

COMTECH TELECOMMUNICATIONS CORP /DE/  
Form 8-K  
May 04, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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

**May 4, 2009**  
Date of Report

**0-7928**  
Commission File Number

(Date of earliest event reported)

(Exact name of registrant as specified in its charter)

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

**11-2139466**  
(I.R.S. Employer Identification Number)

**68 South Service Road, Suite 230  
Melville, New York 11747**

(Address of Principal Executive Offices) (Zip Code)

**(631) 962-7000**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

On May 4, 2009, Comtech Telecommunications Corp. (the Company ) issued a press release announcing its intention to offer, subject to market and other conditions, \$200.0 million aggregate principal amount of Convertible Senior Notes due 2029 in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. Attached hereto and incorporated by reference herein as Exhibit 99.1 is a copy of such press release.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is filed herewith:

<b>Exhibit Number</b>	<b>Description</b>
<u>99.1</u>	<u>Press Release, dated May 4, 2009, reporting the Company's proposed \$200.0 million Convertible Senior Notes offering.</u>

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, Comtech Telecommunications Corp. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COMTECH TELECOMMUNICATIONS CORP.

Dated: May 4, 2009

By:	/s/ Michael D. Porcelain
Name:	Michael D. Porcelain
Title:	Senior Vice President and Chief Financial Officer