Globalstar, Inc.
Form 424B5
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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-149798

PROSPECTUS SUPPLEMENT
(To prospectus dated April 1, 2008)

36,144,570 Shares

Globalstar, Inc.

Common Stock

This is an offering of up to an aggregate of 36,144,570 shares of common stock of Globalstar, Inc. The shares of our common stock offered hereby are shares that we will loan to Merrill Lynch International, or MLI, pursuant to a share lending agreement among us, MLI, as principal, and Merrill Lynch, Pierce, Fenner and Smith Incorporated, or Merrill Lynch, as agent.

Our common stock is traded on The NASDAQ Global Select Market under the symbol "GSAT." The closing sale price of our common stock on The NASDAQ Global Select Market on April 9, 2008 was $4.90 per share.

Investing in our common stock involves risks. See "Risk Factors" on page S-13 of this prospectus supplement and page 8 of the accompanying prospectus.

21,936,020 of the up to 36,144,570 shares will be initially offered at $4.15 per share in a fixed price offering and the remaining shares will be subsequently offered and sold from time to time at prevailing market prices at the time of sale or at negotiated prices in transactions, including block sales, in the over-the-counter market, in negotiated transactions or otherwise. During such time, MLI, or its affiliates, are also likely to purchase a corresponding number of shares of our common stock in secondary market transactions. See "Concurrent Offering of Convertible Notes; Share Lending Agreement" and "Underwriting" on pages S-17 and S-22, respectively, of this prospectus supplement.

We will not receive any of the proceeds from the sale of the shares of common stock in this offering, but will receive a nominal lending fee of $0.0001 per share from MLI for the use of the shares. MLI or its affiliates will receive all of the proceeds from the sale of these shares. We have been advised by MLI that it, or one of its affiliates, intends to use the short position created by the share loan and the concurrent sale of the shares to facilitate transactions by which investors in our convertible senior notes due 2028 being offered in a concurrent registered offering will hedge their investments in the convertible notes through short sales or privately negotiated derivatives transactions.

Because MLI must, as described further herein, return to us all shares borrowed (or identical shares or, in certain circumstances, the cash value thereof), we believe that under U.S. generally accepted accounting principles the shares being offered will not be considered outstanding for the purpose of computing and reporting our earnings per share.

The delivery of the shares being offered hereby is contingent upon the closing of the offering of our convertible notes, and the closing of the offering of our convertible notes is contingent upon the delivery by us of shares pursuant to the share lending agreement. We expect to make delivery of such shares concurrently with the closing of our convertible notes offering on or about April 15, 2008.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

Merrill Lynch & Co.

The date of this prospectus supplement is April 10, 2008.

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Prospectus Supplement

Prospectus

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of this offering. The second part consists of the accompanying prospectus, which gives more general information, some of which may not apply to this offering.

If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and in the accompanying prospectus. We have not, and the underwriters have not, authorized anyone to provide you with additional or different information. If anyone provides you with additional, different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer of the securities in any state where the offer is not permitted. You should not assume that the information contained in or incorporated by reference in this prospectus supplement or the accompanying prospectus is accurate as of any date other than the dates of this prospectus supplement or the accompanying prospectus or that any information we have incorporated by reference is accurate as of any date other than the date of the document incorporated by reference. Our business, financial condition, results of operations and prospects may have changed since those dates.

SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION

Certain statements contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus, our filings with the SEC and our public releases, other than purely historical information, including, but not limited to, estimates, projections, statements relating to our business plans, objectives and expected operating results, and the assumptions upon which those statements are based, are forward-looking statements within the meaning of Section 27A(i) of the Securities Act of 1933, or the Securities Act, and Section 21E(i) of the Securities Exchange Act of 1934, or the Exchange Act. These forward-looking statements generally are identified by the words "believe," "project," "expect," "anticipate," "estimate," "intend," "strategy," "plan," "may," "should," "will," "would," "will be," "will continue," "will likely result," and similar expressions, although not all forward-looking statements contain these identifying words. These forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. Forward-looking statements, such as the statements regarding our ability to develop and expand our business, our ability to manage costs, our ability to exploit and respond to technological innovation, the effects of laws and regulations (including tax laws and regulations) and legal and regulatory changes, the opportunities for strategic business combinations and the effects of consolidation in our industry on us and our competitors, our anticipated future revenues, our anticipated capital spending (including for future satellite procurements and launches), our anticipated financial resources, our expectations about the future operational performance of our satellites (including their projected operational lives), the expected strength of and growth prospects for our existing customers and the markets that we serve, and other statements contained in this report regarding matters that are not historical facts, involve predictions. Risks and uncertainties that could cause or contribute to such differences include, without limitation, those discussed in the section entitled "Risk Factors" included in this prospectus supplement and the accompanying prospectus and elsewhere in or incorporated by reference into this prospectus supplement and the accompanying prospectus, including our Annual Report on Form 10-K for the fiscal year ended December 31, 2007, our subsequent SEC filings and those factors summarized below.

Although we believe that the forward-looking statements contained in this prospectus supplement and the accompanying prospectus are based upon reasonable assumptions, the forward-looking events and circumstances discussed in this prospectus supplement and the accompanying prospectus may not occur, and actual results could differ materially from those anticipated or implied in the forward-looking statements. The following listing represents some, but not necessarily all, of the factors that may cause actual results to differ from those anticipated or predicted:

- our ability to maintain our customer base for two-way communications service and reduce erosion of retail average revenue per unit, or ARPU, until the launch of our second-generation satellite constellation and thereafter;
- our ability to generate increased revenues from our one-way data communications services, including our one-way data communication, or Simplex, and our new SPOT satellite messenger products and services;
- the level and type of demand for our products and services, including the extent to which changes in demand and our competitive position, as a result of the degradation of our satellites' ability to maintain two-way communications service or otherwise, may result in changes to our future products and services and in pricing pressure in the markets in which we compete;
- problems with respect to the construction, launch or in-orbit performance of our existing and future satellites, including possible future losses on the launch of satellites that are not fully covered by insurance, with the performance of the ground-based facilities operated by us or by the independent gateway operators, or with the performance of our system as a whole;
- our ability to attract sufficient additional funding to meet our future capital requirements, in particular the funding of our second-generation satellite constellation;
- competition and our competitiveness vis-à-vis other providers of satellite and ground-based products and services;
- the pace and effects of industry consolidation;
- the continued availability of launch insurance on commercially reasonable terms, and the effects of any insurance exclusions;
- changes in technology;
- changes in our business strategy or development plans;
- our ability to attract and retain qualified personnel;
- worldwide economic, geopolitical and business conditions and risks associated with doing business on a global basis;
- control by our controlling stockholder; and
- legal, regulatory and tax developments, including changes in domestic and international government regulation.

New risk factors emerge from time to time, and it is not possible for us to predict all risk factors, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. We undertake no obligation to update publicly or revise any forward-looking statements. You should not rely upon forward-looking statements as predictions of future events or performance. We cannot assure you that the events and circumstances reflected in the forward-looking statements will be achieved or occur. These cautionary statements qualify all forward-looking statements attributable to us or persons acting on our behalf.

PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights relevant information contained elsewhere in or incorporated by reference in this prospectus supplement and the accompanying prospectus and may not contain all of the information that you should consider before investing in the shares of our common stock. For a more complete understanding of this offering, you should read this entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus. You should read the following summary together with the more detailed information and consolidated financial statements and the notes to those statements incorporated by reference in this prospectus supplement and the matters discussed under "Risk Factors" in this prospectus supplement and the accompanying prospectus. In this prospectus supplement, the "Company," "we," "our" and "us" refer to Globalstar, Inc. and its consolidated subsidiaries, unless otherwise indicated. References to "Globalstar" are to Globalstar, Inc. and not to any of its subsidiaries.

Our Company and Business

We are a leading provider of mobile voice and data communications services via satellite. By providing wireless services in areas not served or underserved by terrestrial wireless and wireline networks, we seek to address our customers' increasing desire for connectivity. Using, at any given time, approximately 48 in-orbit satellites and 25 ground stations, which we refer to as gateways, we offer voice and data communications services in over 120 countries. Thirteen of these gateways are operated by unaffiliated companies, which we refer to as independent gateway operators and which purchase communications services from us on a wholesale basis for resale to their customers.

We currently provide the following telecommunications services:

- two-way voice communication between mobile or fixed handsets or user terminals and other mobile and fixed devices;
- two-way data transmissions (which we call duplex) between mobile and fixed data modems; and
- one-way data transmissions (which we call Simplex) between a mobile or fixed device that transmits its location or other telemetry information and a central monitoring station.

In most of the world, we have authority to operate a wireless communications network via satellite over 27.85 MHz of radio spectrum, which is comprised of two blocks of contiguous global radio frequencies. In the United States, the U.S. Federal Communications Commission, or the FCC, has authorized us to use 25.225 MHz. We refer to our licensed radio frequencies as our "spectrum." We are also licensed by the FCC to use 11 MHz of our spectrum to provide an ancillary terrestrial component, known as ATC, in the United States in combination with our existing satellite communications service. On November 9, 2007, the FCC requested comment on whether we should be authorized to provide ATC service over an aggregate 19.275 MHz (an additional 8.275 MHz), of our licensed spectrum. ATC services enable the integration of a satellite-based service with terrestrial wireless service, resulting in a hybrid network designed to provide customers with advanced service and broad coverage.

Our services are available only with equipment designed to work on our network. The equipment we offer to our customers consists principally of:

- mobile telephones;
- fixed telephones;
- telephone accessories, such as car kits and chargers; and
- data modems.

