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**As filed with the Securities and Exchange Commission on November 1, 2006**

**Registration No.**



**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM S-1**

**REGISTRATION STATEMENT UNDER**

**THE SECURITIES ACT OF 1933**

**GLOBALSTAR, INC.**

(Exact name of Registrant as specified in its charter)

|  |  |  |
| --- | --- | --- |
| **Delaware** | **4899** | **41-2116508** |
| (State or other jurisdiction of | (Primary Standard Industrial | (I.R.S. Employer |
| incorporation or organization) | Classification Code Number) | Identification Number) |
|  | **461 South Milpitas Blvd.** |  |
|  | **Milpitas, California 95035** |  |
|  | **Telephone (408) 933-4000** |  |
|  | (Address, including zip code, and telephone number, including area code, |  |
|  | of registrant's principal executive offices) |  |
|  | **Fuad Ahmad** |  |
|  | **Vice President and Chief Financial Officer** |  |
|  | **Globalstar, Inc.** |  |
|  | **461 South Milpitas Blvd.** |  |
|  | **Milpitas, California 95035** |  |
|  | **(408) 933-4000** |  |
|  | (Name, address, including zip code, and telephone number, including area code, of agent for service) |  |
|  | **With copies to:** |  |

|  |  |
| --- | --- |
| **Gerald S. Greenberg** | **Edward P. Tolley III** |
| **Taft, Stettinius & Hollister LLP** | **Kenneth B. Wallach** |
| **425 Walnut Street, Suite 1800** | **Simpson Thacher & Bartlett LLP** |
| **Cincinnati, Ohio 45202** | **425 Lexington Avenue** |
| **Telephone: (513) 381-2838** | **New York, New York 10017** |
| **Facsimile: (513) 381-0205** | **Telephone: (212) 455-2000** |
|  | **Facsimile: (212) 455-2502** |

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box: o

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: ☒

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: o

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. o

**CALCULATION OF REGISTRATION FEE**



|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | **PROPOSED** |  |  |
|  |  | **MAXIMUM** | **PROPOSED** |  |
|  | **NUMBER OF** | **OFFERING** | **MAXIMUM** |  |
| **TITLE OF EACH CLASS OF** | **SHARES TO BE** | **PRICE PER** | **AGGREGATE** | **AMOUNT OF** |
| **SECURITIES TO BE REGISTERED** | **REGISTERED(1)(2)** | **SHARE(2)** | **OFFERING PRICE(3)** | **REGISTRATION FEE(3)** |
|  |  |  |  |  |
| Common Stock, par value $0.0001 per share | 1,150,000 | $17.00 | $19,550,000 | $2,092 |
|  |  |  |  |  |



1. Includes shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares of common stock.
2. The 1,150,000 shares of common stock being registered in this Registration Statement are in addition to the 7,475,00 shares of common stock registered pursuant to the registrant's Registration Statement on Form S-1 (File No. 333-135809).
3. Estimated solely for the purpose of calculating the registration fee under Rule 457(o) of the Securities Act.



**EXPLANATORY NOTE**

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended ("Rule 462(b)"). Pursuant to Rule 462(b), the contents of the Registration Statement on Form S-1 (File No. 333-135809) of Globalstar, Inc., which was declared effective by the Securities and Exchange Commission on November 1, 2006, including the exhibits thereto and each of the documents incorporated by reference therein, are incorporated by reference in this Registration Statement.



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Milpitas, California on November 1, 2006.

**GLOBALSTAR, INC.**

By: /s/ Fuad Ahmad



Name: Fuad Ahmad

Title: Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Amendment to the Registration Statement has been signed by the following persons in the capacities indicated on November 1, 2006.

