Item 1. Legal Proceedings</u>	25
<u>Item 1A. Risk Factors</u>	25
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	34
<u>Item 3. Defaults Upon Senior Securities</u>	34
<u>Item 4. Removed and Reserved</u>	34
<u>Item 5. Other Information</u>	34
<u>Item 6. Exhibits</u>	34
<u>Signatures</u>	35
<u>EX-31.1</u>	
<u>EX-31.2</u>	
<u>EX-32</u>	

**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, 2011 (Unaudited)</b>	<b>June 30, 2010</b>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 39,521	\$ 42,863
Restricted cash	5,028	5,025
Accounts receivable, net	55,515	49,222
Inventories	47,445	34,486
Prepaid expenses and other current assets	5,372	3,100
Deferred income taxes	1,603	1,602
 Total current assets	 154,484	 136,298
 Fixed assets, net	 39,447	 37,839
Goodwill	40,594	40,594
Intangibles, net	14,542	16,196
Deferred income taxes	3,679	7,635
Other assets	2,232	2,148
 Total assets	 \$ 254,978	 \$ 240,710
 <b>Liabilities and Stockholders Equity</b>		
Current liabilities:		
Accounts payable	\$ 31,035	\$ 36,929
Deferred revenues	9,400	2,290
Accrued payroll and related fringe benefits	5,869	6,390
Other accrued expenses	15,892	11,477
Current portion of long-term debt	2,500	2,500
 Total current liabilities	 64,696	 59,586
 Other liabilities	 801	 2,443
Long term debt	7,500	9,375
Deferred income taxes	2,203	2,203
 Commitments and contingencies		
 Stockholders equity:		
Series A Junior Participating, shares authorized, issued and outstanding: none at March 31, 2011 and June 30, 2010		
	23	22

Edgar Filing: GLOBECOMM SYSTEMS INC - Form 10-Q

Common stock, \$.001 par value, 50,000,000 shares authorized, shares issued:  
22,829,416 at March 31, 2011 and 22,050,635 at June 30, 2010

Additional paid-in capital	194,969	189,401
Accumulated deficit	(12,516)	(19,346)
Treasury stock, at cost, 465,351 shares at March 31, 2011 and June 30, 2010	(2,781)	(2,781)
Accumulated other comprehensive income (loss)	83	(193)
Total stockholders' equity	179,778	167,103
Total liabilities and stockholders' equity	\$ 254,978	\$ 240,710

See accompanying notes.

3

---

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>2010</b>
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Revenues from services	\$ 45,963	\$ 34,018	\$ 136,159	\$ 96,196
Revenues from infrastructure solutions	16,520	18,782	49,771	61,362
Total revenues	62,483	52,800	185,930	157,558
Costs and operating expenses:				
Costs from services	31,691	24,822	95,768	70,907
Costs from infrastructure solutions	12,866	14,853	40,073	50,486
Selling and marketing	4,251	3,943	12,928	10,817
Research and development	723	760	2,732	2,272
General and administrative	7,547	6,478	20,533	17,209
Earn-out fair value adjustments	400	23	2,549	23
Total costs and operating expenses	57,478	50,879	174,583	151,714
Income from operations	5,005	1,921	11,347	5,844
Interest income	44	58	144	326
Interest expense	(69)	(27)	(218)	(27)
Income before income taxes	4,980	1,952	11,273	6,143
Provision for income taxes	1,992	707	4,443	2,256
Net income	\$ 2,988	\$ 1,245	\$ 6,830	\$ 3,887
Basic net income per common share	\$ 0.14	\$ 0.06	\$ 0.32	\$ 0.19
Diluted net income per common share	\$ 0.14	\$ 0.06	\$ 0.31	\$ 0.19
Weighted-average shares used in the calculation of basic net income per common share	21,442	20,601	21,230	20,466
	22,104	21,030	21,830	20,884

Weighted-average shares used in the calculation of  
diluted net income per common share

See accompanying notes.

4

---

**Table of Contents**

**GLOBECOMM SYSTEMS INC.**  
**CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS EQUITY**  
**FOR THE NINE MONTHS ENDED MARCH 31, 2011**

(In thousands)  
(Unaudited)

	Common Stock		Additional	Accumulated	Other	Treasury Stock		Total
	Shares	Amount	Paid-in Capital	Deficit	Comprehensive Income (Loss)	Shares	Amount	Stockholders Equity
Balance at June 30, 2010	22,051	\$ 22	\$ 189,401	\$ (19,346)	\$ (193)	465	\$ (2,781)	\$ 167,103
Proceeds from exercise of stock options	237		1,475					1,475
Stock compensation expense			2,513					2,513
Grant of restricted shares	428							
Tax benefit from compensation plan			9					9
Grant of shares for Telaurus earn-out	113	1	895					896
Grant of warrants for Telaurus earn-out			676					676
Comprehensive income:								
Net income				6,830				6,830
Gain from foreign currency translation					276			276
Total comprehensive income								7,106
Balance at March 31, 2011	22,829	\$ 23	\$ 194,969	\$ (12,516)	\$ 83	465	\$ (2,781)	\$ 179,778

See accompanying notes.



