

GLOBECOMM SYSTEMS INC
Form SC 13D/A
December 17, 2013

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D

(Rule 13d-101)

Information to be included in statements filed pursuant to

§240.13d-1(a) and amendments thereto filed pursuant to §240.13d-2(a)13D-2(a)

(Amendment No. 3)*

Globecomm Systems Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

37956X103

(CUSIP Number)

Jonathan Brooks

Smithwood Advisers, L.P.

1999 Avenue of the Stars, Suite 2040

Los Angeles, CA 90067

(310) 286-2929

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 11, 2013

(Date of Event Which Requires Filing of this Statement)

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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-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 §240.13d-7 for other parties to whom copies are to be sent.

* 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. **JMB Capital
Partners Master
Fund, L.P.**

2. Check the
Appropriate
Box if a
Member of a
Group (see
instructions)

- (a) ..
(b) ý
3. SEC USE ONLY
Source of Funds (see
instructions)

4.

Working Capital

5. Check if
Disclosure of
Legal
Proceedings ..
Is Required
Pursuant to
Items 2(d) or
2(e)
Citizenship or Place
of Organization

6.

Cayman Islands

Number of Sole Voting
Power

7.

Shares

8. **0**
Shared
Voting

Beneficially Power

Owned by **0**
Sole
Dispositive
Power

Each 9.

Reporting 10. **0**
Shared
Dispositive
Power

Person With

0
Aggregate Amount
Beneficially Owned
by Each Reporting
Person
11.

0
Check if the
Aggregate
Amount in
Row (11) ..
12. Excludes
Certain
Shares (see
instructions)
Percent of Class
Represented by
Amount in Row 11
13.

0%
Type of Reporting
Person (see
instructions)
14.

PN

Name of Reporting
Persons

1. **Smithwood
Partners, LLC**

2. Check the
Appropriate
Box if a
Member of a
Group (see
instructions)

3. (a) ..
(b) ý
SEC USE ONLY
Source of Funds (see
instructions)

4.
N/A
Check if
Disclosure of
Legal
Proceedings ..
Is Required
Pursuant to
Items 2(d) or
2(e)
Citizenship or Place
of Organization

6. **California**
Number of Sole Voting
Power

7.
Shares **0**
8. Shared
Beneficially Voting
Power

Owned by **0**
Sole
Dispositive
Power

Each 9.

Reporting **0**
10. Shared
Dispositive
Power

Person With

0
Aggregate Amount
Beneficially Owned
by Each Reporting
Person

11.

0
Check if the
Aggregate
Amount in
Row (11) ..

12. Excludes
Certain
Shares (see
instructions)
Percent of Class
Represented by
Amount in Row 11

13.

0%
Type of Reporting
Person (see
instructions)

14.

00

Name of Reporting
Persons

1. **Smithwood
Advisers, L.P.**

2. Check the
Appropriate
Box if a
Member of a
Group (see
instructions)

(a) ..
(b) ý
3. SEC USE ONLY
Source of Funds (see
instructions)

4.
N/A
Check if
Disclosure of
Legal
Proceedings ..
5. Is Required
Pursuant to
Items 2(d) or
2(e)
Citizenship or Place
of Organization

6.
California
Number of Sole Voting
Power

7.
Shares **0**
8. Shared
Beneficially Voting
Power

Owned by **0**
Sole
Dispositive
Power

Each 9.

Reporting **0**
10. Shared
Dispositive
Power

Person With

0
Aggregate Amount
Beneficially Owned
by Each Reporting
Person
11.

0
Check if the
Aggregate
Amount in
Row (11) ..
12. Excludes
Certain
Shares (see
instructions)
Percent of Class
Represented by
Amount in Row 11
13.

0%
Type of Reporting
Person (see
instructions)
14.

PN

Name of Reporting
Persons

1. **Smithwood General
Partner, LLC**

2. Check the
Appropriate
Box if a
Member of a
Group (see
instructions)

3. (a) ..
(b) ý
SEC USE ONLY
Source of Funds (see
instructions)

4.
N/A
Check if
Disclosure of
Legal
Proceedings ..
Is Required
Pursuant to
Items 2(d) or
2(e)
Citizenship or Place
of Organization

6.
California
Number of Sole Voting
Power

7.
Shares
8. **0**
Shared
Voting

Beneficially Power

Owned by **0**
Sole
Dispositive
Power

Each 9.

Reporting 10. **0**
Shared
Dispositive
Power

Person With

0
Aggregate Amount
Beneficially Owned
by Each Reporting
Person
11.

0
Check if the
Aggregate
Amount in
Row (11) ..
12. Excludes
Certain
Shares (see
instructions)
Percent of Class
Represented by
Amount in Row 11
13.

0%
Type of Reporting
Person (see
instructions)
14.

