

Globalstar, Inc.
Form S-8
May 13, 2008

Filed with the Securities and Exchange Commission on May 13, 2008

Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Globalstar, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

41-2116508
(I.R.S. Employer Identification No.)

461 South Milpitas Blvd.

Milpitas, California 95035

(Address of principal executive offices) (Zip code)

Amended and Restated Globalstar, Inc.

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2006 Equity Incentive Plan

(Full title of the plan)

Fuad Ahmad

Vice President and Chief Financial Officer

Globalstar, Inc.

461 South Milpitas Blvd.

Milpitas, California 95035

(408) 933-4000

(Name, address and telephone number, including area code, of agent for service)

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 definition 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
(Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered(1)	Amount to be registered(2)	Proposed maximum offering price per share(3)	Proposed maximum aggregate offering price(3)	Amount of registration fee
Common Stock, \$0.0001 par value	3,000,000	\$ 3.24	\$ 9,720,000	\$ 382.00

(1) The securities to be registered include options and rights to acquire Common Stock.

(2) This registration statement also covers such indeterminable number of additional shares of Common Stock of the registrant as may become issuable with respect to any or all of such shares pursuant to the antidilution provisions of the plan.

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(3) The proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated solely for purposes of calculating the registration fee and are based, pursuant to Rule 457(h) under the Securities Act of 1933, upon the average of the high and low prices of the Common Stock on May 7, 2008, as reported on the Nasdaq Global Select Market.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Explanatory Note: This registration statement on Form S-8 registers an additional 3,000,000 shares of the Common Stock of Globalstar, Inc. which may be issued pursuant to the Amended and Restated Globalstar, Inc. 2006 Equity Incentive Plan (the Plan). Previous registration statements on Form S-8 registered 1,200,000 shares (File No. 333-138590), 600,000 shares (File No. 333-145283) and 1,673,858 shares (File No. 333-149747) of Common Stock under the Plan. The contents of those registration statements are incorporated herein by reference except to the extent that an Item is restated below.

Item 8. **Exhibits**

- 5.1 Opinion of Counsel
- 23.1 Consent of Counsel (included in Exhibit 5.1)
- 23.2 Consent of Crowe Chizek and Company LLP, Independent Registered Public Accounting Firm
- 24.1 Powers of Attorney (included on signature page)

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milpitas, State of California, as of May 13, 2008.

GLOBALSTAR, INC.

By: /s/ Fuad Ahmad
Fuad Ahmad,
Vice President and
Chief Financial Officer

SIGNATURES AND POWER OF ATTORNEY

The officers and directors of Globalstar, Inc. whose signatures appear below, hereby constitute and appoint James Monroe III and Fuad Ahmad, and each of them, their true and lawful attorneys and agents, with full power of substitution, each with power to act alone, to sign and execute on behalf of the undersigned any amendment or amendments to this registration statement on Form S-8, and each of the undersigned does hereby ratify and confirm all that each said attorney and agent, or his substitute, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated as of May 13, 2008.

/s/ James Monroe III James Monroe III	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
/s/ Fuad Ahmad Fuad Ahmad	Vice President and Chief Financial Officer, (Principal Financial and Accounting Officer)
/s/ Peter J. Dalton Peter J. Dalton	Director
/s/ Kenneth E. Jones Kenneth E. Jones	Director
/s/ James F. Lynch James F. Lynch	Director

/s/ J. Patrick McIntyre
J. Patrick McIntyre

Director

/s/ Richard S. Roberts
Richard S. Roberts

Director