

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

September 9, 2021

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**

On September 9, 2021, Comtech Telecommunications Corp. issued a press release commenting on Outerbridge Capital Management's director nominations notice. A copy of the press release relating to this announcement is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Number</u>	<u>Exhibit</u>	<u>Description</u>
	<a href="#">99.1</a>	<a href="#">Press Release, dated September 9, 2021</a>
104		Cover Page Interactive Data File (embedded within the Inline XBRL Document)

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**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: September 9, 2021

By: /s/ Michael A. Bondi  
Name: Michael A. Bondi  
Title: Chief Financial Officer

## COMTECH COMMENTS ON DIRECTOR NOMINATIONS NOTICE

MELVILLE, NY -- September 9, 2021 -- Comtech Telecommunications Corp. (NASDAQ: CMTL) today confirmed receipt of notice from Outerbridge Capital Management of its intention to nominate three individuals to stand for election to Comtech's Board of Directors at the Company's 2021 Annual Meeting of Stockholders, which the Board anticipates will be held in December 2021.

The Company issued the following statement:

Comtech's Board and management team maintain regular, open dialogue with investors and value their input. As part of this engagement, Comtech's Chairman and CEO, President and COO, CFO, and members of the Board met with Outerbridge several times since June when it first issued a public letter to the Company's Board. During these interactions, Outerbridge has exhibited little understanding of Comtech's business and the significant strategic actions the Company has taken to enhance shareholder value while successfully navigating the impact of the pandemic on the business and its end markets.

Nevertheless, Comtech representatives listened closely to Outerbridge's views and the Board's Nominating and Governance Committee initiated a fair and thoughtful evaluation process in August when Outerbridge proposed two individuals as director candidates. As recently as last week, Comtech was engaged in good faith dialogue with Outerbridge about those individuals. Having invested considerable time and effort in this process, Comtech has now been presented with completely different candidates that Outerbridge has never mentioned before despite numerous discussions on the topic, which is not the path to a constructive resolution.

The Comtech Board is committed to sound corporate governance practices and maintaining the right mix of skills, experience, diversity and viewpoints through ongoing refreshment. Its Nominating and Governance Committee will review the newly proposed candidates in accordance with its standard procedures. The Board will then present its recommended slate of director nominees in Comtech's definitive proxy statement, which will be published prior to the 2021 Annual Meeting.

### About Comtech

Comtech Telecommunications Corp. is a global leading provider of next-generation 911 emergency systems and secure wireless communication technologies to commercial and government customers around the world. Headquartered in Melville, New York and with a passion for customer success, Comtech designs, produces and markets advanced and secure wireless solutions to customers in more than 100 countries. For more information, please visit [www.comtechtel.com](http://www.comtechtel.com).

### Forward-Looking Statements

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 Securities and Exchange Commission filings.

PCMTL

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