GLOBECOMM SYSTEMS INC

Form 4

December 12, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to

Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

12/11/2013

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HERSHBERG DAVID E Issuer Symbol GLOBECOMM SYSTEMS INC (Check all applicable) [GCOM] (Last) (First) (Middle) 3. Date of Earliest Transaction X Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) below) **45 OSER AVENUE** 12/11/2013 Chief Executive Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HAUPPAUGE, NY 11788 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) Owned Indirect (I) Ownership (Instr. 8) Following (Instr. 4) (Instr. 4) Reported

Code V

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Transaction(s)

(Instr. 3 and 4)

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(A)

or

(D)

D

Price

0

(1)

Amount

169,946

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		(
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 6.51	12/11/2013		D	12,500	(2)	01/04/2015	Common Stock	12,500	

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
HERSHBERG DAVID E 45 OSER AVENUE HAUPPAUGE, NY 11788	X		Chief Executive Officer				

Signatures

/s/ Andrew C. Melfi, as Attorney-in-fact

12/12/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- These shares represent stock that was disposed of pursuant to the Agreement and Plan of Merger, dated as of August 25, 2013, among
 Globecomm Systems Inc. (the "Company"), Wasserstein Cosmos Co-Invest, L.P., and Cosmos Acquisition Corp. (the "Merger
 Agreement") in exchange for a cash payment of \$14.15 per share. Pursuant to the Merger Agreement, each share of restricted stock will
 become fully vested and disposed of in exchange for a cash payment of \$14.15 per share.
- Pursuant to the Merger Agreement, each outstanding stock option, whether vested or unvested, was canceled and converted into the right to receive a cash payment representing the amount, if any, by which \$14.15 exceeded the exercise price per share of common stock underlying such stock option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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