

COMTECH TELECOMMUNICATIONS CORP /DE/  
Form DEF 14A  
November 09, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to §240.14a-12

COMTECH TELECOMMUNICATIONS CORP.  
(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- 1) Title of each class of securities to which transaction applies:  
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or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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

November 9, 2009

To Our Stockholders:

On behalf of the Board of Directors and management, I cordially invite you to attend the 2009 Annual Meeting of Stockholders of Comtech Telecommunications Corp. (“Comtech” or the “Company”). The annual meeting will be held at 10:00 a.m. on December 9, 2009 at our corporate headquarters located at 68 South Service Road, Melville, New York, 11747. The Notice of Annual Meeting of Stockholders, Proxy Statement and proxy card are enclosed.

I believe that the annual meeting provides an excellent opportunity for stockholders to become better acquainted with Comtech and its directors and officers. I hope that you will be able to attend and I look forward to greeting as many stockholders as possible.

It is important that your shares are voted at the annual meeting. Whether or not you are able to attend in person, the prompt execution and return of your enclosed proxy card in the envelope provided or submission of your proxy and voting instructions over the internet or by telephone will both assure that your shares are represented at the annual meeting and minimize the cost of proxy solicitations. Instructions for voting via the internet or by telephone are set forth on the enclosed proxy card. If you later decide to attend the annual meeting, you may revoke your proxy and vote in person.

Sincerely,

Fred Kornberg  
Chairman, Chief Executive Officer and President

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

NOTICE OF 2009 ANNUAL MEETING OF STOCKHOLDERS

TIME AND DATE.....10:00 a.m. on December 9, 2009

PLACE.....Comtech Telecommunications Corp.  
68 South Service Road (Lower Level Auditorium), Melville,  
NY 11747

ITEMS OF BUSINESS.....(1) To elect two directors.

(2) To ratify the selection of our independent registered public accounting firm for the current fiscal year ending July 31, 2010.

(3) To approve an amendment to our 2000 Stock Incentive Plan (the "Plan") increasing the number of shares of our Common Stock subject to awards under the Plan or with respect to which awards may be granted, changing the individual participant limits for performance unit awards, extending the term of the Plan until October 19, 2019, and reapproving the material terms of performance criteria under the Plan.

(4) To transact such other business as may properly come before the annual meeting or any adjournment thereof.

The Board of Directors unanimously recommends that the stockholders vote "FOR" approval of Proposals 1, 2 and 3 to be presented to stockholders at the 2009 Annual Meeting.

RECORD DATE.....All stockholders are invited to attend the annual meeting. In order to vote, you must have been a stockholder at the close of business on October 12, 2009.

PROXY VOTING.....It is important that your shares be represented at the annual meeting regardless of the number of shares you hold in order that we have a quorum, whether or not you plan to be present at the annual meeting in person. Please complete, sign, date and mail the enclosed proxy card in the accompanying envelope (to which you need affix no postage if mailed within the United States) or submit your proxy and voting instructions over the internet or by telephone. Instructions for voting via the internet or by telephone are set forth on the enclosed proxy card.

By Order of the Board of Directors,  
Patrick O'Gara  
Secretary  
November 9, 2009

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2009 ANNUAL MEETING  
PROXY STATEMENT

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## ABOUT THE PROXY STATEMENT

What is the purpose of the annual meeting?

At the annual meeting, our stockholders will be asked to consider and act upon the following matters:

- Election of two directors to our Board of Directors for a term expiring in 2012;
- Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the 2010 fiscal year;
- Approval of an amendment to our 2000 Stock Incentive Plan increasing the number of shares of our Common Stock subject to awards under the Plan or with respect to which awards may be granted, changing the individual participant limits for performance unit awards, extending the term of the Plan until October 19, 2019 and reapproving the material terms of performance criteria under the Plan; and
  - Such other business as may properly come before the annual meeting or any adjournment thereof.

