

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-1/A

Tender Offer Statement Pursuant to Section
14(d)(1) of the Securities Exchange Act of 1934
(Amendment No. 17)

and

SCHEDULE 13D

Under the Securities Exchange Act of 1934

COMSAT CORPORATION
(Name of Subject Company)

COMSAT GOVERNMENT SYSTEMS, LLC
(formerly known as REGULUS, LLC)
LOCKHEED MARTIN CORPORATION
(Bidders)

Common Stock, Without Par Value
(Title of Class of Securities)

20564D107
(CUSIP Number of Class of Securities)

STEPHEN M. PIPER, ESQ.
LOCKHEED MARTIN CORPORATION
6801 ROCKLEDGE DRIVE
BETHESDA, MARYLAND 20817
(301) 897-6000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications on behalf of Bidders)

COPY TO:
DAVID G. LITT, ESQ.
O'MELVENY & MYERS LLP
555 13TH STREET, N.W.
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CALCULATION OF FILING FEE

Transaction Valuation(1): \$1,169,509,386 Amount of Filing Fee: \$233,901

(1) Estimated for purposes of calculating the amount of the filing fee only. The amount assumes the purchase of 25,703,503 shares of common stock, without par value (the "Shares"), of COMSAT Corporation (the "Company") at a price per Share of \$45.50 in cash (the "Offer Price"). Such number of shares represents 49% of the shares of Common Stock of the Company outstanding as of September 11, 1998, minus the number of shares of the Series II Common Stock of the Company outstanding as of September 11, 1998.

[x] Check box if any part of the fee is offset as provided by Rule 0-11(a) (2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount previously paid: \$233,901 Filing Parties: Regulus, LLC and
Lockheed Martin Corporation
Form or registration no.: Schedule 14D-1 Date Filed: September 25, 1998

(Continued on following page(s))

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1. Name of Reporting Person
S.S. or I.R.S. Identification Nos. of Above Persons
COMSAT Government Systems, LLC
(formerly known as Regulus, LLC)
(52-1893632)
-
2. Check the Appropriate Box if a Member of a Group (a)
(b)
-
3. SEC Use Only
-
4. Sources of Funds
AF
-
5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f)
-
6. Citizenship or Place of Organization
Delaware
-
7. Aggregate Amount Beneficially Owned by Each Reporting Person
25,958,282
-
8. Check Box if the Aggregate Amount in Row (7) Excludes Certain Shares
-
9. Percent of Class Represented by Amount in Row (7)
48.96%
-
10. Type of Reporting Person
OO (limited liability company)
-

1. Name of Reporting Person
S.S. or I.R.S. Identification Nos. of Above Persons
Lockheed Martin Corporation (52-1893632)

2. Check the Appropriate Box if a Member of a Group (a)
(b)

3. SEC Use Only

4. Sources of Funds
WC, OO

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(e) or 2(f)

6. Citizenship or Place of Organization
Maryland

7. Aggregate Amount Beneficially Owned by Each Reporting Person
25,958,282

8. Check Box if the Aggregate Amount in Row (7) Excludes Certain Shares

9. Percent of Class Represented by Amount in Row (7)
48.96%

10. Type of Reporting Person
CO, HC

This Amendment No. 17 to the Tender Offer Statement on Schedule 14D-1 (the "Schedule 14D-1") amends and supplements the Schedule 14D-1 of Regulus, LLC, a single member Delaware limited liability company (the "Purchaser") and a wholly-owned subsidiary of Lockheed Martin Corporation, a Maryland corporation ("Parent"), in respect of the tender offer (the "Offer") by the Purchaser to purchase up to 49% (less certain adjustments) of the issued and outstanding shares (the "Shares") of common stock, without par value, of COMSAT Corporation, a District of Columbia corporation (the "Company"), at a price of \$45.50 per Share, net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase dated September 25, 1998 (the "Offer to Purchase") and in the related Letter of Transmittal. The Offer is being made pursuant to an Agreement and Plan of Merger dated as of September 18, 1998, among the Company, Parent and Deneb Corporation, a wholly-owned subsidiary of Parent. The Schedule 14D-1 was initially filed with the Securities and Exchange Commission on September 25, 1998. Capitalized terms not defined herein have the meanings assigned thereto in the Schedule 14D-1 and the Offer to Purchase, which is attached as Exhibit (a)(1) to the Schedule 14D-1. This Amendment No. 17 also constitutes the statement on Schedule 13D of Parent and the Purchaser, which incorporates the information contained in the Schedule 14D-1, as amended. The item numbers, captions and responses thereto set forth below are in accordance with the requirements of Schedule 14D-1.

The Purchaser and Parent hereby amend and supplement the Schedule 14D-1 as follows:

ITEM 2. IDENTITY AND BACKGROUND.