At December 31, 2007, we served approximately 284,000 subscribers. We increased our net subscribers by approximately 8% from December 31, 2006 to December 31, 2007. We count "subscribers" based on the number of devices that are subject to agreements which entitle them to use our voice or data communications services rather than the number of persons or entities who own or lease those devices.

Our satellite constellation was launched in the late 1990s. To supplement our existing satellite constellation, we launched eight spare satellites in 2007. We expect these newly-launched satellites to provide two-way communications service through the deployment of our second-generation constellation. A number of our satellites have experienced various anomalies over time, one of which is a degradation in the performance of the solid-state power amplifiers of the S-band communications antenna subsystem. The S-band antenna provides the downlink from the satellite to a subscriber's phone or data terminal. Degraded performance of an S-band antenna amplifier reduces the availability of two-way voice and data communication between the affected satellite and the subscriber. If the S-band antenna on a satellite ceases to function, two-way communication is impossible over that satellite, but not necessarily over the constellation as a whole. Subscriber service will continue to be available as long as some satellites are functional, but at certain times in any given location two-way service may not be available, it may take longer to establish calls and the average duration of calls may be reduced. We believe that if the degradation of the S-band antenna amplifiers continues at the current rate or further accelerates and if we are unsuccessful in developing additional technical solutions, interruptions of two-way communications services will increase, and by some time in 2008 substantially all of our in-orbit satellites launched prior to 2007 will cease to be able to support two-way communications services. See "Risk Factors Our satellites have a limited life and some have failed, which causes our network to be compromised and which materially and adversely affects our business, prospects and profitability."

This S-band antenna amplifier degradation does not adversely affect our one-way Simplex data transmission services, which use only the L-band uplink from a subscriber's Simplex terminal to our satellites. We intend to exploit our ability to provide uninterrupted Simplex services through the introduction of new products and services, including the introduction of a consumer-oriented, hand-held tracking and emergency messaging device, the SPOT satellite messenger, made commercially available in November 2007. The SPOT satellite messenger uses both the GPS satellite network to determine a customer's location and the SPOT network to transmit that information to friends, family or an emergency service center.

On November 30, 2006, we and Thales Alenia Space entered into a contract for the construction of 48 low-earth-orbit satellites for our second-generation satellite constellation, which we expect to extend the life of our network until at least 2025. The contract requires Thales Alenia Space to commence delivery of the satellites in the third quarter of 2009. At our request, Thales Alenia Space has presented a four-part sequential plan for accelerating delivery of the initial 24 satellites by up to four months. We have accepted the first two portions of this plan. We cannot assure you that any or all of this acceleration will occur. On September 5, 2007, we entered into a contract with Arianespace, which we call our launch provider, for the launch of our second-generation satellites and certain pre- and post-launch services. Pursuant to the contract, our launch provider will make four launches of six satellites each, and we have the option to require our launch provider to make four additional launches of six satellites each. The total contract price for the construction of our second-generation satellite constellation and related launch services, is approximately $1.16 billion (the majority of which is denominated in Euros).

Our revenue for the years ended December 31, 2007, 2006 and 2005 was $98.4 million, $136.7 million and $127.1 million, respectively. Our net income (loss) for the years ended December 31, 2007, 2006 and 2005 was $(27.9) million, $23.6 million and $18.7 million, respectively.

Our Industry

We compete in the mobile satellite services sector of the global communications industry. Mobile satellite services operators provide voice and data services using a network of one or more satellites and associated ground facilities. Mobile satellite services are usually complementary to, and interconnected with, other forms of terrestrial communications services and infrastructure and are intended to respond to users' desires for connectivity at all times and locations. Customers typically use satellite voice and data communications in situations where existing terrestrial wireline and wireless communications networks are impaired or do not exist.

Worldwide, government organizations, military and intelligence agencies, natural disaster aid associations, event-driven response agencies and corporate security teams depend on mobile and fixed voice and data communications services on a regular basis. Businesses with global operating scope require communications services when operating in remote locations around the world. Mobile satellite services users span the forestry, maritime, government, oil and gas, mining, leisure, emergency services, construction and transportation sectors, among others. We believe many existing customers increasingly view satellite communications services as critical to their daily operations.

Over the past two decades, the global mobile satellite services market has experienced significant growth. Increasingly, better-tailored, improved-technology products and services are creating new channels of demand for mobile satellite services. Growth in demand for mobile satellite voice services is driven by the declining cost of these services, the diminishing size and lower costs of the handsets, as well as heightened demand by governments, businesses and individuals for ubiquitous global voice coverage. Growth in mobile satellite data services is driven by the rollout of new applications requiring higher bandwidth, as well as low cost data collection and asset tracking devices.

Communications industry sectors that are relevant to our business include:

- mobile satellite services, which provide customers with connectivity to mobile and fixed devices using a network of satellites and ground facilities;

- fixed satellite services, which use geostationary satellites to provide customers with voice and broadband communications links between fixed points on the earth's surface; and

- terrestrial services, which use a terrestrial network to provide wireless or wireline connectivity and are complementary to satellite services.

Within the major satellite sectors, fixed satellite services and mobile satellite services operators differ significantly from each other. Fixed satellite services providers, such as Intelsat Ltd., Eutelsat Communications ("Eutelsat") and SES Global, and very small aperture terminals companies, such as Hughes Networks and Gilat Satellite Networks, are characterized by large, often stationary or "fixed," ground terminals that send and receive high-bandwidth signals to and from the satellite network for video and high speed data customers and international telephone markets. On the other hand, mobile satellite services providers, such as Globalstar, Inmarsat P.L.C. ("Inmarsat") and Iridium Satellite L.L.C. ("Iridium"), focus more on voice and data services (including data services which track the location of remote assets such as shipping containers), where mobility or small sized terminals are essential. As mobile satellite terminals begin to offer higher bandwidth to support a wider range of applications, we expect mobile satellite services operators will increasingly compete with fixed satellite services operators.

Low earth orbit ("LEO") systems, such as the systems we and Iridium currently operate, reduce transmission delay compared to a geosynchronous system due to the shorter distance signals have to travel. In addition, LEO systems are less prone to signal blockage and, consequently, can provide a better overall quality of service.

Currently, our principal mobile satellite services global competitors are Inmarsat and Iridium. United Kingdom-based Inmarsat owns and operates a geostationary satellite network and U.S.-based Iridium owns and operates a low earth orbit satellite network. Inmarsat provides communications services, such as telephony, fax, video, email and high-speed data services. Iridium offers narrow-band data, fax and voice communications services. We also compete with several regional mobile satellite services providers that operate geostationary satellites, such as Thuraya Satellite Communications Company, principally in the Middle East and Africa; Mobile Satellite Ventures and Mobile Satellite Ventures Canada in the Americas; and Asia Cellular Satellite in Asia.

Our Competitive Strengths

We believe that our competitive strengths position us to enhance our growth and profitability:

Existing Global Satellite Communications Network. Our constellation of LEO satellites and terrestrial gateways has been in commercial operation since 2000 and serves as the backbone of our communications network. Although our two-way voice and data service is impacted by the S-band antenna amplifier degradation described above, our Simplex services are not affected. Our products and services are available in over 120 countries.

Key Market with Diversified Customer Base. We focus on selected underserved public and private sector markets. Our largest markets in the United States and Canada are government (including federal, state and local agencies), public safety and disaster relief; recreation, leisure and personal; and maritime and fishing.

Service and Product Offerings. We believe our products and services are superior to those offered by our competitors. We are able to retain our current customers and attract new customers because the pricing of our products and services is competitive and innovative.

Distribution Network. Our distribution network includes a large network of dealers, agents and resellers, who provide broad coverage to our diverse target subscriber base through direct or wholesale sales channels in over 60 countries. We believe that our established network is highly optimized to serve various regions and industries.

Broad, Contiguous Spectrum Holdings. We believe our broad contiguous spectrum holdings, which can support advanced wireless technologies, give us a competitive advantage for our existing services and will enable us to deploy an ATC network cost effectively.

ATC Services Capability. Our current satellites and gateways are capable of supporting ATC services and, therefore, in combination with a terrestrial network, we will be able to use a portion of our spectrum to provide services in the United States where satellite services generally do not function, such as urban areas and inside buildings. We believe this capability will allow us to be among the first to introduce these services.

International Spectrum Licenses. We have access to our spectrum globally, while most of our competitors only have access to spectrum frequencies regionally. We believe this will afford us economies of scale when introducing ATC, ATC-like and other new mobile communications services.

Strategic Relationship with QUALCOMM. We are the only satellite network operator currently using the patented Qualcomm Incorporated, or QUALCOMM, CDMA technology, which permits the dynamic selection of the strongest signal available and produces a higher audio quality than our principal competitor's technology.

Experienced Management Team. Our senior management team combines experts in wireless and wireline communications with pioneers in the fields of satellite engineering and satellite operations.

Our senior satellite managers have an average of 24 years of experience in the telecommunications or satellite industry.

Our Strategy

Our goal is to be the leading global provider of mobile voice and data communications solutions via satellite. We intend to achieve this objective by:

Growing Our Subscriber Base. We intend to continue to increase our penetration of the growing Simplex services market and maintain our subscriber base in the two-way voice and data communications service market by continuing to provide competitive service and product offerings utilizing our existing distribution and communications networks (including the eight spare satellites launched in 2007). We intend to grow our share of the mobile satellite two-way communications service market after the launch of our second-generation constellation, which we expect to be begin launching no later than the second half of 2009.