**Signature** **Title**



|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| \* |  |  | Chairman of the Board, Chief Executive Officer |  |
|  |  |  | and Director |  |
|  |  |  |  |
| James Monroe III |  | (Principal Executive Officer) |  |
| /s/ Fuad Ahmad |  | Vice President and Chief Financial Officer |  |
|  |  |  | (Principal Financial and Accounting Officer) |  |
| \*Fuad Ahmad |  |  |
|  |  |  |
| \* |  |  | Director |  |
|  |  |  |  |
| Peter J. Dalton |  |  |  |
| \* |  |  | Director |  |
|  |  |  |  |
| James F. Lynch |  |  |  |
| \* |  |  | Director |  |
|  |  |  |  |
| \*Richard S. Roberts |  |  |  |
| \*By: | /s/ Fuad Ahmad |  |  |  |
|  |  |  |  |  |
|  | Fuad Ahmad, as attorney-in-fact |  |  |  |
|  |  | II-1 |  |
|  |  |  |  |  |



**EXHIBIT INDEX**

All exhibits filed with or incorporated by reference in Registration Statement No. 333-135809 are incorporated by reference into, and shall be deemed a part of, this Registration Statement, except the following, which are filed herewith.

|  |  |  |  |
| --- | --- | --- | --- |
| **Exhibit** |  |  |  |
| **No.** |  |  | **Description of Exhibit** |
|  |  |  |  |
| 5.1 |  | Opinion of Taft, Stettinius & Hollister LLP |
| 23.1 |  | Consent of Crowe Chizek and Company LLP |
| 23.2 |  | Consent of GHP Horwath, P.C. |
| 24.1\* |  | Power of Attorney |
|  |  |  |  |



* Previously filed in connection with the Registration Statement on Form S-1 (File No. 333-135809) and incorporated herein by reference.



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**Exhibit 5.1**

**[TAFT, STETTINIUS & HOLLISTER LLP LETTERHEAD]**

November 1, 2006

Globalstar, Inc.

461 South Milpitas Blvd.

Milpitas, California 95035

Ladies and Gentlemen:

We have acted as counsel for Globalstar, Inc., a Delaware corporation (the "Company"), in connection with a Registration Statement on Form S-1 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933 (and relating to the Company's Registration Statement on Form S-1, File No. 333-135809) with respect to the sale of up to 1,150,000 shares of the Company's Common Stock (the "Shares").

It is our opinion that the registration of the sale of the Shares pursuant to the Registration Statement and the issuance of the Shares by the Company have been duly authorized by all necessary corporate action by the Company. When issued and sold as contemplated by the Registration Statement, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the Prospectus contained therein.

Very truly yours,

TAFT, STETTINIUS & HOLLISTER LLP



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**Exhibit 23.1**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the use in this Registration Statement on Form S-1 of Globalstar, Inc. of our report dated May 15, 2006, except for Note 19 as to which the date is October 25, 2006, on the consolidated financial statements of Globalstar, Inc. as of and for the year ended December 31, 2005, incorporated by reference in such Registration Statement from Amendment No. 5 to the Registration Statement No. 333-135809 on Form S-1 filed by Globalstar, Inc. on October 27, 2006. We also consent to the reference to us under the heading "Experts" incorporated by reference in this Registration Statement.

/s/ Crowe Chizek and Company LLP



Crowe Chizek and Company LLP

Oak Brook, Illinois

October 31, 2006



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[CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM](#page9)

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**Exhibit 23.2**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the use in this Registration Statement on Form S-1 of Globalstar, Inc. of our report dated April 13, 2005 (except for note 12 as to which the date is May 12, 2006 and note 19 as to which the date is October 25, 2006), relating to the consolidated financial statements of Globalstar, Inc. (formerly known as Globalstar LLC) and subsidiaries (Successor Company) as of December 31, 2004, the year then ended and the period from December 5, 2003 to December 31, 2003, and the consolidated financial statements of Globalstar, L.P. and subsidiaries (Predecessor Company) for the period January 1, 2003 to December 4, 2003 (such report describes that the consolidated financial statements of the Successor Company are presented on a different basis from those of the Predecessor Company and, therefore, are not comparable in all respects, and describes that the Predecessor Company's plan of reorganization was confirmed in 2004 and the Predecessor Company was dissolved), incorporated by reference in such Registration Statement from Amendment No. 5 to the Registration Statement No. 333-135809 on Form S-1 filed by Globalstar, Inc. on October 27, 2006. We also consent to the reference to us under the heading "Experts" incorporated by reference in this Registration Statement.

/s/ GHP Horwath, P.C.

Denver, Colorado

October 31, 2006



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[Exhibit 23.2](#page11)

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