Who is entitled to vote at the annual meeting?

Only stockholders of record on October 12, 2009, the record date for the annual meeting, are entitled to receive notice of and vote at the annual meeting.

What are the voting rights of stockholders?

Each share of our Common Stock is entitled to one vote. There is no cumulative voting.

How do stockholders vote?

Stockholders may vote at the annual meeting in person or by proxy.

If a stockholder gives a proxy, how are the shares voted?

Proxies received by us before the annual meeting will be voted at the annual meeting in accordance with the instructions contained on the proxy card. The proxy card provides a way for you to direct how your shares will be voted.

If you do not give voting instructions on your proxy card, your shares will be voted by the persons named as proxies on your proxy card on each matter in accordance with the recommendation of the Board of Directors or, if no recommendation is made by the Board of Directors, in the discretion of the proxies. Thus, for example, if you do not give instructions on your proxy card, and a nominee for director withdraws before the election (which is not now anticipated), your shares will be voted by the proxies for any substitute nominee as may be nominated by the Board of Directors. The proxies named on the proxy card are Fred Kornberg, Chairman, Chief Executive Officer and President of Comtech (“CEO”) and Michael D. Porcelain, Senior Vice President and Chief Financial Officer of Comtech (“CFO”). Under the rules that govern brokers and nominees who have record ownership of shares that are held in “street name” for account holders (who are the beneficial owners of the shares), brokers and nominees have the discretion to vote such shares on routine matters, but not on non-routine matters. A change in the rule that eliminates broker



discretionary voting in uncontested director elections will not take effect until after the 2009 annual meeting. If a broker or nominee has not received voting instructions from an account holder and does not have discretionary authority to vote shares on a particular item, a “broker non-vote” occurs.

It is possible that matters other than those listed above may be brought before stockholders at the annual meeting. If we were not aware of the matter a reasonable time before the mailing of this Proxy Statement, the proxies will vote your shares on the matter as recommended by the Board of Directors, or, if no recommendation is given, the proxies will vote your shares in their discretion. In any event, the proxies will comply with the rules of the Securities and Exchange Commission (“SEC”) when acting on your behalf on a discretionary basis. At the date of this Proxy Statement, we had not received any notice regarding any other matter to come before the annual meeting which was timely in accordance with our Bylaws.

How are proxies changed or revoked?

You may change any vote by proxy or revoke a proxy before it is exercised by filing with the Secretary of Comtech either a notice of revocation or a duly executed proxy bearing a later date or by attending the annual meeting and voting in person. Attendance at the annual meeting will not by itself constitute revocation of a proxy.

How many shares are outstanding and what constitutes a quorum?

At the close of business on October 12, 2009, the record date for the annual meeting, 28,241,365 shares of Common Stock were outstanding. Stockholders entitled to cast at least a majority of the votes that all stockholders are entitled to cast must be present at the annual meeting in person or by proxy to constitute a quorum for the transaction of business. Withheld votes and shares voted as “abstentions” or subject to broker non-votes still count for purposes of determining whether a quorum is present.

What vote is required to approve each item?

Election of the Two Directors. The two directors will be elected by plurality of the votes cast. That means that the nominees receiving the greatest number of votes will be elected as directors, even if the number of votes received is less than a majority of the votes present at the annual meeting.

Ratification of Selection of Accounting Firm. The ratification of the selection of KPMG LLP as our independent registered public accounting firm for fiscal 2010 will require the affirmative vote of a majority of the shares voted in person or by proxy.

Amendment to 2000 Stock Incentive Plan and Reapproval of Performance Criteria. Approval of the amendment to our 2000 Stock Incentive Plan increasing the number of shares of our Common Stock subject to awards under the Plan or with respect to which awards may be granted, changing the individual participant limits, extending the term of the Plan until October 19, 2019 and reapproving the material terms of performance criteria under the Plan, will require the affirmative vote of a majority of the shares voted in person or by proxy.