Expanding Our Coverage and Upgrading Our Service Offerings. We intend to continue to increase the availability of our services by selectively adding gateways and new data-based services to our network. We are constructing a new gateway in Singapore, to be owned by us and operated by Singapore Telecommunications, that is expected to be completed in mid-2008. We have entered into an agreement to construct a gateway in Kaduna, Nigeria, to be owned and operated by Globaltouch (West Africa) Limited and to acquire 30% of the ordinary shares of Globaltouch. After the launch of our second-generation satellite constellation, we also plan to enhance our network to handle broadband data, faster transmission speeds and new applications.

Developing Satellite-Based Consumer Products and Next-Generation Devices. In November 2007, we launched our SPOT satellite messenger product, which provides consumers with the capability to trace or map the location of individuals geographically. Our objective is to capture 2-3% of what we believe to be a 50 million unit market by the end of 2010, although there can be no assurance we will be able to do so. Additionally, in early 2007, we introduced a broad range of more technologically advanced satellite phones and data products that are significantly smaller in size, lighter in weight and less expensive than existing mobile satellite services equipment and are designed to meet our customers' evolving service needs, which we believe will stimulate additional demand for our services.

Improving Our Profitability by Consolidating Our International Distribution Chain. Over the past four years, we have acquired six independent gateway operators in strategic geographic regions. We now own and operate 12 gateways, including all of those in the United States and Canada. We also are in discussions with a number of other independent gateway operators in strategic geographic regions to acquire additional gateway operations. We believe that consolidating our independent gateway operators will better position us to market our services directly to multinational customers requiring a global communications provider and will increase our overall profitability by allowing us to sell most of our services directly to subscribers at retail prices rather than to the independent gateway operators at wholesale prices.

Exploring Opportunities to Maximize the Value of Our Spectrum. We expect the market for wireless applications to continue to grow, and we are exploring relationships with a range of communications and media companies to enable us to be among the first in our industry to utilize our spectrum and ATC license for wireless voice, data and video applications. We have entered into an agreement with Open Range Communications, Inc., or Open Range, that, subject to certain conditions, permits Open Range to deploy communication services in certain rural geographic markets in the United States under our ATC authority.

Exploiting Our International Spectrum. Regulatory authorities outside of the United States have issued or are reviewing ATC-like rulings. We believe we are well positioned to advocate for the adoption of rules and regulations that would allow us to use our spectrum for ATC-like services around the world.

Company History

Our network, originally owned by Globalstar, L.P., or Old Globalstar, was designed, built and launched in the late 1990s by a technology partnership led by Loral Space and Communications and QUALCOMM. On February 15, 2002, Old Globalstar and three of its subsidiaries filed voluntary petitions under Chapter 11 of the United States Bankruptcy Code. In 2004, Thermo Capital Partners, LLC, which owns and operates companies in diverse business sectors and is referred to in this prospectus supplement, together with its affiliates, as Thermo, became our principal owner, and we completed the acquisition of the business and assets of Old Globalstar. We refer to this transaction as the "Reorganization."

On November 7, 2006, we completed our initial public offering of our common stock, receiving net proceeds of approximately $116.6 million. Our common stock is listed on The NASDAQ Global Select Market under the symbol "GSAT."

We were formed as a Delaware limited liability company in November 2003, and were converted into a Delaware corporation on March 17, 2006. Unless we specifically state otherwise, all information in this prospectus supplement is presented as if we were a corporation throughout the relevant periods.

In anticipation of our initial public offering, which was completed on November 7, 2006, our certificate of incorporation was amended on October 25, 2006 to combine our three series of common stock into one class and our board of directors approved a six-for-one stock split. Unless we specifically state otherwise, all information in this prospectus supplement is presented as if these corporate events had occurred at the beginning of the relevant periods.

Recent Developments

On March 25, 2008, we completed the purchase of the independent gateway operator that owns and operates our three gateways in Manaus, Presidente Prudente and Petrolina, Brazil for approximately $6.5 million, payable primarily in shares of our common stock. The acquisition will permit us to supply directly mobile satellite voice and data services to all of Brazil and areas off the country's east coast.

On March 25, 2008, USDA Rural Development announced that Open Range has been approved to receive a $267 million loan from USDA Rural Development to provide broadband service to 518 rural communities in 17 states. As described above, we have entered into an agreement with Open Range that, subject to certain conditions, permits Open Range to deploy communication services in certain rural geographic markets in the United States under our ATC authority. Receipt of financing satisfies one of these conditions.

Concurrent Transaction

Concurrently with this offering, we are offering $135 million aggregate principal amount of our 5.75% convertible senior notes due 2028. We also expect to grant to the underwriters of the convertible notes an option, exercisable within a 30-day period following the date of the original issuance of the convertible notes, to purchase up to an additional $15 million aggregate principal amount of the convertible notes solely to cover overallotments, if any. We intend to use the net proceeds of the convertible notes offering to acquire government securities in an aggregate principal amount equal to the first six semi-annual interest payments on the convertible notes that will be pledged for the exclusive benefit of the holders of the convertible notes, to pay a portion of the costs of procuring and launching our second-generation satellite constellation and related ground facilities and for general corporate purposes. We cannot give any assurance that the convertible notes offering will be completed. The closing of this offering is conditioned upon the closing of the convertible notes offering and the closing of the convertible notes offering is contingent upon the delivery by us of the borrowed shares pursuant to the share lending arrangement with MLI, as principal, and Merrill Lynch, as agent.

The terms of the convertible notes have not yet been finalized. The notes will bear interest at a fixed rate. Holders of the notes may, under certain circumstances at their option, convert the notes into shares of our common stock, subject to our right to deliver cash in lieu of all or a portion of such shares, based on a conversion rate to be established through negotiations between us and the underwriters of the convertible notes offering. The conversion rate will be subject to customary adjustments in certain circumstances. The number of shares of common stock to be sold in this offering may change depending on the final terms of the convertible notes.

On or after April 1, 2013, we may redeem for cash all or a portion of the notes at a redemption price of 100% of the principal amount of the notes to be redeemed plus accrued and unpaid interest to, but excluding, the redemption date. Subject to certain conditions, holders may require us to purchase all or a portion of their notes on each of April 1, 2013, April 1, 2018 and April 1, 2023. In addition, if we experience specified types of corporate transactions, holders may require us to purchase all or a portion of their notes. Any purchase of the notes pursuant to these provisions will be for cash at a price equal to 100% of the principal amount of the notes to be purchased plus accrued and unpaid interest to, but excluding, the purchase date.

Our Offices

Our executive offices are located at 461 South Milpitas Boulevard, Milpitas, California 95035, and our telephone number is (408) 933-4000. We maintain a website at *www.globalstar.com*. Information contained on, or referred to in, our website is not a part of and is not incorporated by reference in this prospectus supplement.

THE OFFERING

Common Stock Offered by Globalstar	Up to 36,144,570 shares. 21,936,020 shares of our common stock will be sold at $4.15 per share in the fixed price offering and the remaining shares will be subsequently offered and sold from time to time at prevailing market prices at the time of sale or at negotiated prices in transactions, including block sales, in the over-the-counter market, in negotiated transactions or otherwise. The shares of our common stock offered hereby are shares that we have loaned to MLI, an affiliate of Merrill Lynch, pursuant to a share lending agreement dated as of April 10, 2008, which we refer to as the "share lending agreement."
Common Stock Outstanding after this Offering(1)	121,343,984 shares (including up to 36,144,570 shares offered hereby)
NASDAQ Global Select Market symbol	GSAT
Risk Factors	You should carefully consider the information set forth in the sections of this prospectus supplement and the accompanying prospectus entitled "Risk Factors" as well as the other information included in or incorporated by reference in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference before deciding whether to invest in our common stock.
Use of Proceeds	We will not receive any proceeds from the sale of the shares in this offering, but we will receive a nominal lending fee of $0.0001 per share from MLI for the use of these shares. MLI has advised us that it, or its affiliates, intend to use the short position created by the share loan and the concurrent sale of the shares in this offering to facilitate transactions by which investors in our concurrent convertible notes offering may hedge their investments in our convertible notes through short sales or privately negotiated transactions. See "Concurrent Offering of Convertible Notes; Share Lending Agreement" and "Underwriting."

(1) As of April 10, 2008. Excludes the following at April 10, 2008: (i) 974,822 shares reserved for issuance under our equity incentive plan and 120,000 shares of common stock reserved for issuance upon the exercise of an option previously granted to one of our directors (having an exercise price of $2.67 per share), and (ii) shares issuable upon conversion of the convertible notes offered in our concurrent convertible notes offering. The number of shares offered hereby and outstanding after this offering may change depending on the final conversion terms of the convertible notes offered in our concurrent note offering.

SUMMARY HISTORICAL CONSOLIDATED FINANCIAL INFORMATION

The following table presents our selected historical consolidated financial information and other data for the years ended December 31, 2005, 2006 and 2007, and as of December 31, 2005, 2006 and 2007. Balance sheet data as of December 31, 2007 is also presented as adjusted to give effect to the offering of $135 million aggregate principal amount of our 5.75% senior convertible notes due 2028 (assuming no exercise of the underwriters' option to purchase additional notes).

You should read the selected historical consolidated financial data set forth below together with our consolidated financial statements and the related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations," all of which are incorporated by reference in this prospectus supplement. The selected historical consolidated financial data set forth below are not necessarily indicative of the results of future operations.

