

GLOBECOMM SYSTEMS INC  
Form 8-K  
November 21, 2011

**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  
DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): NOVEMBER 17, 2011**

**GLOBECOMM SYSTEMS INC.**  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)  
**DELAWARE**  
(STATE OR OTHER JURISDICTION OF INCORPORATION)

**000-22839**

**11-3225567**

(COMMISSION FILE NUMBER)

(I.R.S. EMPLOYER IDENTIFICATION NO.)

**45 Oser Avenue  
Hauppauge, New York 11788**  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

**(631) 231-9800**  
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

**Not Applicable**  
(FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT)

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))
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**Item 5.07 Submission of Matter to a Vote of Security Holders.**

On November 17, 2011 Globecomm Systems (the Registrant) held its annual meeting of stockholders (the Annual Meeting). At the Annual Meeting our stockholders: 1) elected eight directors to serve as directors of the Registrant until the next annual meeting or until their respective successors shall have been elected and qualified; 2) ratified the appointment of Ernst & Young LLP as the Registrant's independent registered public accounting firm for the fiscal year ending June 30, 2012; 3) approved by an advisory (non-binding) vote, the executive compensation of the Registrant's named executive officers; and 4) recommended by an advisory (non-binding) vote, that the frequency of holding a (non-binding) vote on the executive compensation of the Registrant's named executive officers should be held annually.

The following proposals were voted on at the Annual Meeting with the following results:

**Proposal 1.** To elect eight directors.

| Name                     | Shares<br>For | Shares<br>Withheld | Broker<br>Non-Votes |
|--------------------------|---------------|--------------------|---------------------|
| Richard E. Caruso        | 10,352,796    | 688,694            | 2,543,147           |
| Keith A. Hall            | 10,647,007    | 394,483            | 2,543,147           |
| David E. Hershberg       | 10,646,807    | 394,683            | 2,543,147           |
| Harry L. Hutcherson, Jr. | 10,607,819    | 433,671            | 2,543,147           |
| Brian T. Maloney         | 10,252,570    | 788,920            | 2,543,147           |
| Jack A. Shaw             | 10,567,985    | 473,505            | 2,543,147           |
| A. Robert Towbin         | 10,306,094    | 735,396            | 2,543,147           |
| C. J. Waylan             | 10,502,273    | 539,217            | 2,543,147           |

**Proposal 2.** Ratification of the appointment of Ernst & Young LLP as the Registrant's independent registered public accounting firm for the fiscal year ending June 30, 2012.

| Shares<br>For | Shares<br>Against | Shares<br>Abstaining |
|---------------|-------------------|----------------------|
| 13,068,859    | 505,652           | 10,126               |

**Proposal 3.** Advisory (non-binding) vote on executive compensation.

| Shares<br>For | Shares<br>Against | Shares<br>Abstaining | Broker<br>Non-Votes |
|---------------|-------------------|----------------------|---------------------|
| 10,127,212    | 300,511           | 613,767              | 2,543,147           |

**Proposal 4.** Advisory (non-binding) vote, regarding the frequency of holding a (non-binding) vote on the executive compensation of the Registrant's named executive officers.

| 1 Year    | 2 Years | 3 Years   | Shares<br>Abstaining |
|-----------|---------|-----------|----------------------|
| 6,262,708 | 64,834  | 4,149,550 | 564,398              |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Globecomm Systems Inc.  
(Registrant)

By: /s/ Andrew C. Melfi  
Name: Andrew C. Melfi  
Title: Senior Vice President, Chief  
Financial Officer and Treasurer  
(Principal Financial and Accounting  
Officer)

Dated: November 21, 2011