Pursuant to the Carrier Acquisition Agreement dated as of September 18, 1998 among the Company, Parent, the Purchaser and COMSAT Government Systems, Inc., which is set forth as Exhibit (c)(4) to this Schedule 14d-1, effective at 12:01 AM, Saturday, September 18, 1999, COMSAT Government Systems, Inc. was merged with and into Purchaser, with Purchaser as the surviving entity. Effective upon the merger, Purchaser was renamed COMSAT Government Systems, LLC.

ITEM 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

Item 6(a)-(b) is hereby amended and supplemented by the addition of the following paragraph thereto:

The Offer expired at noon, New York City Time, on September 18, 1999. On September 18, 1999, Parent announced that the Purchaser had completed the Offer and had accepted for payment approximately 25,958,282 Shares in the aggregate pursuant to the Offer at a price of \$45.50 per Share, net to the seller in cash, without interest thereon. Based on the most recent information provided to the Purchaser by the Company, at noon, New York City Time, on September 18, 1999, there were 53,014,032 shares of Company Common Stock outstanding, of which 18,594 were shares of Series II Company Common Stock owned of record by Authorized Carriers. The Company has advised the Purchaser that there were no Dissenting Shares. The number of Shares accepted for payment by the Purchaser represents the Maximum Number of Shares that the Purchaser offered to purchase in the Offer to Purchase, i.e., 49% of the number of shares of Company Common Stock outstanding, minus (a) the number of shares of Company Common Stock owned of record at such time by Authorized Carriers and (b) the number of Dissenting Shares. After acceptance of the Shares for payment Parent, as the sole member of Purchaser, beneficially owned approximately 25,958,282 shares of Company Common

Stock. According to the Depositary, as of noon, New York City Time, on September 18, 1999, approximately 47,839,634 Shares had been tendered and not withdrawn, including approximately 14,485,832 Shares tendered pursuant to notices of guaranteed delivery. Shares tendered and not withdrawn prior to noon, New York City Time, on September 18, 1999 represent approximately 90% of the issued and outstanding shares of Company Common Stock and 21,881,352 shares more than the Maximum Number of Shares that the Purchaser offered to purchase in the Offer to Purchase. Accordingly, as provided in the Offer to Purchase, the Depositary has been instructed to commence the proration process to determine the exact proration factor and which Shares will be accepted for payment.

The full text of Parent's press release issued on September 18, 1999 announcing the completion of the Offer and the acceptance for payment of Shares by the Purchaser is attached hereto as Exhibit (a)(23). Paragraphs 1 and 2 of Parent's press release are incorporated herein by reference.

ITEM 10. ADDITIONAL INFORMATION.

Item 10(f) is hereby amended and supplemented by the incorporation of the additional paragraph added to Item 6(a)-(b) above.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

Item 11 is hereby amended and supplemented by the addition of the following thereto:

(a)(23) Text of Press Release issued September 18, 1999

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

September 20, 1999

COMSAT GOVERNMENT SYSTEMS, LLC
(formerly known as Regulus, LLC)

By: /s/ Stephen M. Piper

Name: Stephen M. Piper

Title: Vice President

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

September 20, 1999

LOCKHEED MARTIN CORPORATION

By: /s/ Stephen M. Piper

Name: Stephen M. Piper
Title: Assistant Secretary

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14D-EXHIBIT INDEX

EXHIBIT DESCRIPTION

(a) (23) Text of Press Release issued September 18, 1999

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For Immediate Release

LOCKHEED MARTIN COMPLETES
TENDER OFFER FOR COMSAT STOCK

COMPANIES NOW FOCUS ON ENABLING LEGISLATION TO ACCOMPLISH MERGER

BETHESDA, Maryland, September 18, 1999 Lockheed Martin Corporation (NYSE: LMT) announced today that it has accepted for payment approximately 25,958,282 shares of COMSAT Corporation (NYSE:CQ) common stock tendered pursuant to its offer to purchase up to 49 percent of the outstanding shares of common stock of COMSAT, which, based on information provided by COMSAT, represents the maximum number for which it tendered. The shares are being purchased for cash at a price of \$45.50 per share net to the seller without interest, for a total estimated consideration of \$1.2 billion.

According to First Chicago Trust Company of New York, the depository for the tender offer, as of 12:00 noon today, New York City time, the expiration date of the tender offer, its initial calculations show that approximately 47,839,634 shares, or approximately 90 percent of the outstanding shares had been tendered and not withdrawn prior to consummation of the offer, including 14,485,832 shares tendered pursuant to notices of guaranteed delivery. The depository is expected to complete its calculation of the pro-rationing factor on or about September 27, 1999, but it is anticipated the pro-rationing factor will be approximately 54.261 percent. Payment for those shares accepted will be mailed promptly thereafter.

Today's announcement follows approval by the Federal Communications Commission on Wednesday of the merger of a common carrier subsidiary of COMSAT into a Lockheed Martin subsidiary and FCC designation of that Lockheed Martin subsidiary as an authorized carrier under the 1962 Communications Satellite Act. In addition, on Thursday, the Department of Justice, whose analysis included consideration of both the tender offer constituting the first phase of Lockheed Martin's acquisition of COMSAT and the second phase of the transaction, the acquisition by

Lockheed Martin of any shares not acquired in the tender offer, stated that it does not intend to move to enjoin consummation of the transaction.