	Year ended December 31,		
	2007	**2006**	**2005**
		(In thousands)	
Statement of Operations Data:			
Revenue:			
Service revenue	$ 78,313	$ 92,037	$ 81,472
Subscriber equipment sales(1)	20,085	44,634	45,675
Total revenue	98,398	136,671	127,147
Operating Expenses:			
Cost of services (exclusive of depreciation and amortization shown separately below)	27,775	28,091	25,432
Cost of subscriber equipment sales(2)	13,863	40,396	38,742
Marketing, general and administrative	49,146	43,899	37,945
Depreciation and amortization	13,137	6,679	3,044
Impairment of assets	19,109	1,943	114
Total operating expenses	123,030	121,008	105,277
Operating Income (Loss)	(24,632)	15,663	21,870
Interest income	3,170	1,172	242
Interest expense(3)	(9,023)	(587)	(269)
Interest rate derivative loss	(3,232)	(2,716)	
Other	8,656	(3,980)	(622)
Total other income (expense)	(429)	(6,111)	(649)
Income (loss) before income taxes	(25,061)	9,552	21,221
Income tax expense (benefit)	2,864	(14,071)	2,502
Net Income (Loss)	$ (27,925)	$ 23,623	$ 18,719

	Year Ended December 31,		
	2007	2006	2005
	(Dollars in thousands, except per share data, weighted average shares, average monthly revenue per unit, number of subscribers and average monthly churn rate)		
Earnings (loss) Per Share Data(4):			
Earnings (loss) per common share basic	$ (0.36)	$ 0.37	$ 0.30
Earnings (loss) per common share diluted	$ (0.36)	$ 0.37	$ 0.30
Weighted average shares basic	77,169,138	63,709,763	61,855,668
Weighted average shares diluted	77,169,138	64,076,182	61,955,874
Pro Forma C Corporation Data(5) (unaudited):			
Historical income before income taxes	N/A	N/A	$ 21,221
Pro forma income tax expense	N/A	N/A	6,931
Pro forma net earnings	N/A	N/A	$ 14,290
Pro forma net earnings per share basic	N/A	N/A	$ 0.23
Pro forma net earnings per share diluted	N/A	N/A	$ 0.23
Weighted average shares basic	N/A	N/A	61,855,668
Weighted average shares diluted	N/A	N/A	61,955,874
Other Data (for the period) (unaudited):			
Average monthly revenue per unit(6)			
Retail	$ 46.26	$ 58.91	$ 68.10
Number of subscribers	284,126	262,802	195,968
Average monthly churn rate(7)	1.75%	1.09%	1.27%
EBITDA(8)	$ (2,839)	$ 18,362	$ 24,292
Capital expenditures	$ 169,989	$ 107,544	$ 9,885

	As of December 31,			
Balance Sheet Data:	2007	2006	2005	2007, as adjusted(9)
		(In thousands)		(unaudited)
Cash and cash equivalents	$ 37,554	$ 43,698	$ 20,270	$ 145,208
Restricted cash(10)	$ 80,871	$ 52,581	$	$ 103,871
Total assets	$ 512,975	$ 331,701	$ 113,545	$ 647,979
Long-term debt	$ 50,000	$ 417	$ 631	$ 185,000
Redeemable common stock	$	$ 4,949	$	$
Ownership equity (deficit)	$ 405,544	$ 260,697	$ 71,430	$ 405,548

(1) Includes related party sales of $59, $3,423 and $440 for the years ended December 31, 2007, 2006 and 2005, respectively.

(2) Includes costs of related party sales of $46, $3,041 and $314 for the years ended December 31, 2007, 2006 and 2005, respectively.

(3) Includes related party amounts of $0 (year ended December 31, 2007), $0 (year ended December 31, 2006) and $176 (year ended December 31, 2005).

(4)

Basic and diluted earnings (loss) per share have been calculated in accordance with SEC rules that require that the weighted average share calculation give retroactive effect to any changes in our capital structure. Therefore, weighted average shares for purposes of the basic and diluted earnings per share calculation has been adjusted to reflect the six-for-one stock split that occurred on October 25, 2006. Based upon current accounting principles, we believe that the shares of our common stock to be loaned to MLI pursuant to the share lending agreement will not be considered to be outstanding for the purpose of computing basic and diluted earnings per share. See "Concurrent Offering of Convertible Notes; Share Lending Agreement."

(5)

Prior to January 1, 2006, we were treated as a partnership for federal income tax purposes. A partnership passes through essentially all taxable income and losses to its partners or members and does not pay federal income taxes at the partnership level. Historical income tax expense consists mainly of foreign, state and local income taxes. On January 1, 2006, we elected to be taxed as a C corporation. For comparative purposes, we have included a pro forma provision for income taxes assuming we had been taxed as a C corporation for the year ended December 31, 2005. See "Management's Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies and Estimates Income Taxes" and Note 9 to our consolidated financial statements incorporated by reference in this prospectus supplement.

(6)

Average monthly revenue per unit, or ARPU, measures service revenues per month divided by the average number of subscribers during that month. Average monthly revenue per unit as so defined may not be similar to average monthly revenue per unit as defined by other companies in our industry, is not a measurement under GAAP and should be considered in addition to, but not as a substitute for, the information contained in our statement of operations. We believe that average monthly revenue per unit provides useful information concerning the appeal of our rate plans and service offerings and our performance in attracting and retaining high value customers.

(7)

We define churn rate as the aggregate number of our retail subscribers (excluding Simplex customers and customers of the independent gateway operators) who cancel service during a month, divided by the average number of retail subscribers during the month. Others in our industry may calculate churn rate differently. Churn rate is not a measurement under GAAP and should be considered in addition to, but not as a substitute for, the information contained in our statement of operations. We believe that churn rate provides useful information concerning customer satisfaction with our services and products.

(8)

EBITDA represents earnings before interest, income taxes, depreciation and amortization. EBITDA does not represent and should not be considered as an alternative to GAAP measurements, such as net income, and our calculations thereof may not be comparable to similarly entitled measures reported by other companies.

We use EBITDA as the primary measurement of our operating performance because, by eliminating interest, taxes and the non-cash items of depreciation and amortization, we believe it best reflects changes across time in our performance, including the effects of pricing, cost control and other operational decisions. Our management uses EBITDA for planning purposes, including the preparation of our annual operating budget. We believe that EBITDA also is useful to investors because it is frequently used by securities analysts, investors and other interested parties in their evaluation of companies in industries similar to ours. As indicated, EBITDA does not include interest expense on borrowed money or depreciation expense on our capital assets or the payment of taxes, which are necessary elements of our operations. Because EBITDA does not account for these expenses, its utility as a measure of our operating performance has material limitations. Because of these limitations, management does not view EBITDA in isolation and also uses other measures, such as net income, revenues and operating profit, to measure operating performance.

supply a valid space value below

The following is a reconciliation of EBITDA to net income (loss):

	Year Ended December 31,		
	2007	2006	2005
		(In thousands)	
Net income (loss)	$ (27,925)	$ 23,623	$ 18,719
Interest expense, net(a)	9,085	2,131	27
Income tax expense (benefit)(b)	2,864	(14,071)	2,502
Depreciation and amortization	13,137	6,679	3,044
EBITDA	$ (2,839)	$ 18,362	$ 24,292

(a) Includes interest expense, interest income and interest rate derivative loss.

(b) See Note 5 above.

The following table provides supplemental information as to unusual and other items that are reflected in EBITDA:

	Year Ended December 31,		
	2007	2006	2005
		(In thousands)	
Satellite failures(a)	$	$	$ 114
ELSACOM settlements(b)	$ 278	$ 396	$
Inventory write-down(c)	$ 19,109	$ 1,943	$

(a) Represents a write-off for failed satellites.

(b) Represents a write-off for settlement of an overdue gateway receivable from an independent gateway operator and for a settlement over territorial coverage.

(c) Represents a write-down of certain first generation product inventory for excess inventory.

(9) As adjusted to reflect issuance of $135 million principal amount of convertible senior notes due 2028, net of underwriting discounts and estimated expenses of the offering.

(10) Restricted cash is comprised of funds held in escrow by a financial institution to secure our payment obligations related to our contract for the construction of our second-generation satellite constellation and cash or government securities pledged for the exclusive benefit of the holders of the convertible senior notes.

RISK FACTORS

An investment in our common stock involves risks. You should carefully consider, in addition to the other information contained in, or incorporated by reference into, this prospectus supplement and the accompanying prospectus, the risks described below before investing in our common stock. The risks incorporated by reference in this prospectus supplement or described in the accompanying prospectus or below are the material risks of which we are currently aware; however, they may not be the only risks we may face. Additional risks and uncertainties that are not yet identified or that we currently deem immaterial may also materially harm our business, operating results and financial condition. If any of these risks develops into an actual event, it could materially and adversely affect our business, financial condition, results of operations and cash flows, the trading price of our shares could decline, and you may lose all or part of your investment in our common stock.

The effect of the issuance of our shares of common stock in this offering, which issuance is being made to facilitate transactions by which investors in our senior convertible notes may hedge their investments in our senior convertible notes, may be to lower the market price of our common stock.

In this offering, we are offering up to 36,144,570 shares of our common stock. These shares are being borrowed by MLI under a share lending agreement. We will not receive any proceeds from the borrowed shares of common stock, but we will receive a nominal lending fee from the share borrower for the use of those shares. All borrowed shares (or identical shares or, in certain circumstances, the cash value thereof) must be returned to us on April 1, 2028, or earlier upon demand when our convertible senior notes, which are being offered in a concurrent registered offering, are no longer outstanding, or in certain other circumstances. MLI has informed us that it, or its affiliates, intend to use the short position created by the share loan and the concurrent sale of the borrowed shares in this offering to facilitate transactions by which investors in our convertible notes may hedge their investments in our convertible notes through short sales or privately negotiated transactions. See "Share Lending Agreement; Concurrent Offering of Convertible Notes."

