

COMTECH TELECOMMUNICATIONS CORP /DE/

Reported by
RATIGAN JOHN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/30/24 for the Period Ending 10/28/24

Address 305 N 54TH STREET
CHANDLER, AZ, 85226
Telephone 4803332200
CIK 0000023197
Symbol CMTL
SIC Code 3663 - Radio and Television Broadcasting and Communications Equipment
Industry Communications & Networking
Sector Technology
Fiscal Year 07/31

FORM 4

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Ratigan John (Last) (First) (Middle) 305 N 54TH STREET (Street) CHANDLER, AZ 85226 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol COMTECH TELECOMMUNICATIONS CORP /DE/ [CMTL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President and CEO
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">10/28/2024</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units		(1) 10/28/2024	10/28/2024	A		104,167		(2)	(2)	Common Stock Par Value \$0.10 Per Share	104,167	\$0	241,519	D	
Performance Shares		(3) 10/28/2024	10/28/2024	A		100,000		(4)	(4)	Common Stock Par Value \$0.10 Per Share	100,000	\$0	100,000	D	

Explanation of Responses:

- (1) Restricted stock units were granted under the Company's 2023 Equity and Incentive Plan, and represent the right to receive one share of common stock of Comtech Telecommunications Corp. upon vesting of the unit.
- (2) Generally, the restricted stock units will vest in installments over a three year period, at a rate of one-third on the first through third anniversaries of the grant, assuming continued service as an employee. Shares of common stock corresponding to vested units will be delivered to the Reporting Person within 60 days of vesting.
- (3) Performance shares were granted under the Company's 2023 Equity and Incentive Plan, and represent the right to receive one share of common stock of Comtech Telecommunications Corp. upon vesting of the performance share.
- (4) Generally, performance shares are eligible to vest on October 28, 2027, assuming continued service as an employee, as follows: (i) 25,000 of the performance shares will vest if the 60-day VWAP (as defined below) at any time prior to October 28, 2027 is at or above \$8.00, (ii) an additional 25,000 performance shares will vest if the 60-day VWAP at any time prior to October 28, 2027 is at or above \$10.00, (iii) an additional 25,000 performance shares will vest if the 60-day VWAP at any time prior to October 28, 2027 is at or above \$12.00 and (iv) an additional 25,000 performance shares will vest if the 60-day VWAP at any time prior to October 28, 2027 is at or above \$14.00. 60-day VWAP is generally defined as the volume-weighted average price per share of Comtech

Telecommunications Corp. common stock over 60 consecutive trading days. Shares of common stock corresponding to vested performance shares will be delivered to the Reporting Person within 60 days of vesting.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ratigan John 305 N 54TH STREET CHANDLER, AZ 85226	X		President and CEO	

Signatures

/s/ Michael C. Shay, Attorney-in-Fact for John Ratigan

10/30/2024

—Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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