

GLOBECOMM SYSTEMS INC
Form 424B3
February 04, 2010

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-163681

PROSPECTUS SUPPLEMENT NO.1
TO PROSPECTUS DATED DECEMBER 11, 2009

Globecomm Systems Inc.
1,335,000 shares of Common Stock

This prospectus supplement relates to the resale by the selling securityholders of up to 1,335,000 shares of our common stock which may be issued by us in connection with our acquisition of the business operations of Telaurus Communications LLC on May 29, 2009.

This prospectus supplement should be read in conjunction with the prospectus dated December 11, 2009, which is to be delivered with this prospectus supplement, and this prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in the prospectus supplement supersedes the information contained in the prospectus. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus, including any amendments and supplements to it.

Investing in our shares involves risks that are described in the RISK FACTORS section beginning on page 2 of the prospectus.

Neither the Securities and Exchange Commission (the SEC) nor any state securities commission has approved or disapproved of these securities or passed on the adequacy or accuracy of this prospectus supplement. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is February 4, 2010.

1. Selling Securityholders

The table appearing under the heading **Selling Securityholders** beginning on page 3 of the prospectus is amended by adding the information below with respect to persons not previously listed in the prospectus.

| Security Holder | Shares of Common Stock Beneficially Owned Prior to Offering | | Number of Shares Being Offered(1) | Shares of Common Stock Beneficially Owned After Offering | |
|--|--|-----------------|--|---|------------------|
| | Number | Percent* | | Number | Percent** |
| AKM Investors LLC ¹ | 64,756 | | 64,756 | 64,756 | |
| George A. Fenwick | 7,893 | | 7,893 | 7,893 | |
| Peter Schulze | 7,599 | | 7,599 | 7,599 | |
| Christopher R. Oldham | 6,612 | | 6,612 | 6,612 | |
| Andrew Hixon 2001 Trust | 4,616 | | 4,616 | 4,616 | |
| The Foster Family Trust A | 2,533 | | 2,533 | 2,533 | |
| Dylan Hixon 1999 Trust | 1,287 | | 1,287 | 1,287 | |
| Frank P. Hixon Trust | 1,259 | | 1,259 | 1,259 | |
| Shanti S. Hixon/Shanti S. Hixon Revocable Trust 2002 | 1,167 | | 1,167 | 1,167 | |
| The Alexandra Hixon Ballard Trust | 1,167 | | 1,167 | 1,167 | |
| The India T. Radfar Trust | 1,167 | | 1,167 | 1,167 | |
| Dylan Hixon | 630 | | 630 | 630 | |
| Charles Schwab & Co. Inc. f/b/o | | | | | |
| Denise Dean Browning | 494 | | 494 | 494 | |
| Love Capitolia Fuqua | 494 | | 494 | 494 | |
| The R. Brinckerhoff Lowery Recoverable Trust | 432 | | 432 | 432 | |
| The Nora M. Tuthill Trust | 418 | | 418 | 418 | |
| Adelaide E. Foster | 349 | | 349 | 349 | |
| Gage Woodward | 349 | | 349 | 349 | |
| Hugh K. Foster, Jr. | 349 | | 349 | 349 | |
| Jennifer B.F.F. Walton | 349 | | 349 | 349 | |
| Scott Adelson | 241 | | 241 | 241 | |
| Peter G. Leahy | 174 | | 174 | 174 | |
| D Nardone | 97 | | 97 | 97 | |
| Watson & Elizabeth Lowery As Tenants in Common | 23 | | 23 | 23 | |
| John Pagenstecher | 8 | | 8 | 8 | |
| Wendy Pagenstecher | 4 | | 4 | 4 | |

* Unless otherwise noted, none of these selling securityholders beneficially own 1% or more of

the outstanding
shares.

** Based on the
21,204,206
outstanding
shares of the
Registrant as of
January 28,
2010, none of
these selling
securityholders
would
beneficially own
more than 1% or
more of the
outstanding
shares following
the sale of the
securities.

¹ John
Mavredakis
exercises
investment and
voting control
on behalf of
AKM Investors
LLC with
respect to the
securities listed
in the table.