

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

FORM 8-K
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

July 8, 2020
(July 7, 2020)

Date of Report
(Date of earliest event reported)

0-7928

Commission File Number



(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Common Stock, par value \$0.10 per share	CMTL	NASDAQ Stock Market LLC
Series A Junior Participating Cumulative Preferred Stock, par value \$0.10 per share		

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

Comtech Telecommunications Corp. and its wholly owned subsidiary, Convoy Ltd. (together, “Comtech”) on July 7, 2020 filed a complaint in the Delaware Court of Chancery against Gilat Satellite Networks Ltd. (“Gilat”). The complaint relates to the Agreement and Plan of Merger (the “Merger Agreement”) dated January 29, 2020 between Gilat and Comtech providing for the acquisition of Gilat by Comtech and seeks a declaratory judgment that certain actions, if taken by Gilat, would breach Gilat’s obligations under the Merger Agreement. The actions at issue in the complaint relate to Comtech’s pending application for required regulatory approval in the Russian Federation. The complaint also states that Comtech is assessing whether the precipitous decline in Gilat’s business since January 29, 2020 gives rise to a Material Adverse Effect (as defined in the Merger Agreement) (“MAE”) on Gilat and, if so, Comtech’s rights regarding an MAE.

A copy of the press release issued by Comtech concerning the foregoing is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

Additional Information and Where to Find It

This current report is being made in respect of a proposed business combination involving Comtech and Gilat. This document does not constitute an offer to sell or the solicitation of an offer to buy or subscribe for any securities or a solicitation of any vote or approval nor shall there be any sale, issuance or transfer of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

This document is not a substitute for any prospectus, proxy statement or any other document that Comtech or Gilat may file with the SEC in connection with the proposed transaction. In connection with the proposed business combination involving Comtech and Gilat, a Registration Statement on Form S-4 (File No. 333-236840) has been filed with and declared effective by the SEC. This document is not a substitute for the prospectus / proxy statement included in the Registration Statement or any other document that Comtech or Gilat may file with the SEC in connection with the proposed transaction. Investors and security holders of Comtech and Gilat are urged to read the definitive proxy statement / final prospectus contained in the Registration Statement and any other relevant documents that will be filed with the SEC carefully and in their entirety when they become available because they will contain important information about the proposed transaction.

You may obtain copies of all documents filed with the SEC regarding the proposed transaction, free of charge, at the SEC’s website (www.sec.gov). In addition, investors and security holders will be able to obtain a free copy of the proxy statement/prospectus and other documents filed with the SEC by Comtech on Comtech’s Investor Relations page on Comtech’s web site at www.comtechtel.com or by writing to Comtech, Investor Relations, (for documents filed with the SEC by Comtech), or by Gilat on Gilat’s Investor Relations page on Gilat’s web site at www.Gilat.com or by writing to Gilat, Investor Relations, (for documents filed with the SEC by Gilat).

This document and the information contained herein shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release, dated July 8, 2020

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: July 8, 2020

By: /s/ Michael D. Porcelain
Name: Michael D. Porcelain
Title: President and Chief Operating Officer

COMTECH TELECOMMUNICATIONS CORP.
FILES COMPLAINT AGAINST GILAT SATELLITE NETWORKS

Melville, New York, July 8, 2020 - Comtech Telecommunications Corp. (NASDAQ: CMTL) and its wholly owned subsidiary, Convoy Ltd. (together, "Comtech") announced today that on July 7, 2020 it filed a complaint in the Delaware Court of Chancery against Gilat Satellite Networks Ltd. ("Gilat").

The complaint relates to the Agreement and Plan of Merger (the "Merger Agreement") dated January 29, 2020 between Gilat and Comtech providing for the acquisition of Gilat by Comtech and seeks a declaratory judgment that certain actions, if taken by Gilat, would breach Gilat's obligations under the Merger Agreement. The actions at issue in the complaint relate to Comtech's pending application for required regulatory approval in the Russian Federation.

The complaint also states that Comtech is assessing whether the precipitous decline in Gilat's business since January 29, 2020 gives rise to a Material Adverse Effect (as defined in the Merger Agreement) ("MAE") on Gilat and, if so, Comtech's rights regarding an MAE.

Comtech Telecommunications Corp. designs, develops, produces and markets innovative products, systems and services for advanced communications solutions. The Company sells products to a diverse customer base in the global commercial and government communications markets.

Certain information in this press release contains statements that are forward-looking in nature and involve certain significant risks and uncertainties. Actual results could differ materially from such forward-looking information. The Company's Securities and Exchange Commission filings identify many such risks and uncertainties. Any forward-looking information in this press release is qualified in its entirety by the risks and uncertainties described in such Securities and Exchange Commission filings.

PCMTL

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