**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>2010</b>
	<b>2011</b>	<b>2010</b>
<b>Operating Activities:</b>		
Net income	\$ 6,830	\$ 3,887
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	6,832	5,391
Provision for doubtful accounts	496	679
Deferred income taxes	3,956	2,086
Stock compensation expense	2,513	1,704
Tax benefit from stock compensation plan	9	2
Earn-out fair value adjustments	2,549	23
Changes in operating assets and liabilities:		
Accounts receivable	(6,354)	1,969
Inventories	(12,867)	(16,191)
Prepaid expenses and other current assets	(2,077)	362
Other assets	(12)	(156)
Accounts payable	(6,394)	3,410
Deferred revenue	7,110	1,361
Accrued payroll and related fringe benefits	(558)	298
Other accrued expenses	1,980	1,292
Other liabilities	17	(131)
Net cash provided by operating activities	4,030	5,986
<b>Investing Activities:</b>		
Purchases of fixed assets	(6,619)	(6,823)
Acquisition of business, net of cash received		(13,901)
Cash payment for Telaurus earn out	(586)	(353)
Restricted cash		(5,000)
Net cash used in investing activities	(7,205)	(26,077)
<b>Financing Activities:</b>		
Proceeds from exercise of stock options	1,475	181
Borrowings under C2C acquisition loan		12,500
Proceeds from sale of common stock		497
Repayments of debt	(1,875)	

Net cash (used in) provided by financing activities	(400)	13,178
Effect of foreign currency translation on cash and cash equivalents	233	(45)
Net decrease in cash and cash equivalents	(3,342)	(6,958)
Cash and cash equivalents at beginning of period	42,863	44,034
Cash and cash equivalents at end of period	\$ 39,521	\$ 37,076
<b>Supplemental Disclosure of Cash Flow Information:</b>		
Cash paid for interest	\$ 221	\$
Cash paid for income taxes	693	342

See accompanying notes.

**Table of Contents**

**GLOBECOMM SYSTEMS INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
MARCH 31, 2011  
(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, 2010 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 and nine months ended March 31, 2011, are not necessarily indicative of the results that may be expected for the full fiscal year ending June 30, 2011, 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, 2010 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 13, 2010.

*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 LLC ( 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 equipment, 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

**Table of Contents**

party vendors can install the equipment. The estimated 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 estimated value of installation, the Company will defer recognition of revenues, determined on a contract-by-contract basis equal to the estimated 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.

Revenues from services consist of the access, hosted and lifecycle support service lines 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 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.

*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.

*Research and Development*

Research and development expenditures are expensed as incurred.

*Stock-Based Compensation*

Stock compensation expense was approximately \$797,000 and \$2,513,000 for the three and nine months ended March 31, 2011, respectively. Stock compensation expense was approximately \$640,000 and \$1,704,000 for the three and nine months ended March 31, 2010, respectively. As of March 31, 2011, there was approximately \$124,000 of unrecognized compensation cost related to non-vested outstanding stock options. The cost is expected to be recognized over a weighted-average period of 2.3 years. As of March 31, 2011, there was approximately \$4,486,000 of unrecognized compensation cost related to non-vested stock-based compensation related to restricted shares. The cost is expected to be recognized over a weighted-average period of 2.0 years.

*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 no longer amortized, but instead tested for

**Table of Contents**

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 Company performs the goodwill impairment test annually in the fourth quarter. There have been no events in the nine months ended March 31, 2011 that would indicate that goodwill and indefinite life intangible assets were impaired.

*Comprehensive Income*

Comprehensive income for the three and nine months ended March 31, 2011 of approximately \$2,778,000 and \$7,106,000, respectively, includes an unrealized foreign currency translation loss of approximately \$210,000 and a gain of approximately \$276,000, respectively. Comprehensive income for the three and nine months ended March 31, 2010 of approximately \$1,193,000 and \$3,851,000 includes a foreign currency translation loss of approximately \$52,000 and \$36,000, respectively.

*Income Taxes**Deferred Tax Assets*

Consistent with the provisions of ASC Topic No. 740, Income Taxes, the Company regularly estimates the ability to recover deferred income taxes, reports such deferred tax assets at the amount that is determined to be more-likely-than-not recoverable, and estimates income taxes in each of the taxing jurisdictions in which the Company operates. 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, 2011, the Company had a liability for unrecognized tax benefits of approximately \$1,425,000, which, if recognized in the future, would favorably impact the Company's effective tax rate. On a quarterly basis, the Company evaluates its tax positions and revises its estimates accordingly. The Company believes that none of these tax positions will be resolved within the next twelve months. 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. As of March 31, 2011, 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 2008 through 2010 tax years remain subject to examination. The Company files returns 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

**Table of Contents**

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 have terms of one year. 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) to cover specific purchase commitments for an infrastructure program. In July 2010, October 2010 and January 2011, the Company purchased approximately 1.0 million, 0.1 million, and 1.2 million Euros, respectively, under these forward exchange contracts. As a result, the Company has no forward exchange contracts remaining as of March 31, 2011. As the contracts did not qualify for hedge accounting, the Company recorded approximately \$136,000 and \$515,000 of gain in general and administrative expense in the three and nine months ended March 31, 2011, respectively, to adjust these contracts to market value.

*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.

*Recent Accounting Pronouncements*

In October 2009, the FASB issued Accounting Standards Update No. 2009- 13, Multiple-Deliverable Revenue Arrangements ( ASU 2009-13 ) which updates ASC Topic 605-25, Revenue Recognition Multiple element 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 was effective for the Company for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. The adoption of this pronouncement did not have a material impact on the Company s financial condition or results of operations for the three and nine months ended March 31, 2011.

In January 2010, the FASB issued ASU 2010-06, Fair Value Measurements and Disclosures (Topic 820) Improving Disclosures about Fair Value Measurements ( ASU 2010-06 ). ASU 2010-06 requires new disclosures regarding transfers in and out of the Level 1 and 2 and activity within Level 3 fair value measurements and clarifies existing disclosures of inputs and valuation techniques for Level 2 and 3 fair value measurements. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosure of activity within Level 3 fair value measurements, which is effective for fiscal years beginning after December 15, 2010, and for interim periods within those years. This update did not have a material impact on the Company s fair value disclosures.