Other Matters. Approval of any other matter that comes before the annual meeting or any adjournment thereof will require a different number of affirmative votes, depending on the nature of such matter.

How do withheld votes, abstentions and broker non-votes affect the outcome of a vote?

Withheld votes with respect to a nominee for election as director will not affect the outcome of the vote, so long as the particular nominee receives more votes than any nominee competing for the particular director seat.

Abstentions and broker non-votes will have no effect on the proposed (i) ratification of the appointment of KPMG LLP as our independent registered public accounting firm and (ii) amendment to our 2000 Stock Incentive Plan and reapproval of performance criteria under the Plan, as each of these items requires the affirmative vote of a majority of the shares voted in person or by proxy.

In the case of a proposal that requires the affirmative vote of a majority of the outstanding shares, both abstentions and broker non-votes will have the effect of a vote against the proposal.

What are our Board of Directors' recommendations?

The Board of Directors unanimously recommends that you vote:

- FOR the election of the two nominees proposed for election as directors;
- FOR the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal 2010; and
- FOR the amendment to our 2000 Stock Incentive Plan and reapproval of the material terms of the performance criteria under the Plan.

Other Information

We have enclosed our Annual Report for fiscal 2009 together with this Proxy Statement. No material contained in the Annual Report is to be considered a part of the proxy solicitation material. The annual meeting may be adjourned from time to time without notice other than by announcement at the annual meeting. Our corporate website address is [www.comtechtel.com](http://www.comtechtel.com). The contents of our website are not incorporated by reference into this Proxy Statement.

## PRINCIPAL STOCKHOLDERS OF COMTECH TELECOMMUNICATIONS CORP.

This table provides the number of shares beneficially owned by principal stockholders who beneficially own more than five percent of our outstanding Common Stock, as of the date stated in the below footnotes. The information in this table is based upon the latest filings by each principal stockholder of either a Schedule 13D, Schedule 13G or Form 13F as filed by the respective stockholder with the SEC.

We calculate the stockholder's percentage of the outstanding class assuming the stockholder beneficially owned that number of shares on October 12, 2009, the record date for the annual meeting. Unless otherwise indicated, the stockholder had sole voting and sole dispositive power over the shares.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Royce & Associates (1) 745 Fifth Avenue New York, NY 10151	2,637,005	9.3
Fidelity Management & Research (2) 245 Summer Street 14th floor Boston, MA 02210-113	2,333,258	8.3
Barclays Global Investors NA (CA) (3) 45 Fremont Street, 17th Floor San Francisco, CA 94105	1,904,469	6.7
Citadel Investment Group LLC (4) 131 South Dearborn Street, 32nd Floor Chicago, IL 60603	1,544,411	5.5

- (1) The information is based upon a Form 13F filed by Royce & Associates with the SEC, reporting beneficial ownership as of June 30, 2009.
- (2) The information is based upon a Form 13F filed by Fidelity Management & Research with the SEC, reporting beneficial ownership as of June 30, 2009.
- (3) The information is based upon a Form 13F filed by Barclays Global Investors NA (CA) with the SEC, reporting beneficial ownership as of June 30, 2009.
- (4) The information is based upon a Schedule 13G filed by Citadel Investment Group LLC with the SEC, reporting beneficial ownership as of September 16, 2009.

BENEFICIAL OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS

The table below shows the beneficial ownership of our Common Stock of each of our current directors, CEO, CFO, and the three other highest paid executive officers (collectively, the Named Executive Officers (“NEOs”)) and all directors and executive officers as a group, as of October 12, 2009. Unless otherwise indicated, our directors and executive officers had sole voting and sole dispositive power over their shares.

Name (Listed alphabetically, by category)	(1) Shares Beneficially Owned on October 12, 2009	Percent of Class
Non-employee Directors:		
Richard L. Goldberg		