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

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 5)1

Aviat Networks, Inc. (Name of Issuer)

Common Stock, par value \$0.01 per share (Title of Class of Securities)

41457P106 (CUSIP Number)

MARK MITCHELL RAMIUS LLC 599 Lexington Avenue, 20th Floor New York, New York 10022 (212) 845-7988

STEVE WOLOSKY, ESQ.

OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP
Park Avenue Tower
65 East 55th Street
New York, New York 10022
(212) 451-2300
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 4, 2011 (Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of $\S\S$ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box \Box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

			i
1	NAME OF REPORTI	NG PERSON	
		AND OPPORTUNITY MASTER FUND LTD	
2	CHECK THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) o
			(b) o
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	WC		
5	CHECK BOX IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSHIP OR PI	LACE OF ORGANIZATION	
	CAYMAN ISLANI	OS .	
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		2,505,420	
OWNED BY EACH	8	SHARED VOTING POWER	
REPORTING			
PERSON WITH		- 0 -	
	9	SOLE DISPOSITIVE POWER	
		2,505,420	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE AMOU	JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	2,505,420		
12	CHECK BOX IF THE	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
	4.2%		
14	TYPE OF REPORTIN	IG PERSON	
	CO		

1	NAME OF REPORT	NG PERSON			
	RAMIUS OPTIMU	IM INVESTMENTS LLC			
2		DPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) o		
3	SEC USE ONLY				
4	SOURCE OF FUNDS	5			
	WC				
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR			
	2(e)				
6	CITIZENSHIP OR PI	LACE OF ORGANIZATION			
	DELAWARE	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER			
SHARES		110 100			
BENEFICIALLY OWNED BY EACH	8	119,100 SHARED VOTING POWER			
REPORTING	O O	SIMILE VOINGTOWER			
PERSON WITH		- 0 -			
	9	SOLE DISPOSITIVE POWER			
		119,100			
	10	SHARED DISPOSITIVE POWER			
11	ACCREGATE AMO	- 0 - UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	119,100				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0				
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)			
	Less than 1%				
14	TYPE OF REPORTIN	NG PERSON			
	00				

1	NAME OF REPORTI	NG PERSON				
1	NAME OF REPORTING PERSON					
	COWEN OVERSEA	AS INVESTMENT LP				
2	CHECK THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) o			
2	CECTICE ONLY		(b) o			
3	SEC USE ONLY					
4	SOURCE OF FUNDS					
	WC					
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	Ш			
	2(e)					
6	CITIZENSHIP OR PL	ACE OF ORGANIZATION	-			
NUMBER OF	CAYMAN ISLAND					
NUMBER OF SHARES	7	SOLE VOTING POWER				
BENEFICIALLY		228,809				
OWNED BY EACH	8	SHARED VOTING POWER				
REPORTING						
PERSON WITH	g	- 0 - SOLE DISPOSITIVE POWER				
	9	SOLE DISPOSITIVE POWER				
		228,809				
	10	SHARED DISPOSITIVE POWER				
11	ACCRECATE AMOI	0 - JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	AGGREGATE AMOU	DIT DENETICEMENT OWNED DI EAGH REFORMING LERSON				
	228,809					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0					
13	PERCENT OF CLASS	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	Less than 1%					
14	TYPE OF REPORTIN	IG PERSON				
	PN					

1	NAME OF REPORT	ING PERSON				
	PAMILIS ADVISO	RAMIUS ADVISORS, LLC				
2		DPRIATE BOX IF A MEMBER OF A GROUP	(a) o			
			(b) o			
3	SEC USE ONLY					
4	SOURCE OF FUNDS	5				
	00	CLOCUDE OF LECAL PROCEEDINGS IS DECLIDED DURSHANT TO ITEM 2/1) OR				
5	2(e)	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR				
	2(0)					
6	CITIZENSHIP OR P	LACE OF ORGANIZATION				
NUMBER OF	DELAWARE 7	SOLE VOTING POWER				
SHARES	,	SOLE VOINGTOWER				
BENEFICIALLY		347,909				
OWNED BY EACH	8	SHARED VOTING POWER				
REPORTING PERSON WITH		-0-				
I LIGOIV WITH	9	SOLE DISPOSITIVE POWER				
		347,909				
	10	SHARED DISPOSITIVE POWER				
		- 0 -				
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	347,909					
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0			
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)				
	Less than 1%					
14	TYPE OF REPORTIN	NG PERSON				
	00					
L	1 00					