In April 2010, the FASB issued ASU 2010-13, Compensation Stock Compensation (Topic 718) - Effect of Denominating the Exercise Price of a Share-Based Payment Award in the Currency of the Market in Which the Underlying Equity Security Trades (A Consensus of the FASB Emerging Issues Task Force) ( ASU 2010-13 ). ASU 2010-13 clarifies that a share-based payment award with an exercise price denominated in the currency of a market in which a substantial portion of the entity s equity securities trades should not be considered to contain a condition that is not a market, performance, or service condition. Therefore, such an award should not be classified as a liability if it otherwise qualifies as equity. This clarification of existing practice is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2010, with early application permitted. The adoption of this pronouncement will not have a material impact on the Company s consolidated financial condition or results of operations.

**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

**Table of Contents**

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, 2011 excludes the effect of approximately 75,000 and 365,000 stock options, restricted shares and warrants 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, 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.

**3. Inventories**

Inventories consist of the following:

	<b>March 31, 2011 (Unaudited)</b>	<b>June 30, 2010</b>
	<b>(In thousands)</b>	
Raw materials and component parts	\$ 1,212	\$ 1,392
Work-in-progress	47,520	34,368
	48,732	35,760
Less progress payments	1,287	1,274
	<b>\$ 47,445</b>	<b>\$ 34,486</b>

**4. Segment Information**

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

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

**Table of Contents**

The following is the Company's business segment information for the three and nine months ended March 31, 2011 and 2010 and as of March 31, 2011 and June 30, 2010:

	<b>Three Months Ended March 31, 2011</b>	<b>March 31, 2010</b>	<b>Nine Months Ended March 31, 2011</b>	<b>March 31, 2010</b>
	<b>(Unaudited)</b>			
	<b>(In thousands)</b>			
Revenues:				
Services	\$ 50,233	\$ 35,834	\$ 145,682	\$ 102,831
Infrastructure solutions	16,520	18,849	49,929	62,193
Intercompany eliminations	(4,270)	(1,883)	(9,681)	(7,466)
Total revenues	\$ 62,483	\$ 52,800	\$ 185,930	\$ 157,558
Income (loss) from operations:				
Services	\$ 6,642	\$ 4,307	\$ 16,487	\$ 11,225
Infrastructure solutions	(1,603)	(2,388)	(5,093)	(5,327)
Interest income	44	58	144	326
Interest expense	(69)	(27)	(218)	(27)
Intercompany eliminations	(34)	2	(47)	(54)
Income before income taxes	\$ 4,980	\$ 1,952	\$ 11,273	\$ 6,143
Depreciation and amortization:				
Services	\$ 2,066	\$ 1,535	\$ 5,529	\$ 4,006
Infrastructure solutions	445	444	1,320	1,411
Intercompany eliminations	(6)	(9)	(17)	(26)
Total depreciation and amortization	\$ 2,505	\$ 1,970	\$ 6,832	\$ 5,391
Expenditures for long-lived assets:				
Services	\$ 1,118	\$ 747	\$ 6,191	\$ 6,088
Infrastructure solutions	169	193	428	735
Total expenditures for long-lived assets	\$ 1,287	\$ 940	\$ 6,619	\$ 6,823
<b>March 31, 2011</b>				
<b>(Unaudited)</b>				
<b>(In thousands)</b>				
Assets:				
Services			\$ 146,962	\$ 130,866



Infrastructure solutions	225,458	207,053
Intercompany eliminations	(117,442)	(97,209)
Total assets	\$ 254,978	\$ 240,710

## 5. Long-Term Debt

### *Line of Credit*

On May 28, 2010, the Company entered into Amendment No. 4 to the committed secured credit facility with Citibank, N.A. The credit facility has been extended and expires on May 26, 2011. The credit facility is comprised of a \$65 million line of credit (the Line ) and a foreign exchange line in the amount of \$15 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

**Table of Contents**

years, in the aggregate amount of up to \$40 million that can be used for acquisitions; and (d) \$10 million available for revolving credit borrowings. 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, 2011, the applicable margin on the LIBOR rate was 250 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, EBITDA minimums and minimum capital base, with which the Company was in compliance at March 31, 2011. As of March 31, 2011, in addition to the C2C Acquisition Loan described below there were standby letters of credit of approximately \$6.9 million, which were applied against and reduced the amounts available under the credit facility.

**C2C Acquisition Loan**

The purchase of C2C and Evocomm was funded, in part, through a five-year \$12.5 million acquisition term loan (C2C Acquisition Loan) provided by Citibank, N.A on March 5, 2010, under the then-existing credit facility. The C2C Acquisition Loan bears interest at the prime rate or LIBOR plus 250 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, 2011 was approximately 2.8%. At March 31, 2011, \$10,000,000 was outstanding of which \$2,500,000 was due within one year. Remaining minimum payments under this agreement, excluding interest, for the following fiscal years are as follows (in thousands):

2011	\$ 625
2012	2,500
2013	2,500
2014	2,500
2015	1,875

**ComSource Acquisition Loan**

Subsequent to March 31, 2011, on April 7, 2011, the Company entered into Amendment No. 5 to its credit facility with Citibank, N.A., revising the definition and treatment of certain covenants. Further, the Company entered into an \$18.0 million Term Loan Note (the ComSource Acquisition Loan). The ComSource Acquisition Loan was incurred to fund part of the acquisition of ComSource Inc. described below in Subsequent Events. The ComSource Acquisition Loan provides that the Company will pay to Citibank, N.A. sixty consecutive monthly principal installments of \$300,000 each plus applicable interest.

