

GLOBECOMM SYSTEMS INC
Form SC 13D/A
September 30, 2013
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Globecomm Systems Inc.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

37956X103
(CUSIP Number)

Mr. Charles Frumberg
Emancipation Capital
825 Third Avenue, 33rd Floor
New York, New York 10022
(212) 605-0661
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 4, 2013
(Date of Event which Requires
Filing of this Schedule)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAME OF REPORTING
PERSONS

1

Emancipation Capital,
LP

CHECK THE
APPROPRIATE "

2

BOX IF A
MEMBER OF (b) "

A GROUP

3

SEC USE ONLY

SOURCE OF FUNDS

4

OO
CHECK BOX
IF

DISCLOSURE
OF LEGAL

5

PROCEEDING
IS

REQUIRED
PURSUANT
TO ITEM

2(d) or 2(e)

CITIZENSHIP OR
PLACE OF

6

ORGANIZATION

Delaware

NUMBER OF

SHARES

BENEFICIALLY 7

OWNED BY

EACH

REPORTING

PERSON WITH

8

SOLE

VOTING

POWER

- 0 -

SHARED

VOTING

POWER

- 0 -

SOLE

DISPOSITIVE

9

POWER

- 0 -

10

SHARED
DISPOSITIVE
POWER

- 0 -

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

- 0 -

12 CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (11) ..
EXCLUDES
CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
(see Item 5)

0%

14 TYPE OF REPORTING
PERSON

PN

1 NAME OF REPORTING PERSONS

Emancipation Capital LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) " A GROUP

MEMBER OF (b) " A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO CHECK BOX IF

5 DISCLOSURE OF LEGAL PROCEEDING IS

REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

8 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

- 0 - SHARED VOTING POWER

9 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE DISPOSITIVE POWER

10 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

- 0 -

12 CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (11) ..
EXCLUDES
CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
(see Item 5)

14 0%
TYPE OF REPORTING
PERSON

OO

1 NAME OF REPORTING PERSONS

Emancipation Capital
Master, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) " A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6 ORGANIZATION

Cayman Islands

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

- 0 -

SHARED VOTING POWER

8

- 0 -

SOLE DISPOSITIVE POWER

9

- 0 -

SHARED DISPOSITIVE POWER

10

- 0 -

SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

- 0 -

12 CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (11) ..
EXCLUDES
CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
(see Item 5)

14 0%
TYPE OF REPORTING
PERSON

CO

1 NAME OF REPORTING PERSONS

Emancipation Capital
SPV II LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

8 - 0 - SHARED VOTING POWER

9 - 0 - SOLE DISPOSITIVE POWER

10 - 0 - SHARED DISPOSITIVE POWER

11 - 0 - SOLE DISPOSITIVE POWER

12 - 0 - SHARED VOTING POWER

13 - 0 - SOLE DISPOSITIVE POWER

14 - 0 - SHARED VOTING POWER

15 - 0 - SOLE DISPOSITIVE POWER

16 - 0 - SHARED VOTING POWER

17 - 0 - SOLE DISPOSITIVE POWER

18 - 0 - SHARED VOTING POWER

19 - 0 - SOLE DISPOSITIVE POWER

20 - 0 - SHARED VOTING POWER

21 - 0 - SOLE DISPOSITIVE POWER

22 - 0 - SHARED VOTING POWER

- 0 -

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

- 0 -

12 CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (11) ..
EXCLUDES
CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
(see Item 5)

0%

14 TYPE OF REPORTING
PERSON

OO

1 NAME OF REPORTING PERSONS

Charles Frumberg

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) " A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
CHECK BOX
IF

5 DISCLOSURE OF LEGAL PROCEEDING IS

REQUIRED PURSUANT TO ITEM

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER
8 - 0 - SHARED VOTING POWER

9 - 0 - SOLE DISPOSITIVE POWER

10 - 0 - SHARED DISPOSITIVE

POWER

- 0 -

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

- 0 -

12 CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (11) "
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (11)
(see Item 5)