21,936,020 of the up to 36,144,570 shares will be initially offered at $4.15 per share in a fixed price offering and the remaining shares will be subsequently offered and sold from time to time at prevailing market prices at the time of sale or at negotiated prices in transactions including block sales, in the over-the-counter market, in negotiated transactions, or otherwise. During such time, MLI, or its affiliates, are also likely to purchase a corresponding number of shares of our common stock in secondary market transactions.

The existence of the share lending agreement and the sales of our common stock effected in connection with the sale of our convertible notes could cause the market price of our common stock to be lower over the term of the share lending agreement than it would have been had we not entered into that agreement. In addition, the market price of our common stock could be further negatively affected by the sales or purchase of our common stock by MLI or its affiliates as described above, or other short sales of our common stock.

USE OF PROCEEDS

We will not receive any proceeds from the sale of our common stock offered by this prospectus supplement but we will receive a nominal lending fee of $0.0001 per share from MLI for use of these shares. MLI or its affiliates will receive all the proceeds from the sale of these shares. See "Underwriting." We have been advised by MLI that it, or its affiliates, intend to use the short position created by the share loan and the concurrent sale of the shares to facilitate transactions by which investors in our convertible senior notes being offered in a concurrent registered offering may hedge their investments in those notes through short sales or privately negotiated derivatives transactions.

PRICE RANGE OF COMMON STOCK AND DIVIDEND POLICY

Our common stock has been quoted on The NASDAQ Global Select Market under the symbol "GSAT" since November 2, 2006. Prior to that time, there was no public market for our stock. The following table sets forth the closing high and low prices of the common stock as reported by The NASDAQ Global Select Market for the period indicated:

	High	Low
2006		
Fourth Quarter	$ 17.52	$ 12.80
2007		
First Quarter	$ 14.68	$ 9.75
Second Quarter	$ 11.20	$ 9.05
Third Quarter	$ 12.10	$ 7.33
Fourth Quarter	$ 9.84	$ 6.39
2008		
First Quarter	$ 9.05	$ 6.50
Second Quarter (through April 9, 2008)	$ 7.59	$ 4.90

As of March 4, 2008, there were 294 holders of record of our common stock. On April 9, 2008, the last sale price for our common stock reported on The NASDAQ Global Select Market was $4.90.

We have not declared or paid dividends on our common stock in the past, and we do not currently anticipate doing so in the future. Any future determination as to the declaration and payment of dividends will be at the discretion of our board of directors and will depend on then-existing conditions, including our financial condition, results of operations, contractual restrictions, capital requirements, business prospects and any other factors our board of directors may deem relevant. Our senior secured credit facility prohibits the payment of cash dividends on our common stock.

CAPITALIZATION

The following table sets forth our cash and cash equivalents and capitalization as of December 31, 2007:

- on an actual basis; and
- as adjusted giving effect to this offering (including receipt of the nominal lending fee for borrowed shares) and the concurrent offering of $135 million aggregate principal amount of our senior convertible notes offered in the concurrent notes offering (assuming no exercise of the underwriters' overallotment option to purchase additional notes).

You should read this table in conjunction with our financial statements and the notes to our financial statements included elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus.

	As of December 31, 2007	
	Actual	As Adjusted
	(Unaudited) (In thousands)	
Cash and cash equivalents	$ 37,554	$ 145,208(1)
Long-term debt, including current maturities:		
Senior secured credit facility	$ 50,000	$ 50,000
5.75% Convertible senior notes due 2028		135,000
Total long-term debt	50,000	185,000
Stockholders' equity:		
Preferred stock, $0.0001 par value, 100,000,000 authorized, no shares issued and outstanding		
Common stock, $0.0001 par value, 800,000,000 shares authorized, 83,692,904 shares issued and outstanding actual; 119,837,474 shares issued and outstanding as adjusted(2)(3)	8	12
Additional paid-in capital	407,743	407,743
Accumulated other comprehensive income	3,411	3,411
Retained earnings (deficit)	(5,618)	(5,618)
Total stockholders' equity	405,544	405,548
Total capitalization	$ 455,544	$ 590,548

(1) Excludes approximately $103,871,000 in restricted cash comprised of funds held in escrow by a financial institution to secure our payment obligations related to our contract for the construction of our second-generation satellite constellation and cash or government securities pledged for the exclusive benefits of the holders of the notes.

(2) Excludes the following at December 31, 2007: (i) 61,038 shares reserved for issuance under our equity incentive plan and 120,000 shares of our common stock reserved for issuance upon the exercise of an option previously granted to one of our directors (having an exercise price of $2.67 per share), and (ii) shares issuable upon conversion of the senior convertible notes offered in our concurrent notes offering. The number of shares offered hereby and outstanding after the offering may be reduced depending on the final conversion terms of the convertible notes offered in our concurrent note offering.

(3) The shares that we have agreed to loan to MLI will be reflected as issued and outstanding in stockholders' equity. Based upon current accounting principles, we believe that the shares will not be considered outstanding for the purpose of computing earnings per share.

**CONCURRENT OFFERING OF CONVERTIBLE NOTES;
SHARE LENDING AGREEMENT**

Concurrently with this offering of common stock, we are offering, in a transaction registered under the Securities Act of 1933, as amended the ("Securities Act"), and by means of a separate prospectus supplement, $135 million aggregate principal amount of our 5.75% convertible senior notes due 2028. We also expect to grant to the underwriters of the convertible notes an option, exercisable within a 30-day period following the date of the original issuance of the convertible notes, to purchase up to an additional $15 million aggregate principal amount of the convertible notes solely to cover overallotments, if any. We intend to use the net proceeds of the convertible notes offering to acquire government securities in an aggregate principal amount equal to the first six semi-annual interest payments on the convertible notes that will be pledged for the exclusive benefit of the holders of the convertible notes, to pay a portion of the costs of procuring and launching our second-generation satellite constellation and related ground facilities and for general corporate purposes.

To make the purchase of the notes more attractive to prospective investors, we have entered into a share lending agreement (the "share lending agreement"), dated as of April 10, 2008, with Merrill Lynch, Pierce, Fenner & Smith Incorporated, as agent for its affiliate, Merrill Lynch International, which we refer to as MLI, as principal, under which we have agreed to loan to MLI up to 36,144,570 shares of our common stock (the "borrowed shares") during a period beginning on the date we entered into the share lending agreement and ending on April 1, 2028, or, if earlier, the date as of which we have notified MLI in writing of our intention to terminate the share lending agreement in accordance with its terms, including at any time after the entire principal amount of the notes ceases to be outstanding as the result of conversion, repurchase or redemption, which we refer to as the "loan availability period." We will receive a loan fee of $0.0001 per share for each share of common stock that we loan to MLI.

Under the share lending agreement, MLI is permitted to use the shares borrowed from us and offered in the common stock offering only for the purpose of directly or indirectly facilitating the sale of the notes and the hedging of the notes by holders as described below.

The delivery of the borrowed shares under the share lending agreement is contingent upon the closing of the offering of the notes, and the closing of the notes offering is contingent upon the delivery of the borrowed shares pursuant to the share lending agreement.

Share loans under the share lending agreement will terminate and the borrowed shares must be returned to us if the notes offering is not consummated or upon the termination of the loan availability period, as well as under the following circumstances:

- MLI may terminate all or any portion of a loan at any time.

- We may terminate any or all of the outstanding loans upon a default by MLI under the share lending agreement, including a breach by MLI of any of its representations and warranties, covenants or agreements under the share lending agreement, or the bankruptcy of MLI.

In addition, upon the conversion of the notes, a number of shares of our common stock proportional to the conversion rate for such notes must be returned to us. Except in certain limited circumstances, any borrowed shares returned to us cannot be reborrowed.

Any shares that we loan to MLI will be issued and outstanding for corporate law purposes, and accordingly, the holders of the borrowed shares will have all of the rights of a holder of our outstanding shares, including the right to vote the shares on all matters submitted to a vote of our stockholders and the right to receive any dividends or other distributions that we may pay or make on our outstanding shares of our common stock. However, under the share lending agreement, MLI has agreed:

- to pay to us, within one business day after the relevant payment date, an amount equal to any cash dividends that we pay on the borrowed shares; and

- to pay or deliver to us; upon termination of the loan of borrowed shares, any other distribution, in liquidation or otherwise, that we make on the borrowed shares.

To the extent the borrowed shares we initially lend under the share lending agreement and offer in the common stock offering have not been sold or returned to us, MLI has agreed that it will not vote any such borrowed shares of which it is the record owner. MLI has also agreed under the share lending agreement that it will not transfer or dispose of any borrowed shares, other than to its affiliates, unless the transfer or disposition is pursuant to a registration statement that is effective under the Securities Act. However, investors that purchase the shares from MLI (and any subsequent transferees of such purchasers) will be entitled to the same voting rights with respect to those shares as any other holder of our common stock.

In view of the contractual undertakings of Merrill Lynch, Pierce, Fenner & Smith Incorporated in the share lending agreement, which have the effect of substantially eliminating the economic dilution that otherwise would result from the issuance of the borrowed shares, we believe that under U.S. generally accepted accounting principles currently in effect, the borrowed shares will not be considered outstanding for the purpose of computing and reporting our earnings per share.