**6. Acquisitions**

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 (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 (Evosat), a company incorporated in South Africa.

C2C employs approximately 21 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 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 C2C Acquisition Loan (as defined above) 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

**Table of Contents**

upon the acquired businesses achieving certain earnings milestones within twenty-four months following the closing. In April 2011, the former owners of C2C and Evocomm received \$4.5 million based on the results of the first twelve month earn out period, which reduced the future potential earn-out payments to a maximum of \$5.9 million.

The following unaudited pro forma information assumes that the acquisition of C2C and Evocomm occurred on July 1, 2009, after giving effect to certain adjustments, including amortization of intangibles, increased interest expense on the C2C 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>Three months ended March 31, 2010</b>	<b>Nine months ended March 31, 2010</b>
	<b>(in thousands, except per share data)</b>	
Revenues	\$ 56,527	\$ 171,970
Net income	\$ 1,312	\$ 4,568
Basic net income per common share	\$ 0.06	\$ 0.22
Diluted net income per common share	\$ 0.06	\$ 0.22

On May 29, 2009, the Company, acting through its wholly-owned subsidiary Telaurus LLC, acquired the entire business operations of Telaurus Communications LLC ( Telaurus ), a privately owned company, including all of the issued stock of Telaurus's wholly-owned subsidiary Telaurus Communications Pte. Ltd., a company incorporated in Singapore.

Pursuant to the terms of the acquisition the former owners of Telaurus received approximately 113,000 common shares, approximately \$586,000 in cash and 244,910 warrants to purchase common stock at an exercise price of \$10.00 on July 28, 2010 based on results of the earn-out period, which expired on May 31, 2010. The warrants expire on July 28, 2013.

**7. Goodwill and Intangibles**

Intangibles subject to amortization consisted of the following:

	<b>March 31, 2011</b>	<b>June 30, 2010</b>	<b>Est. useful life</b>
	<b>(In thousands)</b>		
Customer relationships	\$ 16,279	\$ 16,279	8-18 years
Software	1,287	1,287	5 years
Contracts backlog	1,771	1,771	6 months-2 years
Covenant not to compete	125	125	3-4 years
Trademark	82	82	5 years
	19,544	19,544	
Less accumulated amortization	5,002	3,348	

Intangibles, net	\$ 14,542	\$ 16,196
------------------	-----------	-----------

Amortization expense of approximately \$505,000 and \$1,522,000 was included in general and administrative expenses in the three and nine months ended March 31, 2011, respectively. 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.

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

14

---

**Table of Contents**

2011	\$ 506
2012	1,889
2013	1,607
2014	1,582
2015	1,289

**8. Fair Value Measurements**

The Company has categorized our assets and liabilities recorded at fair value based upon the fair value hierarchy. The levels of fair value hierarchy are as follows:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related asset or liabilities.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of assets or liabilities.

ASC 820 Fair Value Measurements and Disclosures requires the use of observable market inputs (quoted market prices) when measuring fair value and requires Level 1 quoted price to be used to measure fair value whenever possible.

Foreign currency forward exchange contracts are classified within Level 2, as the valuation inputs are based on quoted prices and market observable data of similar instruments.

There were no transfers in or out of Level 1 and 2 in the three and nine months ended March 31, 2011.

The fair value of indefinite-lived assets, which consists of goodwill, is measured on a non-recurring basis in connection with the Company's annual goodwill impairment test. The fair value of the reporting unit to which goodwill has been assigned is determined using a projected discounted cash flow analysis based on unobservable inputs including gross profit, discount rate, working capital requirements, capital expenditures, depreciation and terminal value assumptions and are classified within Level 3 of the valuation hierarchy.

The book value of the Company's \$10,000,000 of debt approximates fair value based upon its variable interest rate.

**9. Subsequent Events**

The Company entered into an Agreement and Plan of Merger effective as of April 8, 2011 with ComSource Inc. (ComSource). Pursuant to the agreement, a newly-formed subsidiary of the Company merged with and into ComSource in exchange for an initial cash purchase price of \$20.0 million, funded through \$2.0 million of existing cash and \$18.0 million through the ComSource Acquisition Loan, as described above. To the extent that working capital at the effective time is less or more than \$400,000, there may be a post-closing adjustment to the purchase price.

Former ComSource shareholders are also entitled to receive additional cash payments of up to an aggregate of \$21.0 million, subject to an earn-out based upon the acquired business achieving certain earnings milestones within twenty-four months following the closing.

ComSource employs 48 staff and provides independent testing and evaluation of a variety of telecommunications equipment and related recurring long term application support, including new feature sets. Client testing includes basic performance, data assurance, reliability and system security. The acquisition of ComSource provides the Company with further entry into the growing wireless market.

**Table of Contents**

**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, including areas of conflict, our dependence on a limited number of contracts for a high percentage of our revenues, our concentration of government contracts and the impact on our customers or potential customers of the uncertain worldwide economic climate. 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 and Quarterly Reports on Form 10-Q. 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 the 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 services and products we offer include: access, hosted, lifecycle support services, pre-engineered products, and systems design and integration services. To provide these services and products, we engineer all the necessary satellite and terrestrial facilities as well as provide the integration services required to implement those facilities. We also 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 services and products 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.

In the three and nine months ended March 31, 2011, 21% and 22% of our revenues were derived from Northrop Grumman Information Technologies Inc., respectively. 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.

