

COMTECH TELECOMMUNICATIONS CORP /DE/  
Form SC 13G  
January 17, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 13G**

**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)**

**Comtech Telecommunications Corp.**

**(Name of Issuer)**

**Common Stock, par value \$.10 per share**

**(Title of Class of Securities)**

**205826209**

**(CUSIP Number)**

**December 31, 2013**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

CUSIP No. 205826209

13G

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Southpaw Asset Management LP  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,179,829  
7 SOLE DISPOSITIVE POWER

EACH

REPORTING 0

PERSON WITH 8 SHARED DISPOSITIVE POWER

9 1,179,829  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 1,179,829  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 6.8%  
TYPE OF REPORTING PERSON\*

IA, PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT

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CUSIP No. 205826209

13G

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Southpaw Holdings LLC  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,179,829  
7 SOLE DISPOSITIVE POWER

EACH

REPORTING 0

PERSON WITH 8 SHARED DISPOSITIVE POWER

9 1,179,829  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 1,179,829  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 6.8%  
TYPE OF REPORTING PERSON\*

HC, OO

\* SEE INSTRUCTIONS BEFORE FILLING OUT

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CUSIP No. 205826209

13G

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Kevin Wyman  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 0  
SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,179,829  
7 SOLE DISPOSITIVE POWER  
EACH

REPORTING 0  
PERSON WITH 8 SHARED DISPOSITIVE POWER

9 1,179,829  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 1,179,829  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 6.8%  
TYPE OF REPORTING PERSON\*

HC, IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT

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CUSIP No. 205826209

13G

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Howard Golden  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 0  
SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,179,829  
7 SOLE DISPOSITIVE POWER  
EACH

REPORTING 0  
PERSON WITH 8 SHARED DISPOSITIVE POWER

9 1,179,829  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 1,179,829  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 6.8%  
TYPE OF REPORTING PERSON\*

HC, IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT

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**SCHEDULE 13G**

This Schedule 13G (this *Schedule 13G*) relates to shares of Common Stock, par value \$.10 per share ( *Common Stock* ), of Comtech Telecommunications Corp. (the *Issuer* ), and is being filed on behalf of (i) Southpaw Asset Management LP ( *Southpaw Management* ), a Delaware limited partnership, as the investment manager to a certain private fund (the *Fund* ), (ii) Southpaw Holdings LLC ( *Southpaw Holdings* ), a Delaware limited liability company, as the general partner of Southpaw Management, (iii) Kevin Wyman, a principal of Southpaw Holdings, and (iv) Howard Golden, a principal of Southpaw Holdings (collectively, the *Reporting Persons* ). All shares of Common Stock are held by the Fund.

**Item 1(a) Name of Issuer.**

Comtech Telecommunications Corp.

**Item 1(b) Address of Issuer's Principal Executive Offices.**

68 South Service Road, Suite 230,  
Melville, NY 11747

**Item 2(a) Name of Person Filing.**

(i) Southpaw Asset Management LP ( *Southpaw Management* ), (ii) Southpaw Holdings LLC ( *Southpaw Holdings* ), (iii) Kevin Wyman and (iv) Howard Golden (collectively, the *Reporting Persons* ).

**Item 2(b) Address of Principal Business Office, or, if none, Residence.**

2 Greenwich Office Park  
Greenwich, CT 06831

**Item 2(c) Citizenship or Place of Organization.**

Southpaw Management is a Delaware limited partnership. Southpaw Holdings is a Delaware limited liability company. Mr. Wyman and Mr. Golden are each United States citizens.

**Item 2(d) Title of Class of Securities.**

Common Stock, par value \$.10 per share (the *Common Stock* )

**Item 2(e) CUSIP Number.**

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**Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) ☒ An investment advisor in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) ☒ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4 Ownership.**

- (a) The Reporting Persons may be deemed the beneficial owner of 1,179,829 shares of Common Stock held by the Fund. This amount consists of 1,179,829 shares of Common Stock receivable upon conversion of presently convertible notes.
- (b) The Reporting Persons may be deemed the beneficial owner of 6.8% of the Issuer's outstanding shares of Common Stock, which percentage was calculated by dividing 1,179,829 (the number of shares of Common Stock held by the Fund) by the sum of (i) 16,065,500 (the number of shares of Common Stock outstanding as of December 5, 2013, as reported in the Issuer's most recent Form 10-Q filed on December 9, 2013) and (ii) 1,179,829 (the number of shares of Common Stock receivable by upon conversion of presently convertible notes held by the Fund).

- (c) The Reporting Persons have the shared power to vote and dispose of the 1,179,829 shares of Common Stock held by the Fund.

**Item 5 Ownership of Five Percent or Less of a Class.**

Inapplicable.

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**Item 6 Ownership of More Than Five Percent on Behalf of Another Person.**

Inapplicable.

**Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.**

Inapplicable.

**Item 8 Identification and Classification of Members of the Group.**

Inapplicable.

**Item 9 Notice of Dissolution of Group.**

Inapplicable.

**Item 10 Certification.**

By signing below each of the Reporting Persons certifies that, to the best of such person's knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and were not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**Exhibits Exhibit 1**

Joint Filing Agreement by and among the Reporting Persons dated as of January 17, 2014.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 17, 2014

**Southpaw Asset Management LP**

By: Southpaw Holdings LLC, its general partner

By: /s/ Howard Golden  
Name: Howard Golden  
Title: Managing Member

**Southpaw Holdings LLC**

By: /s/ Howard Golden  
Name: Howard Golden  
Title: Managing Member

/s/ Kevin Wyman  
Kevin Wyman

/s/ Howard Golden  
Howard Golden