We have been advised by MLI that it, or its affiliates, intend to use shares borrowed from us to facilitate the establishment by investors in our notes of hedged positions in the notes through purchases of our common stock from those investors in short sales transactions or the entry into privately negotiated derivative transactions with those investors. In addition, MLI and its affiliates may engage in these transactions at any time and from time to time during the term of the share lending agreement in share amounts to be determined by MLI and its affiliates. Further, MLI and its affiliates may from time to time purchase our shares in the market and use the shares to facilitate other similar transactions or other transactions in our common stock.

The existence of the share lending agreement and the short positions established in connection with the sale of our convertible notes being offered concurrently herewith could have the effect of causing the market price of our common stock to be lower over the term of the share lending agreement than it would have been had we not entered into the agreement. See "Risk Factors The effect of the issuance of our shares of common stock in this offering, which issuance is being made to facilitate transactions by which investors in our convertible notes may hedge their investments in our convertible notes, may be to lower the market price of our common stock." However, our board of directors has determined that entry into the share lending agreement is in our best interests as it is a means to facilitate the offer and sale of the convertible notes pursuant to the related prospectus supplement on terms more favorable to us than we could have otherwise obtained.

MATERIAL U.S. FEDERAL TAX CONSIDERATIONS FOR NON-U.S. HOLDERS

The following discussion is a general summary of the material U.S. federal income and estate tax consequences of the ownership and disposition of our common stock applicable to "Non-U.S. Holders." As used herein, a Non-U.S. Holder means a beneficial owner of our common stock that is not a U.S. person or a partnership for U.S. federal income tax purposes, and that will hold shares of our common stock as capital assets (*i.e.*, generally, for investment). For U.S. federal income tax purposes, a U.S. person includes:

- an individual citizen or resident of the United States (including certain former citizens and former long-term residents);
- a corporation, including any entity treated as a corporation for U.S. federal income tax purposes, created or organized in or under the laws of the United States, any state thereof or the District of Columbia;
- an estate if its income is subject to U.S. federal income taxation regardless of its source; or
- a trust (1) that is subject to the primary supervision of a U.S. court and the control of one or more U.S. persons or (2) that was in existence on August 20, 1996 and that has a valid election in effect under applicable Treasury regulations to continue to be treated as a U.S. person.

This discussion does not address the tax consequences resulting to a holder of our common stock that is an entity treated as a pass-through entity for U.S. federal income tax purposes or any investors or equity holders in such entities. The tax treatment of an investor in such an entity will generally depend upon the status of the investor and the activities of the partnership or other pass-through entity. We urge any holder of our common stock that is a partnership or other pass-through entity for U.S. federal income tax purposes and partners, investors. members and other equity holders in such entities to consult their tax advisors about the tax consequences relating to the ownership and disposition of our common stock.

This summary does not consider specific facts and circumstances that may be relevant to a particular Non-U.S. Holder's tax position and does not consider U.S. state and local or non-U.S. tax consequences. It also does not consider Non-U.S. Holders subject to special tax treatment under the U.S. federal income tax laws (including partnerships or other pass-through entities, banks and insurance companies, dealers in securities, holders of our common stock held as part of a "straddle," "hedge," "conversion transaction" or other risk-reduction transaction, controlled foreign corporations, passive foreign investment companies, former U.S. citizens or residents and persons who hold or receive common stock as compensation or pursuant to the exercise of compensatory options). This summary is based on provisions of the U.S. Internal Revenue Code of 1986, as amended, which we refer to as the Code, applicable Treasury regulations, administrative pronouncements of the U.S. Internal Revenue Service, or IRS, and judicial decisions, all as in effect on the date hereof, and all of which are subject to change, possibly on a retroactive basis, and differing interpretations.

This summary is included herein as general information only. Accordingly, each prospective Non U.S. Holder is urged to consult its tax advisor with respect to the U.S. federal, state, local and non-U.S. income, estate and other tax consequences of holding and disposing of our common stock.

U.S. Trade or Business Income

For purposes of this discussion, dividend income and gain on the sale or other taxable disposition of our common stock received by a Non-U.S. Holder that is a corporation will be considered to be "U.S. trade or business income" subject to tax at a 30% rate, or at a lower rate prescribed by an applicable income tax treaty, under specific circumstances if such income or gain is effectively connected with the conduct by a Non-U.S. Holder of a trade or business within the United States. Generally, U.S. trade or business income is not subject to U.S. federal withholding (provided that, in either case, the Non-U.S. Holder complies with applicable certification and disclosure requirements); instead, U.S. trade or business income is subject to U.S. federal income tax on a net income basis at regular U.S. federal income tax rates in the same manner as the income of a U.S. person.

Distributions

As discussed under "Dividend Policy" above, we do not currently expect to make cash distributions on our common stock. If we do make distributions of cash or property, they will constitute dividends for U.S. federal income tax purposes to the extent paid from our current or accumulated earnings and profits (as determined under U.S. federal income tax principles). A Non-U.S. Holder generally will be subject to U.S. federal withholding tax at a 30% rate, or at a reduced rate prescribed by an applicable income tax treaty, on any dividends received in respect of our common stock. If the amount of a distribution exceeds our current and accumulated earnings and profits, such excess first will be treated as a tax-free return of capital to the extent of the Non-U.S. Holder's tax basis in our common stock, and thereafter will be treated as capital gain. In order to obtain a reduced rate of U.S. federal withholding under an applicable income tax treaty, a Non-U.S. Holder will be required to provide a properly executed IRS Form W-8BEN certifying its entitlement to benefits under the treaty. A Non-U.S. Holder of our common stock that is eligible for a reduced rate of U.S. federal withholding under an income tax treaty may obtain a refund or credit of any excess amounts withheld by filing an appropriate claim for a refund with the IRS. A Non-U.S. Holder should consult its own tax advisor regarding its possible entitlement to benefits under an income tax treaty.

U.S. federal withholding will not apply to dividends that are U.S. trade or business income, as defined above, of a Non-U.S. Holder who provides a properly executed IRS Form W-8ECI, certifying that the dividends are effectively connected with the Non-U.S. Holder's conduct of a trade or business within the United States.

Dispositions of Our Common Stock

A Non-U.S. Holder generally will not be subject to U.S. federal income or withholding tax in respect of any gain on a sale or other disposition of our common stock unless:

- the gain is U.S. trade or business income, as defined above;
- the Non-U.S. Holder is an individual who is present in the United States for 183 or more days in the taxable year of the disposition and meets other conditions; or
- we are or have been a "U.S. real property holding corporation," or USRPHC, under section 897 of the Code at any time during the shorter of the five-year period ending on the date of disposition and the Non-U.S. Holder's holding period for our common stock.

In general, a corporation is a USRPHC if the fair market value of its "U.S. real property interests," as defined in the Code and applicable Treasury regulations, equals or exceeds 50% of the sum of the fair market value of its worldwide real property interests and its other assets used or held for use in a trade or business. We believe that we are not and have not been a USRPHC and do not anticipate becoming one in the future. If, however, we are or were to become a USRPHC, U.S. federal taxes relating to interests in USRPHCs nevertheless will not apply to gains derived from the sale or other disposition of the common stock by a Non-U.S. Holder whose shareholdings, actual and constructive, at all times during the applicable period, amount to 5% or less of our common stock, provided that our common stock is then regularly traded on an established securities market. No assurance can be given that we will not become a USRPHC, or that our common stock will be considered regularly traded, when a Non-U.S. Holder sells its shares of our common stock.

U.S. Federal Estate Taxes

Shares of our common stock owned or treated as owned by an individual who is a Non-U.S. Holder at the time of death will be included in the individual's gross estate for U.S. federal estate tax purposes, and may be subject to U.S. federal estate tax unless an applicable estate tax treaty provides otherwise.

Information Reporting and Backup Withholding Requirements

We must annually report to the IRS and to each Non-U.S. Holder any dividend income that is subject to U.S. federal withholding tax, or that is exempt from such withholding tax pursuant to an income tax treaty. Copies of these information returns also may be made available under the provisions of a specific treaty or agreement to the tax authorities of the country in which the Non-U.S. Holder resides. Under certain circumstances, the Code imposes a backup withholding obligation (currently at a rate of 28%) on certain reportable payments. Dividends paid to a Non-U.S. Holder of our common stock generally will be exempt from backup withholding if the Non-U.S. Holder provides a properly executed IRS Form W-8BEN or otherwise establishes an exemption.

The payment of the proceeds from the disposition of common stock to or through the U.S. office of any broker, U.S. or foreign, will be subject to information reporting and possible backup withholding unless the holder certifies as to its non-U.S. status under penalties of perjury or otherwise establishes an exemption, provided that the broker does not have actual knowledge or reason to know that the holder is a U.S. person or that the conditions of any other exemption are not, in fact, satisfied. The payment of the proceeds from the disposition of common stock to or through a non-U.S. office of a non-U.S. broker will not be subject to information reporting or backup withholding unless the non-U.S. broker has one of certain types of relationships with the United States (*i.e.*, is a "U.S.-related person"). In the case of the payment of the proceeds from the disposition of our common stock to or through a non-U.S. office of a broker that is either a U.S. person or a U.S.-related person, the Treasury regulations require information reporting (but not the backup withholding) on the payment unless the broker has documentary evidence in its files that the holder is not a U.S. person and the broker has no knowledge to the contrary. Non-U.S. Holders should consult their own tax advisors as to the application of information reporting and backup withholding in their particular circumstances (including upon their disposition of our common stock).

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules from a payment to a Non-U.S. Holder will be refunded or credited against the Non-U.S. Holder's U.S. federal income tax liability, if any, if the Non-U.S. Holder provides the required information to the IRS.