As a consequence of the worldwide financial and economic crisis and that has occurred during the past several years and lingering economic uncertainty, our customers have reduced and may continue to reduce their budgets for spending on equipment and systems, which has impacted our infrastructure segment revenues, resulting in an operating loss in this segment in the three and nine months ended March 31, 2011 and the years ended June 30, 2010 and 2009. We are also experiencing a shift in our infrastructure business from numerous smaller orders to ones that are larger and include various milestones which affect revenue recognition. This may result in more significant quarter-to-quarter shifts in revenues from this segment in the future. We expect an increase in revenues from this segment in the fiscal 2011 fourth quarter as a result of this shift.

The decrease in cash provided by operating activities for the nine months ended March 31, 2011 as compared to the nine months ended March 31, 2010 was primarily due to the increase in inventories and the payment of accounts payable during the current period. This increase was the result of inventory purchases related to a significant contract

in the infrastructure business expected to be shipped in fiscal 2012. We have not recognized certain revenues from this contract as a result of not yet achieving certain contract milestones. Moreover, this contract carries an unusually low margin which will negatively impact our gross margin in fiscal 2012 as milestones are reached.

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. 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

**Table of Contents**

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.

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. Anticipated contract losses are recognized as they become known. 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, and administrative functions, as well as 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 – Infrastructure Solutions***

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 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 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 estimated value of installation, we will defer recognition of revenues, determined on a contract-by-contract basis equal to the estimated 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.

**Table of Contents**

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, 2011 that would indicate that the goodwill and indefinite life intangible assets were impaired.

***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, 2011 and June 30, 2010 we had a liability for unrecognized tax benefits of approximately \$1,425,000 and \$1,085,000, respectively, which if recognized in the future, would favorably impact our effective tax rate.

**Table of Contents*****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, 2011, there was approximately \$124,000 of unrecognized compensation cost related to unvested outstanding stock options. The cost is expected to be recognized over a weighted-average period of 2.3 years. As of March 31, 2011, there was approximately \$4,486,000 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 2.0 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 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.

***Valuation of contingent consideration***

We maintain a liability for contingent consideration related to potential earn-out payments to the former shareholders of C2C and Evocomm if certain milestones are met. These amounts are estimated based on a number of factors including likelihood of meeting those milestones based on forecasted results. We review these estimates and updated forecasts on a quarterly basis and record adjustments as required. In the three and nine months ended March 31, 2011 we recorded expense of approximately \$400,000 and \$2,549,000, respectively, in operating results relating to this estimate.

***Recent Accounting Pronouncements***

In October 2009, the FASB issued Accounting Standards Update No. 2009-13, Multiple-Deliverable Revenue Arrangements (ASU 2009-13) 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 was effective for the Company, for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. The adoption of this pronouncement did not have a material impact on the financial condition or results of operations for the three and nine months ended March 31, 2011.

In January 2010, the FASB issued ASU 2010-06, Fair Value Measurements and Disclosures (Topic 820) Improving Disclosures about Fair Value Measurements (ASU 2010-06). ASU 2010-06 requires new disclosures regarding transfers in and out of the Level 1 and 2 and activity within Level 3 fair value measurements and clarifies

**Table of Contents**

existing disclosures of inputs and valuation techniques for Level 2 and 3 fair value measurements. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosure of activity within Level 3 fair value measurements, which is effective for fiscal years beginning after December 15, 2010, and for interim periods within those years. This update did not have a material impact on the Company's fair value disclosures.

In April 2010, the FASB issued ASU 2010-13, Compensation - Stock Compensation (Topic 718) - Effect of Denominating the Exercise Price of a Share-Based Payment Award in the Currency of the Market in Which the Underlying Equity Security Trades (A Consensus of the FASB Emerging Issues Task Force) (ASU 2010-13). ASU 2010-13 clarifies that a share-based payment award with an exercise price denominated in the currency of a market in which a substantial portion of the entity's equity securities trades should not be considered to contain a condition that is not a market, performance, or service condition. Therefore, such an award should not be classified as a liability if it otherwise qualifies as equity. This clarification of existing practice is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2010, with early application permitted. The adoption of this pronouncement will not have a material impact on the consolidated financial condition or results of operations.

**Results of Operations*****Three and Nine Months Ended March 31, 2011 and 2010***

Our consolidated results of operations for the three and nine months ended March 31, 2011 include results of C2C, Evocomm and Evosat since the acquisition of these entities which took place on March 5, 2010.

*Revenues from Services.* Revenues increased by \$11.9 million, or 35.1%, to \$46.0 million for the three months ended March 31, 2011 and increased by \$40.0 million, or 41.5%, to \$136.2 million for the nine months ended March 31, 2011, compared to \$34.0 million and \$96.2 million for the three and nine months ended March 31, 2010, respectively. The increase in revenues for the three and nine months ended March 31, 2011 was due to an increase in our access service offering primarily in the government marketplace, along with a net increase of \$3.5 million and \$12.8 million, respectively, of revenue from C2C and Evocomm.

*Revenues from Infrastructure Solutions.* Revenues decreased by \$2.3 million, or 12.0%, to \$16.5 million for the three months ended March 31, 2011 and decreased by \$11.6 million, or 18.9%, to \$49.8 million for the nine months ended March 31, 2011, compared to \$18.8 million and \$61.4 million for the three and nine months ended March 31, 2010, respectively. The decrease in revenues 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 affected, in particular, pre-engineered systems. Due to the current global economic conditions it is currently difficult to assess whether or not future bookings will meet or exceed levels experienced in the past.

