

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. 11)

COMSAT CORPORATION  
(Name of Subject Company)

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.  
SUITE 500 WEST  
WASHINGTON, D.C. 20004-1109  
(202) 383-5300

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))

This Amendment No. 11 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.

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

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

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

(a)(18) Text of Press Release issued August 20, 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.

August 20, 1999

REGULUS, LLC

By: /s/ Marian S. Block

-----  
Name: Marian S. Block  
Title: Vice President

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.

August 20, 1999

LOCKHEED MARTIN CORPORATION

By: /s/ Marian S. Block

-----  
Name: Marian S. Block

Title: Assistant Secretary

14D-EXHIBIT INDEX

EXHIBIT DESCRIPTION

-----

(a) (18) Text of Press Release issued August 20, 1999

For Immediate Release

COMSAT SHAREHOLDERS OVERWHELMINGLY APPROVE  
PROPOSED MERGER WITH LOCKHEED MARTIN

BETHESDA, Maryland, August 20, 1999 - Shareholders of COMSAT Corporation (NYSE: CQ) today overwhelmingly approved a proposed merger with a subsidiary of Lockheed Martin Corporation (NYSE: LMT). Approximately 99 percent of the total votes cast were in favor of the merger, representing more than 74 percent of COMSAT's total outstanding shares.

Upon obtaining the necessary regulatory approvals and legislative action, the merger can be completed.

"We are gratified by the COMSAT shareholders' endorsement of this transaction," said John V. Sponyoe, chief executive officer of Lockheed Martin Global Telecommunications, the Lockheed Martin subsidiary that will combine with COMSAT. "This completes one major milestone and we eagerly await the day when this merger is completed and a strong new U.S. competitor can join the international telecommunications marketplace."

=====

CONTACT: Charles Manor, Lockheed Martin Global Telecommunications, 301/581-2720

[www.lmgt.com](http://www.lmgt.com)