

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS:

As of June 1, 2010, the number of outstanding shares of Common Stock, par value \$.10 per share, of the registrant was 28,309,540 shares.

COMTECH TELECOMMUNICATIONS CORP.
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PART I
FINANCIAL INFORMATION
COMTECH TELECOMMUNICATIONS CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

Item 1.	Assets	April 30, 2010 (Unaudited)	July 31, 2009 (as adjusted- See Note 2)
Current assets:			
Cash and cash equivalents		\$ 568,277,000	485,450,000
Accounts receivable, net		107,695,000	79,477,000
Inventories, net		75,077,000	95,597,000
Prepaid expenses and other current assets		9,745,000	13,398,000
Deferred tax asset		13,919,000	15,129,000
Total current assets		774,713,000	689,051,000
Property, plant and equipment, net			
		33,549,000	38,486,000
Goodwill		149,253,000	149,253,000
Intangibles with finite lives, net		50,102,000	55,272,000
Deferred financing costs, net		5,022,000	6,053,000
Other assets, net		1,271,000	556,000
Total assets		\$ 1,013,910,000	938,671,000
Liabilities and Stockholders' Equity			
Current liabilities:			
Accounts payable		\$ 43,798,000	19,233,000
Accrued expenses and other current liabilities		47,216,000	51,741,000
Customer advances and deposits		10,951,000	19,571,000
Interest payable		3,031,000	1,418,000
Income taxes payable		8,296,000	563,000
Total current liabilities		113,292,000	92,526,000
Convertible senior notes			
		200,000,000	200,000,000
Other liabilities		2,420,000	2,283,000
Income taxes payable		5,088,000	4,267,000
Deferred tax liability		8,321,000	10,466,000
Total liabilities		329,121,000	309,542,000
Commitments and contingencies (See Note 20)			
Stockholders' equity:			
Preferred stock, par value \$.10 per share; shares authorized and unissued 2,000,000		-	-
Common stock, par value \$.10 per share; authorized 100,000,000 shares; issued 28,518,477 shares and 28,390,855 shares at April 30, 2010 and July 31, 2009, respectively		2,852,000	2,839,000
Additional paid-in capital		344,142,000	335,656,000
Retained earnings		337,980,000	290,819,000

	684,974,000	629,314,000
Less:		
Treasury stock (210,937 shares)	(185,000)	(185,000)
Total stockholders' equity	684,789,000	629,129,000
Total liabilities and stockholders' equity	\$1,013,910,000	938,671,000

See accompanying notes to condensed consolidated financial statements.

COMTECH TELECOMMUNICATIONS CORP. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
 (Unaudited)

	Three months ended April 30,		Nine months ended April 30,	
	2010	2009	2010	2009
		(as adjusted- See Note 2)		(as adjusted- See Note 2)
Net sales	\$216,303,000	128,545,000	521,251,000	464,346,000
Cost of sales	141,512,000	81,040,000	333,185,000	270,385,000
Gross profit	74,791,000	47,505,000	188,066,000	193,961,000