	·		1
1	NAME OF REPORTI	NG PERSON	
		AND OPPORTUNITY ADVISORS LLC	
2	CHECK THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) o
			(b) o
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	00		
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSHIP OR PL	ACE OF ORGANIZATION	
	DEL ALTA DE		
NILLM DED OF	DELAWARE	COLE MOTING POMEN	
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		2,505,420	
OWNED BY EACH	8	SHARED VOTING POWER	
REPORTING	O	SHARED VOTING FOWER	
PERSON WITH		- 0 -	
1210011 //1111	9	SOLE DISPOSITIVE POWER	
	3	SOLE DIGIOGITY ETOWER	
		2,505,420	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE AMOU	JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	2,505,420		
12	CHECK BOX IF THE	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0
13	PERCENT OF CLASS	S REPRESENTED BY AMOUNT IN ROW (11)	
	4.20/		
1.4	4.2%	IC DEDCOM	
14	TYPE OF REPORTIN	IG PEKSUN	
	00		
	00		

1	NAME OF DEPORT	NC DEDCOM					
1	NAME OF REPORTI	NG PERSON					
	RAMIUS LLC						
2		PRIATE BOX IF A MEMBER OF A GROUP	(a) o				
			(b) o				
3	SEC USE ONLY	SEC USE ONLY					
4	SOURCE OF FUNDS						
4	SOURCE OF PURDS	,					
	00						
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR					
	2(e)						
6	CITIZENSHIP OR PI	LACE OF ORGANIZATION					
	GITZEROIN OKTERGEOF OKONINZATION						
	DELAWARE						
NUMBER OF SHARES	7	SOLE VOTING POWER					
BENEFICIALLY		2,853,329					
OWNED BY EACH	8	SHARED VOTING POWER					
REPORTING							
PERSON WITH		- 0 -					
	9	SOLE DISPOSITIVE POWER					
		2,853,329					
	10	SHARED DISPOSITIVE POWER					
11	ACCREGATE AMO	- 0 - UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	AGGREGATE AMOUNT DENEFICIALLY OWNED BY EACH REPORTING PERSON						
	2,853,329						
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0						
13	DERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)					
15	I LIKOLIVI OI CLAS	o REFREDENTED DT THROUNT IN NOW (II)					
	4.8%						
14	TYPE OF REPORTIN	NG PERSON					
	00						
	00						