"We now have taken major steps toward uniting these two advanced-technology companies with complementary capabilities in the commercial space and terrestrial telecommunications industry. Once legislation is passed allowing completion of the merger, the combined entity will benefit customers in the U.S. and around the world as a dynamic new global competitor," said Vance Coffman, chairman and chief executive officer of Lockheed Martin.

"While remaining fully committed to our core businesses, telecommunications services represents a robust near-term, high growth opportunity for our Corporation. Our telecommunications business was formed with a separate, dedicated management team. After completion of our merger, the management team will be strengthened with the inclusion of COMSAT expertise and has the charter to identify new ventures, including evaluation of strategic partners," added Coffman.

Completing the Lockheed Martin/COMSAT merger remains contingent upon the satisfaction of certain conditions, including enactment of federal legislation necessary to remove existing restrictions on ownership of COMSAT voting stock. Legislation addressing the ownership cap already has cleared the U.S. Senate, but has not yet been introduced in the House of Representatives. Following the passage of legislation, the FCC also must approve the merger. The transaction's second phase will be accomplished by an exchange of Lockheed Martin common stock for that COMSAT common stock outstanding after completion of the tender offer on a one-for-one basis.

"We remain committed to completing this merger. We view this as a pro-competitive transaction that will yield new technologies and capabilities to customers, including the U.S. government, at the best value and level of service. We are working with the House of Representatives to obtain enabling legislation in the near future," Coffman said.

"By any measure, this is a smart, pro-competitive merger," said Betty C. Alewine, president and chief executive officer of COMSAT. "Upon completion, the COMSAT/Lockheed Martin partnership will strengthen competition in global telecommunications to the benefit of customers and the industry."

Upon completion of the merger, COMSAT's businesses will be combined with Lockheed Martin Global Telecommunications, a wholly owned subsidiary formed to provide terrestrial and satellite networks for corporate and government customers worldwide.

"COMSAT's market position, coupled with Lockheed Martin's financial and technological strengths, is an ideal combination to effectively compete in the rapidly growing and evolving global telecommunications business," said John Sponyoe, chief executive officer of the Global Telecommunications subsidiary.

"This combination accelerates the momentum of Global Telecommunications in its evolution into an enterprise well-positioned to quickly become a premier global communications network service provider, a market growing exponentially. Our combined terrestrial and space infrastructure will enable us to deliver uniform global coverage and capabilities for Internet and network service providers, broadcasters and multi-national corporations literally any time and anywhere," Sponyoe said. "Just as importantly, Global Telecommunications and COMSAT are fully committed to achieving timely, pro-competitive privatization of INTELSAT, which will benefit the telecommunications industry and American consumers."

Based in Bethesda, Maryland, COMSAT employs some 1,600 people and focuses on international satellite communications services and digital networking services and technology. COMSAT is the U.S. signatory to INTELSAT, a 143-member nation organization that serves more than 180 countries, and INMARSAT, which provides mobile satellite communications worldwide, and is the largest provider of space segment capacity in these organizations. COMSAT offers voice, data and video transmission services for its customers, which include telecommunications carriers, private-network providers, multinational corporations, the U.S. government and a variety of broadcasting organizations. COMSAT's digital networking services business operates in 11 countries, and provides its customers in rapidly growing international markets with start-to-finish networking solutions.

Headquartered in Bethesda, Maryland, Lockheed Martin is a highly diversified global enterprise principally engaged in the research, design, development, manufacture and integration of advanced-technology systems, products and services. The Corporation's core businesses span space, electronics, aeronautics, information and services, telecommunications, energy and systems integration. Employing more than 160,000 people worldwide, Lockheed Martin had 1998 sales surpassing \$26 billion. Its Global Telecommunications subsidiary was formed in 1998 to provide terrestrial and satellite networks for corporate and government customers worldwide.

Bear, Stearns & Co., Inc. is financial adviser to Lockheed Martin and the dealer manager in connection with the tender offer. Donaldson, Lufkin & Jenrette Securities Corporation is financial advisor to COMSAT.

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CONTACT: Charles Manor, Lockheed Martin Global Telecommunications, 301/581-2720
www.lmgt.com

NOTE: Statements that are not historical facts are forward-looking statements made pursuant to the safe harbor provision of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from anticipated results, including the effects of government budgets and requirements; economic conditions; competitive environment; timing of awards and contracts; the outcome of contingencies, including litigation and environmental remediation; and program performance, in addition to other factors not listed. See in this regard, the Corporation's filings with the SEC. The Corporation does not undertake any obligation to publicly release any revisions to forward-looking statements to reflect events or circumstances or changes in expectations after the date of this news release or the occurrence of anticipated events.