*Costs from Services.* Costs from services increased by \$6.9 million, or 27.7%, to \$31.7 million for the three months ended March 31, 2011 and increased by \$24.9 million, or 35.1%, to \$95.8 million for the nine months ended March 31, 2011, compared to \$24.8 million and \$70.9 million for the three and nine months ended March 31, 2010, respectively. Gross margin increased to 31.1% of revenues for the three months ended March 31, 2011 and increased to 29.7% of revenues for the nine months ended March 31, 2011, compared to 27.0% and 26.3% for the three and nine months ended March 31, 2010, respectively. The increase in the gross margin 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.

*Costs from Infrastructure Solutions.* Costs from infrastructure solutions decreased by \$2.0 million, or 13.4%, to \$12.9 million for the three months ended March 31, 2011 and decreased by \$10.4 million, or 20.6%, to \$40.1 million for the nine months ended March 31, 2011, compared to \$14.9 million and \$50.5 million for the three and nine months ended March 31, 2010, respectively. The gross margin increased to 22.1% in the three months

**Table of Contents**

ended March 31, 2011 and increased to 19.5% for the nine months ended March 31, 2011, compared to 20.9% and 17.7% for the three and nine months ended March 31, 2010, respectively. This increase in gross margin in the three and nine months ended March 31, 2011 was mainly attributable to an increase in sales in the government marketplace, along with an equipment sale with lower than normal margin in the three and nine months ended March 31, 2010.

*Selling and Marketing.* Selling and marketing expenses increased by \$0.3 million, or 7.8%, to \$4.3 million for the three months ended March 31, 2011 and increased by \$2.1 million, or 19.5%, to \$12.9 million for the nine months ended March 31, 2011, compared to \$3.9 million and \$10.8 million for the three and nine months ended March 31, 2010, respectively. The increase was a result of increased proposal activity and marketing efforts in infrastructure, an increase in head count, and net increase of \$0.1 million and \$0.5 million of expenses for the three and nine months ended March 31, 2011, respectively, incurred at C2C and Evocomm.

*Research and Development.* Research and development expenses remained relatively consistent for the three months ended March 31, 2011 as compared to the three months ended March 31, 2010 and increased by \$0.5 million, or 20.2%, to \$2.7 million for the nine months ended March 31, 2011, compared to \$2.3 million for the nine months ended March 31, 2010. The increase was principally due to costs associated with expanding X and Ka band product capabilities and expanding the Tempo Enterprise Media Platform.

*General and Administrative.* General and administrative expenses increased by \$1.1 million, or 16.5%, to \$7.5 million for the three months ended March 31, 2011 and increased by \$3.3 million, or 19.3%, to \$20.5 million for the nine months ended March 31, 2011, compared to \$6.5 million and \$17.2 million for the three and nine months ended March 31, 2010, respectively. The increase in the three months ended March 31, 2011 was a result of additional net expenses of \$0.7 million incurred at C2C and Evocomm along with an increase in the accrual for the Company's pay for performance plan and an increase in headcount, partially offset by a decrease in acquisition costs of \$0.5 million and reduction of foreign currency expense of \$0.3 million compared to previous period due to the settlement of forward contracts to purchase Euros (includes \$0.1 million gain in the three months ended March 31, 2011 along with \$0.2 million reduction of expense due to inclusion of \$0.2 million loss recorded in same period last year). The increase in the nine months ended March 31, 2011 was a result of additional net expenses of \$2.5 million for the nine months ended March 31, 2011 incurred at C2C and Evocomm along with an increase in headcount and stock compensation expense and an increase in the accrual for the Company's pay for performance plan, partially offset by a decrease in acquisition costs of \$0.5 million and reduction of foreign currency expense of \$0.7 million compared to previous period due to the settlement of forward contracts to purchase Euros (includes \$0.5 million gain in the nine months ended March 31, 2011 along with \$0.2 million reduction of expense due to inclusion of \$0.2 million loss recorded in same period last year).

*Earn-out Fair Value Adjustments.* Charges of \$0.4 million and \$2.1 million in the three and nine months ended March 31, 2011 are a result of the earn-out accrual related to the acquisition of C2C and Evocomm on March 5, 2010. The nine months amount includes an adjustment of \$2.1 million due to C2C and Evocomm performing better than our original forecasts based on current and future anticipated results.

*Interest Income.* Interest income decreased by 24.1% to \$44,000 for the three months ended March 31, 2011 and decreased by \$0.2 million, or 55.8%, to \$0.1 million for the nine months ended March 31, 2011, compared to \$0.1 million and \$0.3 million for the three and nine months ended March 31, 2010, respectively, as a result of a decrease in interest rates and a decrease in the unrestricted cash balance.

*Interest Expense.* Interest expense increased by \$42,000 to \$0.1 million for the three months ended March 31, 2011 and increased by \$0.2 million to \$0.2 million for the nine months ended March 31, 2011, as a result of the issuance of debt on March 5, 2010 related to the acquisition of C2C and Evocomm.

*Provision for Income Taxes.* The provision for income taxes increased by \$1.3 million, or 181.8%, to \$2.0 million for the three months ended March 31, 2011 and increased by \$2.2 million, or 96.9%, to \$4.4 million for the nine months ended March 31, 2011, compared to \$0.7 million and \$2.3 million for the three and nine months ended March 31, 2010, respectively. The provision for income taxes increased as a result of the increase in income before income taxes. The effective rate was 40% and 39% for the three and nine months ended March 31, 2011, respectively, compared to 36% and 37% for the three and nine months ended March 31, 2010, respectively. The



**Table of Contents**

effective rate increased mainly due to the earn-out fair value adjustment that is not deductible for tax purposes. This increase was partially offset by a research and development credit for fiscal 2005, a benefit for the extension of the research and development credit that was enacted in the Tax Relief Act of 2010 that is retroactive to January 1, 2010 along with benefits for lower tax rates in certain foreign jurisdictions.