00

Name of Reporting
Persons

1. **Jonathan Brooks**

2. Check the
Appropriate
Box if a
Member of a
Group (see
instructions)

3. (a) ..
(b) ý
SEC USE ONLY
Source of Funds (see
instructions)

4.
N/A
Check if
Disclosure of
Legal
Proceedings ..
Is Required
Pursuant to
Items 2(d) or
2(e)
Citizenship or Place
of Organization

6. **United States**
Number of Sole Voting
Power

7.
Shares **0**
8. Shared
Beneficially Voting
Power

Owned by **0**
Sole
Dispositive
Power

Each 9.

Reporting **0**
10. Shared
Dispositive
Power

Person With

0
Aggregate Amount
Beneficially Owned
by Each Reporting
Person
11.

0
Check if the
Aggregate
Amount in
Row (11) ..
12. Excludes
Certain
Shares (see
instructions)
Percent of Class
Represented by
Amount in Row 11
13.

0%
Type of Reporting
Person (see
instructions)
14.

IN

The Schedule 13D, as filed by each of JMB Capital Partners Master Fund, L.P., a Cayman Islands limited partnership (the "Master Fund"); Smithwood Partners, LLC, a California limited liability company ("Partners"), which is the General Partner of the Master Fund; Smithwood Advisers, L.P., a California limited partnership ("Advisers"), which is the Investment Adviser of the Master Fund; Smithwood General Partner, LLC, a California limited liability company ("Smithwood GP"), which is the General Partner of Advisers; and Jonathan Brooks ("Brooks"), a United States citizen, who is the Managing Member of Partners and the controlling owner and Managing Member of Smithwood GP (the Master Fund, Partners, Advisers, Smithwood GP and Brooks are hereinafter collectively referred to as, the "Reporting Persons.") on October 25, 2012, as amended by Amendment No. 1 to the Schedule 13D as filed on January 3, 2013 and, as amended by Amendment No. 2 to the Schedule 13D as filed on September 27, 2013 (the original Schedule 13D together with Amendments Nos. 1 and 2 are hereinafter referred to as the "Schedule 13D, as amended"), relating to the shares of common stock, par value \$0.001 per share of Globecomm Systems Inc., a Delaware corporation (the "Issuer"), is hereby further amended as set forth below by this Amendment No. 3 to the Schedule 13D, as amended ("Amendment No. 3").

Except as specifically provided herein, Amendment No. 3 does not modify any of the information previously reported on the Schedule 13D, as amended. Any capitalized terms used in this Amendment No. 3 and not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13D, as amended.

Item 4. Purpose of the Transaction.

Item 4 is amended and restated in its entirety as follows:

The Issuer entered into an Agreement and Plan of Merger (the "Merger Agreement"), dated as of August 25, 2013, with Wasserstein Cosmos Co-Invest, L.P., a Delaware limited partnership ("Parent"), and Cosmos Acquisition Corp., an indirect wholly owned subsidiary of Parent ("Merger Sub"). On December 11, 2013, in accordance with the Merger Agreement and the Delaware General Corporation Law, Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer continuing as the surviving corporation of the Merger and becoming an indirect wholly owned subsidiary of Parent.

At the effective time of the Merger, the 2,109,000 shares of Common Stock held by the Reporting Persons immediately prior to the effective time were converted into the right to receive an aggregate of \$29,842,350 (or \$14.15 per share) in cash, without interest.

Item 5. Interest in Securities of the Issuer.

- (a) As of the date hereof, the Reporting Persons are the owners of 0 shares of Common Stock of the Issuer.
- (b) As of the date hereof, the Reporting Persons are the owners of 0 shares of Common Stock of the Issuer and have no power to vote or dispose of any shares of the Issuer.

Set forth below are transactions effected by the Master Fund in the Common Stock in the past sixty (60) days
(c) constituting all of the transactions effected by the Reporting Persons in the Company's Common Stock in the past 60 days. The transaction was consummated in connection with the Merger.

TRANSACTION DATE SHARES SOLD SALE PRICE PER SHARE

12/11/2013	2,109,000	\$14.15
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- (e) The Reporting Persons ceased to be the beneficial owner of more than five percent of the class of securities on December 11, 2013.

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

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Dated: December 17, 2013

JMB Capital Partners
Master Fund, L.P.
By: Smithwood Partners,
LLC, its General Partner

By: /s/Jonathan Brooks
Jonathan Brooks,
Managing Member

Smithwood Partners,
LLC

By: /s/Jonathan Brooks
Jonathan Brooks,
Managing Member

Smithwood Advisers,
L.P.
By: Smithwood General
Partner, LLC,
its General Partner

By: /s/Jonathan Brooks
Jonathan Brooks,
Managing Member

Smithwood General
Partner, LLC

By: /s/Jonathan Brooks
Jonathan Brooks,
Managing Member

By: /s/Jonathan Brooks
Jonathan Brooks

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)