COWEN GROUP, INC. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) 0 (b) 0 3 SEC USE ONLY 4 SOURCE OF FUNDS OO 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE VOTING POWER 2,853,329 10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,853,329		NAME OF DEPODE	ALC DED CON	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 3 SEC USE ONLY 4 SOURCE OF FUNDS OO 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 2,853,329 10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,853,329	1	NAME OF REPORTS	NG PERSON	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 3 SEC USE ONLY 4 SOURCE OF FUNDS OO 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 2,853,329 10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,853,329		COMEN CROUD I	NC	
3 SEC USE ONLY 4 SOURCE OF FUNDS OO 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE VOTING POWER 2,853,329 10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,853,329	2			(-) -
3 SEC USE ONLY 4 SOURCE OF FUNDS OO 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE VOTING POWER - 0 - 9 SOLE DISPOSITIVE POWER - 2,853,329 10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,853,329	2	CHECK THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP	
4 SOURCE OF FUNDS OO 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE VOTING POWER -0- 9 SOLE DISPOSITIVE POWER 2,853,329 10 SHARED DISPOSITIVE POWER -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,853,329	2	CEC LICE ONLY		(0) 0
OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING POWER REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 2,853,329 10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,853,329	3	SEC USE ONLI		
OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING POWER REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 2,853,329 10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,853,329	1	SOURCE OF FUNDS		
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE VOTING POWER - 0 - 9 SOLE DISPOSITIVE POWER 2,853,329 10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,853,329	7	SOURCE OF TONDS		
2(e)		00		
2(e)	5	CHECK BOX IF DISC	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
DELAWARE			```	
DELAWARE				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 2,853,329 10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,853,329	6	CITIZENSHIP OR PL	ACE OF ORGANIZATION	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 2,853,329 10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,853,329				
SHARES				
BENEFICIALLY		7	SOLE VOTING POWER	
OWNED BY EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 2,853,329 10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,853,329			2.052.220	
REPORTING PERSON WITH -0- 9 SOLE DISPOSITIVE POWER -2,853,329 10 SHARED DISPOSITIVE POWER -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,853,329	_	0	, ,	
PERSON WITH - 0 - 9 SOLE DISPOSITIVE POWER - 2,853,329 10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,853,329		8	SHARED VOTING POWER	
9 SOLE DISPOSITIVE POWER 2,853,329 10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,853,329			-0-	
2,853,329 10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,853,329	1210011 1/1111	g		
10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,853,329		J	SOLE BIOLOGITY ET OWER	
- 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,853,329			2,853,329	
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,853,329		10	SHARED DISPOSITIVE POWER	
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,853,329				
2,853,329				
	11	AGGREGATE AMOU	JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		2.052.220		
CHECK DON IN THE A CODECATE A MOUNTE BY DON'T (A) TWO YERS CERTAIN CHARGE	42		A CODEC AME A MOUNTE IN DOME (44) ENCLANDED CERTAIN COVARIES	
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0	12	CHECK BOX IF THE	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	12	DEDCENT OF CLASS	S DEDDESENTED BY A MOUNT IN DOW (11)	
FERCENT OF CLASS REPRESENTED BY AWIOUNT IN ROW (11)	15	FERCENT OF CLASS	2 KELVESEMTED DI WIMOOMIT IM KOM (11)	
4.8%		4.8%		
14 TYPE OF REPORTING PERSON	14		IG PERSON	
CO		CO		

1	NAME OF REPORTI	NC PERSON			
1	NAME OF REPORTING PERSON				
	RCG HOLDINGS I	LC			
2	CHECK THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) o		
3	SEC USE ONLY		(6) 6		
4	SOURCE OF FUNDS				
	00				
5	CHECK BOX IF DISC	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR			
	2(e)				
6	CITIZENSHIP OR PL	ACE OF ORGANIZATION			
	DELAWARE				
NUMBER OF SHARES	7	SOLE VOTING POWER			
BENEFICIALLY		2,853,329			
OWNED BY EACH	8	SHARED VOTING POWER			
REPORTING PERSON WITH		-0-			
	9	SOLE DISPOSITIVE POWER			
		2,853,329			
	10	SHARED DISPOSITIVE POWER			
		- 0 -			
11	AGGREGATE AMOU	JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	2,853,329				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0				
13	PERCENT OF CLASS	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	4.8%				
14	TYPE OF REPORTIN	IG PERSON			
	00				

	T						
1	NAME OF REPORT	ING PERSON					
	C4S & CO., L.L.C.						
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) o				
2	CHECK THE APPRO	DERIALE BOX IF A MEMBER OF A GROUP	(a) 0 (b) o				
3	SEC USE ONLY		(5) 0				
J	020 002 01121	7LG GOL OTTL					
4	SOURCE OF FUNDS	5					
	00						
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR					
	2(e)						
6	CITIZENSHID OD DI	I ACE OF ODC ANIZATION					
U	CITIZENSHIP OR PLACE OF ORGANIZATION						
	DELAWARE						
NUMBER OF	7	SOLE VOTING POWER					
SHARES							
BENEFICIALLY		2,853,329					
OWNED BY EACH	8	SHARED VOTING POWER					
REPORTING PERSON WITH		-0-					
TERSON WITH	9	SOLE DISPOSITIVE POWER					
	3	SOLE DISTOSITIVE TOWER					
		2,853,329					
	10	SHARED DISPOSITIVE POWER					
		- 0 -					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	2,853,329						
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0				
12	CHECK BOX II 11II	ENGGREGITE AMOUNT IN NOW (II) ENGLODES GERMAN SIMMES	o .				
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)					
	4.8%						
14	TYPE OF REPORTIN	NG PERSON					
	00						
	00						