**Liquidity and Capital Resources**

At March 31, 2011, we had working capital of \$89.8 million, including cash and cash equivalents of \$39.5 million, restricted cash of \$5.0 million, net accounts receivable of \$55.5 million, inventories of \$47.4 million, prepaid expenses and other current assets of \$5.4 million and current deferred income taxes of \$1.6 million, offset by \$31.0 million in accounts payable, \$9.4 million in deferred revenues, \$5.9 million in accrued payroll and related fringe benefits, \$15.9 million in other accrued expenses and \$2.5 million in current portion of long term debt.

At June 30, 2010, we had working capital of \$76.7 million, including cash and cash equivalents of \$42.9 million, restricted cash of \$5.0 million, net accounts receivable of \$49.2 million, inventories of \$34.5 million, prepaid expenses and other current assets of \$3.1 million and current deferred income taxes of \$1.6 million, offset by \$36.9 million in accounts payable, \$2.3 million in deferred revenues, \$6.4 million in accrued payroll and related fringe benefits, \$11.5 million in accrued expenses and \$2.5 million in current portion of long term debt.

Net cash provided by operating activities during the nine months ended March 31, 2011 was \$4.0 million. This primarily related to a decrease in deferred revenue of \$7.1 million due to timing differences between project billings and revenue recognition milestones resulting from specific customer contracts, net income of \$6.8 million, a non-cash item representing depreciation and amortization expense of \$6.8 million comprised of depreciation expense related to the network operations center and satellite earth station equipment and amortization expense related to acquisitions, a decrease in deferred income taxes of \$4.0 million due to net income generated in the period, earn-out fair value adjustments of \$2.5 million and non-cash stock compensation expense of \$2.5 million offset by an increase in inventory of \$12.9 million due to the timing of shipments and purchases of equipment for milestones to be reached in future periods mainly attributable to one large long-term program, a decrease in accounts payable of \$6.4 million due to the timing of inventory purchases and payments to vendors, and an increase in accounts receivable of \$6.4 million due to the timing of billings and collections from customers.

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 used in investing activities during the nine months ended March 31, 2011 was \$7.2 million, which related to the purchase of network operations center and teleport assets of \$6.6 million and the cash payment for the Telaurus earn-out of approximately \$0.6 million.

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 and Evocomm, capital expenditures of \$6.8 million related to the purchase of hosted mobile core switch assets, 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 financing activities during the nine months ended March 31, 2011 was \$0.4 million, which primarily related to repayment of long-term debt of \$1.9 million partially offset by \$1.5 million of proceeds from the exercise of stock options.





**Table of Contents**

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.

On May 28, 2010, we entered into Amendment No. 4 to our committed secured credit facility with Citibank, N.A. The credit facility has been extended and expires on May 26, 2011. The credit facility is comprised of a \$65 million line of credit (the "Line") and a foreign exchange line in the amount of \$15 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 \$40 million that can be used for acquisitions; and (d) \$10 million available for revolving credit borrowings. At our discretion, 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, 2011, the applicable margin on the LIBOR rate was 250 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, EBITDA minimums and minimum capital base, with which the Company was in compliance at March 31, 2011. As of March 31, 2011, \$10.0 million was outstanding under the C2C Acquisition Loan, of which \$2.5 million was due within one year. In addition there were standby letters of credit of approximately \$6.9 million, which were applied against and reduced the amounts available under the credit facility as of March 31, 2011.

On April 7, 2011, we entered into Amendment No. 5 to our credit facility with Citibank, N.A., revising the definition and treatment of certain covenants. Further, we entered into the \$18.0 million ComSource Acquisition Loan. The ComSource Acquisition Loan was issued to fund part of the acquisition price of ComSource Inc. described below. The ComSource Acquisition Loan provides that we will pay to Citibank, N.A. sixty consecutive monthly principal installments of \$300,000 each plus applicable interest.

We entered into, and simultaneously closed, an Agreement and Plan of Merger (the "Merger Agreement") as of April 8, 2011 with ComSource Inc. ("ComSource"). Pursuant to the Merger Agreement, a newly-formed subsidiary merged with and into ComSource in exchange for an initial cash purchase price of \$20.0 million, funded through \$2.0 million of existing cash and \$18.0 million through the ComSource Acquisition Loan, as described above. To the extent that working capital at the effective time was less or more than \$400,000, there may be a post-closing adjustment to the purchase price.

Former ComSource shareholders are also entitled to receive additional cash payments of up to an aggregate of \$21.0 million, subject to an earn-out based upon the acquired business achieving certain earnings milestones within twenty-four months following the closing.

We lease satellite space segment services and other equipment under various operating lease agreements, which expire in various years through fiscal 2015. Future minimum lease payments due on these leases through March 31, 2012 are approximately \$35.3 million.

At March 31, 2011, 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	\$ 56,521	\$ 35,309	\$ 16,173	\$ 4,870	\$ 169
Long-term debt	10,000	2,500	5,000	2,500	
Total contractual obligations	\$ 66,521	\$ 37,809	\$ 21,173	\$ 7,370	\$ 169

**Table of Contents**

	<b>Total Amounts Committed</b>	<b>Amount of Commitment Expiration Per Period</b>			
		<b>Less than 1 year</b>	<b>1-3 years</b>	<b>4-5 years</b>	<b>More Than 5 years</b>
<b>Other Commercial Commitments</b>					
Standby letters of credit	\$ 6,859	\$ 3,676	\$ 3,183	\$	\$
Total commercial commitments	\$ 6,859	\$ 3,676	\$ 3,183	\$	\$

Our tax liability for uncertain tax positions was approximately \$1,425,000 at March 31, 2011. Until formal resolutions are reached between us and the tax authorities, the timing and amount of a possible audit settlement for uncertain tax benefits is not practicable. Therefore, we do not include this obligation in the table of contractual obligations.