0%

14 TYPE OF REPORTING
PERSON

IN

CUSIP No. 37956X103 SCHEDULE 13D/A Page 7 of 9 Pages

This Amendment No. 2 ("Amendment No. 2") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission on October 16, 2012 (the "Original Schedule 13D"), as amended by Amendment No.1 filed on November 8, 2012 ("Amendment No. 1" and the Original Schedule 13D as amended hereby and by Amendment No. 1, the "Schedule 13D") with respect to the shares of common stock, par value \$0.001 per share (the "Common Stock"), of Globecomm Systems Inc., a Delaware corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 2 have the meanings set forth in the Schedule 13D. This Amendment No. 2 amends and restates Item 5 as set forth below. This is the final amendment to the Schedule 13D and constitutes an exit filing for the Reporting Persons.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) See Items 11 and 13 of the cover pages to this Schedule 13D for the aggregate number of shares of Common Stock and percentages of the Common Stock beneficially owned by each of the Reporting Persons.

(b) Information concerning the number of shares of Common Stock as to which each Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or direct the disposition is set forth in Items 7 through 10 of the cover pages to this Schedule 13D for each such Reporting Person and is incorporated herein by reference for each such Reporting Person.

(c) Information concerning transactions in the Common Stock effected by the Reporting Persons within the last 60 days is set forth in the table below. As of the date of this Schedule 13D, Emancipation Master Ltd. and Emancipation Capital SPV are the only Reporting Persons and the only entities or individuals that directly beneficially own Common Stock. Unless otherwise indicated, all transactions were effectuated in the open market through a broker.

Emancipation Master Ltd.

<u>Trade Date</u>	<u>Shares Purchased (Sold)</u>	<u>Price Per Share</u> <u>(\$)*</u>
08/26/2013	(8,370)	13.99
08/27/2013	(70,750)	13.92
08/28/2013	(5,300)	13.97
08/29/2013	(3,450)	14.00
09/05/2013	(2,200)	13.96
09/25/2013	(28,750)	13.99
09/25/2013	(50,000)	14.00
09/25/2013	(150,000)	13.99
09/25/2013	(4,050)	14.00

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09/26/2013	(1,010)	14.00
09/26/2013	(88,163)	13.99
09/26/2013	(9,617)	13.98
09/26/2013	(6,938)	13.98

Emancipation Capital SPV

<u>Trade Date</u>	<u>Shares Purchased (Sold)</u>	<u>Price Per Share</u> <u>(\$)*</u>
08/26/2013	(8,370)	13.99
08/27/2013	(70,750)	13.92
08/28/2013	(5,275)	13.97
08/29/2013	(3,450)	14.00
09/03/2013	(32,382)	13.94
09/04/2013	(7,478)	13.96
09/25/2013	(28,750)	13.99
09/25/2013	(50,000)	14.00
09/25/2013	(150,000)	13.99
09/25/2013	(4,050)	14.00
09/26/2013	(361,837)	13.99

* Excluding commissions.

(d) No person (other than the Reporting Persons) is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, Common Stock.

(e) As of September 4, 2013, the Reporting Persons ceased to beneficially own any shares of Common Stock. Accordingly, this Amendment No. 2 constitutes an exit filing for the Reporting Persons.

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: September 30, 2013

Emancipation Capital, LP

By: Emancipation Capital LLC, its general partner

By: /s/ Charles Frumberg

Name: Charles Frumberg

Title: Managing Member

Emancipation Capital LLC

By: /s/ Charles Frumberg

Name: Charles Frumberg

Title: Managing Member

Emancipation Capital Master, Ltd.

By: /s/ Charles Frumberg

Name: Charles Frumberg

Title: Director

Emancipation Capital SPV II LLC

By: Emancipation Capital LLC, its managing member

By: /s/ Charles Frumberg

Name: Charles Frumberg

Title: Managing Member

/s/ Charles Frumberg

Charles Frumberg