1	NAME OF REPORTI	NG PERSON			
	PETER A. COHEN				
2		PRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) o		
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
	00				
5	CHECK BOX IF DISC	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR			
	2(e)				
6	CITIZENSHIP OR PL	ACE OF ORGANIZATION			
	USA				
NUMBER OF	7	SOLE VOTING POWER			
SHARES					
BENEFICIALLY		-0-			
OWNED BY EACH REPORTING	8	SHARED VOTING POWER			
PERSON WITH		2,853,329			
TEROOT WITH	9	SOLE DISPOSITIVE POWER			
		SOLE DISTOSTIVE TOWER			
		- 0 -			
	10	SHARED DISPOSITIVE POWER			
		2,853,329			
11	AGGREGATE AMOU	JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	2,853,329				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0				
13	PERCENT OF CLASS	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	4.8%				
14	TYPE OF REPORTIN	IG PERSON			
	IN				

1	NAME OF REPORT	TING PERSON					
	MORGAN B. STA	ARK					
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) o				
3	SEC USE ONLY						
4	SOURCE OF FUND	DS .					
	00						
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR					
	2(e)						
6	CITIZENSHIP OR I	PLACE OF ORGANIZATION					
	USA						
NUMBER OF	7	SOLE VOTING POWER					
SHARES		-0-					
BENEFICIALLY OWNED BY EACH	8	SHARED VOTING POWER					
REPORTING	Ü	SIMILED VOINGTOWER					
PERSON WITH		2,853,329					
	9	SOLE DISPOSITIVE POWER					
		- 0 -					
	10	SHARED DISPOSITIVE POWER					
		2,853,329					
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	2.853.329						
12	, ,	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0				
12	CHECK BOX II 11	ie nookeome mwoont hy kow (11) exceptes cekimin sinkes	O				
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)					
	4.8%						
14	TYPE OF REPORT	ING PERSON					
	IN						

1	NAME OF DEDOR	PINC DEDCON					
1	NAME OF REPORTING PERSON						
	JEFFREY M. SOI	LOMON					
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) o				
			(b) o				
3	SEC USE ONLY	SEC USE ONLY					
4	SOURCE OF FUND	OS .					
·	SOURCE OF TORK						
	00						
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR					
	2(e)						
6	CITIZENSHIP OR I	PLACE OF ORGANIZATION					
NUMBER OF	USA 7	SOLE VOTING POWER					
SHARES	/	SOLE VOTING POWER					
BENEFICIALLY		- 0 -					
OWNED BY EACH	8	SHARED VOTING POWER					
REPORTING PERSON WITH		0.050.000					
PERSON WITH	9	2,853,329 SOLE DISPOSITIVE POWER					
	9	SOLE DISPOSITIVE FOWER					
		- 0 -					
	10	SHARED DISPOSITIVE POWER					
		2,853,329					
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
10	2,853,329	TE A CODEC ATE A MOUNTE IN DOME (44) EVOLUTINES CEDITAIN CHADES					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0						
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)					
14	4.8% TYPE OF REPORT	INC DEDCON					
14	I I PE OF REPORT	ING PERSON					
	IN						

