

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

FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**Globalstar, Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**41-2116508**  
(I.R.S. Employer  
Identification No.)

**1351 Holiday Square Blvd.**  
**Covington, Louisiana 70433**  
(Address of principal executive offices) (Zip code)

**Globalstar, Inc.**  
**Third Amended and Restated Globalstar, Inc. 2006 Equity Incentive Plan**  
(Full title of the plan)

**Rebecca S. Clary**  
**Chief Financial Officer**  
**Globalstar, Inc.**  
**1351 Holiday Square Blvd.**  
**Covington, Louisiana 70433**  
**(985) 335-1500**  
(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

- |                         |                                     |                           |                          |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/>            | Smaller reporting company | <input type="checkbox"/> |
|                         |                                     | Emerging growth company   | <input type="checkbox"/> |

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 7(a)(2)(B) of the Securities Act.

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## EXPLANATORY NOTE

This registration statement on Form S-8 registers an additional 20,000,000 shares of the Common Stock of Globalstar, Inc. which may be issued pursuant to the Third Amended and Restated Globalstar, Inc. 2006 Equity Incentive Plan (the "Plan"). Previous registration statements on Form S-8 registered 1,200,000 shares (File No. 333-138590), 600,000 shares (File No. 333-145283), 1,673,858 shares (File No. 333-149747), 3,000,000 shares (File No. 333-150871), 2,732,117 shares (File No. 333-156884), 10,000,000 shares (File No. 333-161510), 5,487,680 shares (File No. 333-165444), 5,813,653 shares (File No. 333-173218), 5,943,516 shares (File No. 333-180178), 7,081,715 shares (File No. 333-188538), 10,717,669 shares (File No. 333-196327) and 28,935,673 shares (File No. 333-235505) of Common Stock under the Plan. The contents of those registration statements are incorporated herein by reference except to the extent an item is restated below.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

- 5.1 [Opinion of Counsel](#)
- 23.1 [Consent of Counsel \(included in Exhibit 5.1\)](#)
- 23.2 [Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm](#)
- 24.1 [Powers of Attorney \(included on signature page\)](#)
- 107 [Filing Fee Table](#)

**SIGNATURE**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Covington, State of Louisiana, as of May 18, 2023.

GLOBALSTAR, INC.

By: /s/ Rebecca S. Clary  
Rebecca S. Clary  
Chief Financial Officer

## SIGNATURES AND POWER OF ATTORNEY

The officers and directors of Globalstar, Inc. whose signatures appear below, hereby constitute and appoint James Monroe III and Rebecca S. Clary, and each of them, their true and lawful attorneys and agents, with full power of substitution, each with power to act alone, to sign and execute on behalf of the undersigned any amendment or amendments to this registration statement on Form S-8, and each of the undersigned does hereby ratify and confirm all that each said attorney and agent, or his substitute, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated as of May 18, 2023.

<u>Signature</u>	<u>Title</u>
<u>/s/ David B. Kagan</u> David B. Kagan	Chief Executive Officer (Principal Executive Officer)
<u>/s/ Rebecca S. Clary</u> Rebecca S. Clary	Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/ James Monroe III</u> James Monroe III	Director
<u>/s/ William A. Hasler</u> William A. Hasler	Director
<u>/s/ James F. Lynch</u> James F. Lynch	Director
<u>/s/ Michael J. Lovett</u> Michael J. Lovett	Director
<u>/s/ Keith O. Cowan</u> Keith O. Cowan	Director
<u>/s/ Benjamin G. Wolff</u> Benjamin G. Wolff	Director
<u>/s/ Timothy E. Taylor</u> Timothy E. Taylor	Director

**Calculation of Filing Fee Tables**

**Form S-8**  
**(Form Type)**

**Globalstar, Inc.**  
**(Exact Name of Registrant as Specified in its Charter)**

Table 1: Newly Registered Securities

Security Type	Security Class Title (1)	Fee Calculation Rule	Amount Registered (2)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price (3)	Fee Rate	Amount of Registration Fee
Equity	Voting Common Stock, \$0.0001 par value per share	Rule 457(h)	20,000,000 \$	1.04 \$	20,800,000.00	0.00011020 \$	2,292.16
	Total Offering Amounts				\$ 20,800,000.00		\$ 2,292.16
	Total Fee Offsets						\$ —
	Net Fee Due						\$ 2,292.16

1. The securities to be registered include options and rights to acquire Common Stock.
2. This registration statement also covers such indeterminable number of additional shares of Common Stock of the registrant as may become issuable with respect to any or all of such registered shares pursuant to the antidilution provisions of the plan.
3. The proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated solely for purposes of calculating the registration fee and are based, pursuant to Rule 457(h) under the Securities Act of 1933, upon the average of the high and low prices of the Common Stock on May 15, 2023, as reported on NYSE American.

Taft Stettinius & Hollister LLP  
425 Walnut Street, Suite 1800  
Cincinnati, Ohio 45202

May 18, 2023

Globalstar, Inc.  
1351 Holiday Square Blvd.  
Covington, Louisiana 70433

Re: Registration Statement on Form S-8 Filed by Globalstar, Inc.

Ladies and Gentlemen:

We have acted as counsel to Globalstar, Inc., a Delaware corporation (the "Company"), in connection with a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933 for the registration of 20,000,000 shares of the voting common stock, \$0.0001 par value, of the Company (the "Shares") that may be issued pursuant to the Third Amended and Restated Globalstar, Inc. 2006 Equity Incentive Plan (the "Plan").

In connection with this opinion, we have examined all documents, records, certificates and matters of law as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

Based on such examination, we are of the opinion that the Shares covered by the Registration Statement, when issued against receipt of the consideration therefor in accordance with the provisions of the Plan, will be legally issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and the use of our name wherever it appears in said Registration Statement.

Very truly yours,

/s/ Taft Stettinius & Hollister LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Globalstar, Inc. Third Amended and Restated Globalstar, Inc. 2006 Equity Incentive Plan of our reports dated March 1, 2023, with respect to the consolidated financial statements of Globalstar, Inc. and the effectiveness of internal control over financial reporting of Globalstar, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New Orleans, Louisiana  
May 18, 2023