UNDERWRITING

The shares of our common stock offered by this prospectus supplement are shares that we have agreed to loan to MLI, an affiliate of Merrill Lynch, pursuant to the share lending agreement.

We have been advised by MLI that it intends to use the proceeds from the sale of these shares to facilitate the establishment by the convertible note investors in our concurrent convertible notes offering of hedged positions in the convertible notes through purchases of common stock from such investors in short sale transactions or the entry into privately negotiated derivative transactions with those investors. The purchase price of such common stock, or the reference price of such derivative transactions, will be negotiated between MLI or its affiliates and the investors in the convertible notes, and may differ from the prices at which shares of common stock are sold in this offering. To the extent the offering price hereunder is greater than such negotiated prices, such excess may be deemed underwriter's compensation. We do not expect these forms of compensation to exceed, subject to certain interest rate, stock price and other assumptions, approximately 3.25% per share (based on the offering price). In addition, in connection with facilitating such transactions, MLI or its affiliates expect to receive customary negotiated fees from investors in our notes, which may be deemed to be underwriter's compensation. MLI and its affiliates may engage in such transactions at any time and from time to time during the term of the agreement in share amounts to be determined by MLI and such affiliates. Further, MLI and its affiliates may from time to time purchase our shares in the market and use such shares to facilitate other or similar transactions. We will not receive any proceeds from the sale of shares of our common stock pursuant to this prospectus supplement. The delivery of the shares being offered hereby is contingent upon the closing of the offering of our convertible notes, and the closing of the offering of our convertible notes is contingent upon the delivery by us of shares pursuant to the share loan agreement.

21,936,020 of the borrowed shares to be offered initially by Merrill Lynch on behalf of MLI at a price of $4.15 per share in a fixed price offering, and the remaining shares are expected to be subsequently offered and sold from time to time at prevailing market prices at the time of sale or at negotiated prices in transactions, including block sales, in the over-the-counter market, in negotiated transactions or otherwise. During such time, MLI, or its affiliates, are also likely to purchase a corresponding number of shares of our common stock in secondary market transactions on a delayed basis. We refer to these shares offered at varying prices as the "supplemental borrowed shares." Following the initial sale of the shares of our common stock pursuant to this offering, MLI, or its affiliate, will sell, from time to time, the supplemental borrowed shares in transactions, including block sales, on The NASDAQ Global Select Market, in the over-the-counter market, in negotiated transactions or otherwise. These supplemental borrowed shares will be sold at market prices prevailing at the time of sale or at negotiated prices. In connection with the sale of these supplemental borrowed shares, MLI, or its affiliate, may effect such transactions by selling the shares to or through dealers, and these dealers may receive compensation in the form of discounts, concessions or commissions from the forward counterparties and/or from purchasers of shares for whom the dealers may act as agents or to whom they may sell as principals. Over the same period that MLI, or its affiliate, sells these supplemental borrowed shares, it or such affiliate may, in its discretion, purchase at least an equal number of shares of our common stock on the open market. MLI and its affiliates may from time to time purchase shares of our common stock in the market and use such shares, including shares purchased in connection with the sale of the supplemental borrowed shares, to facilitate transactions by which investors in our convertible notes may hedge their investments in such convertible notes. See "Concurrent Offering of Convertible Notes; Share Lending Agreement" above.

The following table summarizes the compensation we will pay:

	Per Share	Total
Share lending fee paid by us	$ 0	$ 0

Under the share lending agreement, we will receive a fee of $0.0001 per share from MLI. All expenses in connection with this offering, other than the registration fee of $5,895 are being paid in connection with the concurrent convertible notes offering.

We have entered into an underwriting agreement with Merrill Lynch, as underwriter, and MLI pursuant to which Merrill Lynch intends to sell the shares that MLI will be entitled to borrow from us pursuant to the share lending agreement.

We have agreed to indemnify MLI and Merrill Lynch against liabilities under the Securities Act, or contribute to payments which they may be required to make in that respect.

Merrill Lynch is acting as a bookrunning underwriter of the concurrent convertible notes offering in respect of which it expects to earn customary underwriting discounts and commissions. Merrill Lynch and its respective affiliates may perform various financial advisory, investment banking and commercial banking services from time to time for us and our affiliates.

LEGAL MATTERS

The validity of the shares of our common stock offered hereby will be passed upon for us by Taft Stettinius & Hollister LLP, Cincinnati, Ohio. Certain legal matters in connection with the offering will be passed upon for the underwriter by Davis Polk & Wardwell, New York, New York and Menlo Park, California.

EXPERTS

The consolidated financial statements of Globalstar, Inc. as of December 31, 2007 and 2006, and for each of the years in the three-year period ended December 31, 2007, and Globalstar, Inc.'s effectiveness of internal control over financial reporting as of December 31, 2007 have been incorporated by reference herein and in the registration statement in reliance upon the reports of Crowe Chizek and Company LLP, independent registered public accounting firm, as experts in accounting and auditing.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows us to "incorporate by reference" information that we file with them, which means that we can disclose important information to you by referring you to documents previously filed with the SEC. The information incorporated by reference is an important part of this prospectus supplement and the accompanying prospectus, and information that we file later with the SEC will automatically update and supersede this information. The following documents we filed with the SEC pursuant to the Exchange Act are incorporated herein by reference:

- our Annual Report on Form 10-K for the fiscal year ended December 31, 2007 and an amendment thereto on Form 10K/A filed with the SEC on March 17, 2008;

- our definitive proxy statement for the 2008 Annual Meeting of Stockholders filed with the SEC on March 31, 2008; and

- the description of our common stock contained in our registration statement on Form 8-A dated October 30, 2006, including any amendment to that form that we may have filed in the past, or may file in the future, for the purpose of updating the description of our common stock.

All documents filed pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (excluding any information furnished pursuant to Item 2.02 or Item 7.01 on any Current Report on Form 8-K) after the date of this prospectus supplement and prior to the time that all the securities have been issued as described in this prospectus supplement shall be deemed to be incorporated in this prospectus supplement by reference and to be a part hereof from the date of filing of such documents. Any statement contained herein, or in a document incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained herein or in any subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

You may request a copy of these filings at no cost by writing or telephoning us at the following address and telephone number:

Globalstar, Inc.
Attention: Investor Relations
461 South Milpitas Blvd.
Milpitas, California 95035
(408) 933-4000

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports and other information with the SEC (File No. l-33117) pursuant to the Exchange Act. You may read and copy any documents that are filed at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may also obtain copies of these documents at prescribed rates from the Public Reference Room of the SEC at its Washington address. Please call the SEC at 1-800-SEC-0330 for further information.

Our filings are also available to the public through the SEC's website at *http://www.sec.gov*.

PROSPECTUS

GLOBALSTAR, INC.

Debt Securities
Preferred Stock
Common Stock
Depositary Shares
Warrants

We may offer and sell the securities listed above from time to time in one or more offerings and in one or more classes or series. We will offer the securities in amounts, at prices and on terms to be determined by market conditions at the time of the offerings. The securities may be offered separately or together in any combination or as a separate series.

This prospectus provides you with a general description of the securities that may be offered. Each time securities are offered, we will provide a prospectus supplement and attach it to this prospectus. The prospectus supplement will contain more specific information about the offering and the terms of the securities being offered. The supplement may also add, update or change information contained in this prospectus. This prospectus may not be used to offer or sell securities without a prospectus supplement describing the method and terms of the offering.

We may sell these securities directly or through agents, underwriters or dealers, or through a combination of these methods. See "Plan of Distribution." The prospectus supplement will list any agents, underwriters or dealers that may be involved, the compensation they will receive and the nature of any underwriting agreement. The prospectus supplement will also show you the total amount of money that we will receive from selling the securities being offered, after the expenses of the offering, and the price per share or unit of the securities being offered. You should read carefully this prospectus and any accompanying prospectus supplement, together with the documents we incorporate by reference, before you invest in any of our securities.

Investing in any of our securities involves risk. Please read carefully the section entitled "Risk Factors" beginning on page 8 of this prospectus.

Our common stock is listed on The NASDAQ Global Select Market under the symbol "GSAT." On March 31, 2008, the last reported sale price of our common stock on The NASDAQ Global Select Market was $7.29.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This prospectus may not be used to consummate sales of securities unless accompanied by a prospectus supplement.

This prospectus is dated April 1, 2008.

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You should rely only on the information contained in or incorporated by reference into this prospectus and any prospectus supplement. We have not authorized any dealer, salesman or other person to provide you with additional or different information. If anyone provides you with different or inconsistent information, you should not rely on it. This prospectus and any prospectus supplement are not an offer to sell or the solicitation of an offer to buy any securities other than the securities to which they relate and are not an offer to sell or the solicitation of an offer to buy securities in any jurisdiction to any person to whom it is unlawful to make an offer or solicitation in that jurisdiction. You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front cover of this prospectus, or that the information contained in any document incorporated by reference is accurate as of any date other than the date of the document incorporated by reference, regardless of the time of delivery of this prospectus or any sale of a security.

THE COMPANY

The following is only a summary. We urge you to read this entire prospectus, including the more detailed consolidated financial statements, notes to the consolidated financial statements and other information incorporated by reference from our other filings with the Securities and Exchange Commission, or SEC.

Globalstar, Inc. is a leading provider of mobile voice and data communications services via satellite. By providing wireless services in areas not served or underserved by terrestrial wireless and wireline networks, we seek to address our customers' increasing desire for connectivity. Using, at any given time, approximately 48 in-orbit satellites and 25 ground stations, which we refer to as gateways, we offer voice and data communications services in over 120 countries. Thirteen of these gateways are operated by unaffiliated companies, which we refer to as independent gateway operators and which purchase communications services from us on a wholesale basis for resale to their customers.