We expect that our cash and working capital requirements for operating activities may increase as we continue to implement our business strategy, including to fund any future acquisitions of complementary businesses, technologies and intellectual property. 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. 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, 2012. 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

**Table of Contents**

material for an infrastructure program. In July 2010, October 2010 and January 2011, the Company purchased approximately 1.0 million, 0.1 million, and 1.2 million Euros, respectively, under these forward exchange contracts. We recorded approximately \$0.1 million and \$0.5 million gain to general and administrative expense in the three and nine months ended March 31, 2011, respectively, to adjust these contracts to market value. At March 31, 2011 we had no remaining foreign currency forward exchange contracts.

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. A change in our interest rate of 50 basis points on our long-term debt would have resulted in additional interest expense of approximately \$13,000 and \$41,000 in the three and nine months ended March 31, 2011.

**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, 2011 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.

**Part II Other Information****Item 1. Legal Proceedings**

None

**Item 1A. Risk Factors****Risks Related to Our Business**

***Reductions in telecommunications equipment and systems spending have negatively affected our revenues and profitability of our infrastructure solutions segment, which may not be offset by the growth in our services segment.***

During the past several years, as a consequence of the worldwide financial and economic crisis and 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, 2011 and the year ended June 30, 2010, our infrastructure solutions segment in particular was impacted by these factors and incurred operating losses. 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. The growth of our services segment in recent periods may not be sufficient to offset any prolonged continuation of a decline in business in our infrastructure segment.

***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.***

**Table of Contents**

We rely on a small number of customer contracts for a large portion of our revenue. Specifically, we have agreements with two customers to provide equipment and services, from which we expect to generate a significant portion of our revenues. In addition, most of ComSource's revenues are generated by or through a single customer. 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, 2011, we derived 68% and 62%, 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 mounting government deficits and efforts to reduce expenditures in upcoming budgets 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, from which we have generated a significant amount of revenue in recent periods and from which combat troops are scheduled to be withdrawn by the end of 2014.

***We often act as a subcontractor, particularly in the government marketplace and our results could be adversely affected by the prime contractors' inability to obtain or renew its contracts with the ultimate customer.***

We regularly act as subcontractor to prime contractors, principally in the government marketplace. In these subcontractor arrangements, we have no control over the contracting process and we may not be able to influence or control issues that arise between the prime contractor and its customer. Our future success may be materially impaired if the companies for which we serve as subcontractor cannot obtain or renew their contracts with the ultimate customer, which has happened in the past. Also, disputes between a prime contractor and its customer could result in a customer terminating the contract, which could negatively impact our operating results.

***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 services and products internationally. We anticipate that 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 services and products to customers;

- difficulties in collecting accounts receivable could affect our results of operations;

- 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;

**Table of Contents**

differing technology standards across countries may impede our ability to integrate our services and products 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 services and products could adversely impact the quality of our services and products;

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.

***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, GSM, Cachendo, Mach 6, Telaurus, Evocomm, C2C 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, 2011, services revenues were 73% of total revenue, compared to 61% for the nine months ended March 31, 2010. In fiscal 2010, services revenues increased to 60% of total revenues compared to 48% and 32% in fiscal 2009 and 2008, 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

***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.

***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 or 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, amortization expenses related to intangibles assets and fair value adjustments related to earn outs. 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

**Table of Contents**

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 or investment does not meet expectations;

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

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

We cannot assure you that any acquisition or strategic investment 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 services and products 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 services and products 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.

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 such as Caprock and Segovia, and satellite owners like SES Americom and Intelsat. 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 services and products 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.



**Table of Contents**

***If our services and products 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 services and products 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 services and products in developing countries or that customers in these countries will accept our services and products 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 services and products; and

the acceptance of our services and products by customers.

If our services and products 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 infrastructure 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.

***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, which would harm our future performance.

***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



**Table of Contents**

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 any 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 services and products. Furthermore, our costs could increase significantly if we need to change vendors. If we do not receive timely deliveries of quality services and products, 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 services and products become non-competitive and obsolete.***

The telecommunications industry, including satellite-based communications services, is characterized by rapidly changing technologies, frequent new service and product introductions and evolving industry standards. If we are unable, for technological or other reasons, to develop and introduce new services and products or enhancements to existing services and products in a timely manner or in response to changing market conditions or customer requirements, our services and products 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, 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

**Table of Contents**

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 services and products 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 services and products are or may be developed, manufactured or sold may not protect our services and products 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 services and products 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, 2010 through March 31, 2011, our stock price ranged from a low of \$6.52 per share to a high of \$12.34 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;

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, including periods of significant volatility; 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.

**Table of Contents**

***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 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

**Table of Contents**

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 services and products 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 services and products, 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 services and products, 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 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.

**Table of Contents**

***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**

None

**Item 3. Defaults Upon Senior Securities**

None

**Item 4. Removed and Reserved**

**Item 5. Other Information**

None

**Item 6. 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.
- 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).

**Table of Contents**

**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, 2011

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

Date: May 10, 2011

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

**Table of Contents**

**Index to Exhibits:**

**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).