Our network, originally owned by Globalstar, L.P., or Old Globalstar, was designed, built and launched in the late 1990s by a technology partnership led by Loral Space and Communications and Qualcomm Incorporated, or QUALCOMM. On February 15, 2002, Old Globalstar and three of its subsidiaries filed voluntary petitions under Chapter 11 of the United States Bankruptcy Code. In 2004, we completed the second stage of a two stage acquisition of the business and assets of Old Globalstar. The first stage was completed on December 5, 2003, when Thermo Capital Partners LLC was deemed to obtain operational control of the business, as well as certain ownership rights and risks. The second stage was completed in 2004 when we received final approval from the U.S. Federal Communications Commission, or the FCC. Thermo Capital Partners, LLC which owns and operates companies in diverse business sectors and is referred to in this prospectus, together with its affiliates, as "Thermo," became our principal owner in that transaction. We refer to that transaction as the "Reorganization."

We were formed as a Delaware limited liability company in November 2003, and were converted into a Delaware corporation on March 17, 2006. Unless we specifically state otherwise, all information in this prospectus is presented as if we were a corporation throughout the relevant periods.

In anticipation of our initial public offering, which was completed on November 2, 2006, our certificate of incorporation was amended on October 25, 2006 to combine our three series of common stock into one class and our Board of Directors approved a six-for-one stock split. Unless we specifically state otherwise, all information in this prospectus is presented as if these corporate events had occurred at the beginning of the relevant periods.

We currently provide the following telecommunications services:

- two-way voice communication between mobile or fixed handsets or user terminals and other mobile and fixed devices;
- two-way data transmissions (which we call Duplex) between mobile and fixed data modems; and
- one-way data transmissions (which we call Simplex) between a mobile or fixed device that transmits its location or other telemetry information and a central monitoring station.

In most of the world, we have authority to operate a wireless communications network via satellite over 27.85 MHz of radio spectrum, which is comprised of two blocks of contiguous global radio frequencies. In the United States, the FCC has authorized us to use 25.225 MHz. We refer to our licensed radio frequencies as our "spectrum." We are also licensed by the FCC to use 11MHz of our spectrum to provide an ancillary terrestrial component, known as ATC, in the United States in combination with our existing satellite communications service. On November 9, 2007, the FCC requested comment on whether we should be authorized to provide ATC service over an aggregate 19.275 MHz (an additional 8.275 MHz), of our licensed spectrum. ATC services enable the integration of a satellite-based service with terrestrial wireless service, resulting in a hybrid network designed to provide customers with advanced service and broad coverage.

Our services are available only with equipment designed to work on our network. The equipment we offer to our customers consists principally of:

- mobile telephones;
- fixed telephones;
- telephone accessories, such as car kits and chargers; and
- data modems.

At December 31, 2007, we served approximately 284,000 subscribers. We increased our net subscribers by approximately 8% from December 31, 2006 to December 31, 2007. We count "subscribers" based on the number of devices that are subject to agreements which entitle them to use our voice or data communications services rather than the number of persons or entities who own or lease those devices.

Our satellite constellation was launched in the late 1990s. To supplement our existing satellite constellation, we launched eight spare satellites in 2007. We expect these newly-launched satellites to provide two-way communications service through the deployment of our second-generation constellation. A number of our satellites have experienced various anomalies over time, one of which is a degradation in the performance of the solid-state power amplifiers of the S-band communications antenna subsystem. The S-band antenna provides the downlink from the satellite to a subscriber's phone or data terminal. Degraded performance of an S-band antenna amplifier reduces the availability of two-way voice and data communication between the affected satellite and the subscriber. If the S-band antenna on a satellite ceases to function, two-way communication is impossible over that satellite, but not necessarily over the constellation as a whole. Subscriber service will continue to be available as long as some satellites are functional, but at certain times in any given location two-way communications service may not be available, it may take longer to establish calls and the average duration of calls may be reduced. We believe that if the degradation of the S-band antenna amplifiers continues at the current rate or further accelerates, and if we are unsuccessful in developing additional technical solutions, interruptions of two-way communications services will increase, and by some time in 2008 substantially all of our in-orbit satellites launched prior to 2007 will cease to be able to support two-way communications services. See "Risk Factors Our satellites have a limited life and some have failed, which causes our network to be compromised and which materially and adversely affects our business, prospects and profitability."

This S-band antenna amplifier degradation does not adversely affect our one-way Simplex data transmission services, which use only the L-band uplink from a subscriber's Simplex terminal to our satellites. We intend to exploit our ability to provide uninterrupted Simplex services with the introduction of new products and services, including the introduction of a consumer-oriented, hand-held tracking and emergency messaging device, the SPOT satellite messenger, made commercially available in November 2007. The SPOT satellite messenger uses both the GPS satellite network to determine a customer's location and the SPOT network to transmit that information to friends, family or an emergency service center.

On November 30, 2006, we and Thales Alenia Space entered into a contract for the construction of 48 low-earth-orbit satellites for our second-generation satellite constellation, which we expect to extend the life of our network until at least 2025. The contract requires Thales Alenia Space to commence delivery of the satellites in the third quarter of 2009. At our request, Thales Alenia Space has presented a four-part sequential plan for accelerating delivery of the initial 24 satellites by up to four months. We have accepted the first two portions of this plan. We cannot assure you that any or all of this acceleration will occur. On September 5, 2007, we entered into a contract with Arianespace, our "Launch Provider," for the launch of our second-generation satellites and certain pre- and post-launch services. Pursuant to the contract, our Launch Provider will make four launches of six satellites each, and we have the option to require our Launch Provider to make four additional launches of six satellites each. The total contract price for the procurement of our second-generation satellite constellation and related launch services is approximately $1.16 billion (the majority of which is denominated in Euros).

Our revenue for the years ended December 31, 2007, 2006 and 2005 was $98.4 million, $136.7 million and $127.1 million, respectively. Our net income (loss) for the years ended December 31, 2007, 2006 and 2005 was $(27.9) million, $23.6 million and $18.7 million, respectively.

Our principal executive offices are located at 461 South Milpitas Blvd., Milpitas, California 95035 and our telephone number at that address is (408) 933-4000.

Unless the context requires otherwise or unless otherwise noted, all references in this prospectus or any accompanying prospectus supplement to the "Company," "Globalstar," "we" or "our" are to Globalstar, Inc. and its subsidiaries.

ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the SEC, using a "shelf" registration process. Under this shelf registration process, we may offer and sell any combination of the securities described in this prospectus in one or more offerings. This prospectus provides you with a general description of the securities we may offer. Each time we sell securities, we will provide a prospectus supplement that will contain specific information about the terms of the offering and the offered securities. A prospectus supplement may also add, update or change information contained in this prospectus. Any statement that we make in this prospectus will be modified or superseded by any inconsistent statement made by us in a prospectus supplement. You should read both this prospectus and any prospectus supplement together with additional information described under the heading "Where You Can Find More Information." Please see "Incorporation of Certain Information by Reference."

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports and other information with the SEC (File No. 1-33117) pursuant to the Securities Exchange Act of 1934, as amended, or the Exchange Act. You may read and copy any documents that are filed at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may also obtain copies of these documents at prescribed rates from the Public Reference Room of the SEC at its Washington address. Please call the SEC at l-800-SEC-0330 for further information.

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INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows us to "incorporate by reference" information that we file with them, which means that we can disclose important information to you by referring you to documents previously filed with the SEC. The information incorporated by reference is an important part of this prospectus, and information that we file later with the SEC will automatically update and supersede this information. The following documents we filed with the SEC pursuant to the Exchange Act are incorporated herein by reference:

- our Annual Report on Form 10-K for the fiscal year ended December 31, 2007 and an amendment thereto on Form 10-K/A filed on March 17, 2008;

- our definitive proxy statement for the 2008 Annual Meeting of stockholders filed with the SEC on March 31, 2008; and

- the description of our common stock contained in our registration statement on Form 8-A dated October 30, 2006, including any amendment to that form that we may have filed in the past, or may file in the future, for the purpose of updating the description of our common stock.

All documents filed pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (excluding any information furnished pursuant to Item 2.02 or Item 7.01 on any Current Report on Form 8-K) after the date of the initial registration statement and prior to the effectiveness of the registration statement and after the date of this prospectus and prior to the time that all the securities have been issued as described in this prospectus shall be deemed to be incorporated in this prospectus by reference and to be a part hereof from the date of filing of such documents. Any statement contained herein, or in a document incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein or in any subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

You may request a copy of these filings at no cost by writing or telephoning us at the following address and telephone number:

Globalstar, Inc.
461 South Milpitas Blvd.
Milpitas, California 95035
(408) 933-4000

We also maintain a website at http://www.globalstar.com. However, the information on our website is not part of this prospectus or any accompanying prospectus supplement.

CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in or incorporated by reference into this prospectus, our filings with the SEC and our public releases, other than purely historical information, including, but not limited to, estimates, projections, statements relating to our business plans, objectives and expected operating results, and the assumptions upon which those statements are based, are forward-looking statements within the meaning of Section 27A(i) of the Securities Act of 1933, or the Securities Act, and Section 21E(i) of the Exchange Act. These forward-looking statements generally are identified by the words "believe," "project," "expect," "anticipate," "estimate," "intend," "strategy," "plan," "may," "should," "will," "would," "will be," "will continue," "will likely result," and similar expressions, although not all forward-looking statements contain these identifying words. These forward-looking statements are bas