1	NAME OF DEDOD	TINC DEDSON		
1	NAME OF REPORTING PERSON			
	THOMAS W. STRAUSS			
2	CHECK THE APPR	CK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(b) o			
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	00			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR \Box			
	2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
	LICA			
NUMBER OF	USA 7	SOLE VOTING POWER		
SHARES	/	SOLE VOTING POWER		
BENEFICIALLY		- 0 -		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING		0.000.000		
PERSON WITH	9	2,853,329 SOLE DISPOSITIVE POWER		
	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		2,853,329		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	2,853,329			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	4.8%			
14	TYPE OF REPORTING PERSON			
	IN			
	<u> </u>			

The following constitutes Amendment No. 5 ("Amendment No. 5") to the Schedule 13D filed by the undersigned. This Amendment No. 5 amends the Schedule 13D as specifically set forth.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by Value and Opportunity Master Fund, ROIL and COIL were purchased with working capital (which may, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases. The aggregate purchase cost of the 2,853,329 Shares beneficially owned in the aggregate by Value and Opportunity Master Fund, COIL and ROIL is approximately \$10,957,322, excluding brokerage commissions.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by the Reporting Persons is based upon 59,718,344 Shares outstanding, as of November 4, 2010, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 10, 2010.

A. Value and Opportunity Master Fund

(a) As of the date hereof, Value and Opportunity Master Fund beneficially owned 2,505,420 Shares.

Percentage: Approximately 4.2%.

- (b) 1. Sole power to vote or direct vote: 2,505,420
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 2,505,420
 - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Value and Opportunity Master Fund since the filing of Amendment No. 4 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

B. ROIL

(a) As of the date hereof, ROIL beneficially owned 119,100 Shares.

Percentage: Less than 1%.

- (b) 1. Sole power to vote or direct vote: 119,100
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 119,100
 - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by ROIL since the filing of Amendment No. 4 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

C. COIL

(a) As of the date hereof, COIL beneficially owned 228,809 Shares.

Percentage: Less than 1%.

- (b) 1. Sole power to vote or direct vote: 228,809
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 228,809
 - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by COIL since the filing of Amendment No. 4 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

D. Ramius Advisors

(a) Ramius Advisors, as the managing member of ROIL and the general partner of COIL, may be deemed the beneficial owner of the (i) 119,100 Shares owned by ROIL and (ii) 228,809 Shares owned by COIL.

Percentage: Less than 1%.

- (b) 1. Sole power to vote or direct vote: 347,909
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 347,909
 - 4. Shared power to dispose or direct the disposition: 0
- (c) Ramius Advisors has not entered into any transactions in the Shares since the filing of Amendment No. 4 to the Schedule 13D. The transactions in the Shares by ROIL and COIL since the filing of Amendment No. 4 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

E. Value and Opportunity Advisors

(a) Value and Opportunity Advisors, as the investment manager of Value and Opportunity Master Fund, may be deemed the beneficial owner of the 2,505,420 Shares owned by Value and Opportunity Master Fund.

Percentage: Approximately 4.2%.

- (b) 1. Sole power to vote or direct vote: 2,505,420
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 2,505,420
 - 4. Shared power to dispose or direct the disposition: 0
- (c) Value and Opportunity Advisors has not entered into any transactions in the Shares since the filing of Amendment No. 4 to the Schedule 13D. The transactions in the Shares since the filing of Amendment No. 4 to the Schedule 13D on behalf of Value and Opportunity Master Fund are set forth on Schedule A and incorporated herein by reference.

F. Ramius

(a) Ramius, as the sole member of each of Value and Opportunity Advisors and Ramius Advisors, may be deemed the beneficial owner of the (i) 2,505,420 Shares owned by Value and Opportunity Master Fund, (ii) 119,100 Shares owned by ROIL and (iii) 228,809 Shares owned by COIL.

Percentage: Approximately 4.8%.

- (b) 1. Sole power to vote or direct vote: 2,853,329
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 2,853,329
 - 4. Shared power to dispose or direct the disposition: 0
- (c) Ramius has not entered into any transactions in the Shares since the filing of Amendment No. 4 to the Schedule 13D. The transactions in the Shares since the filing of Amendment No. 4 to the Schedule 13D on behalf of Value and Opportunity Master Fund, ROIL and COIL are set forth on Schedule A and incorporated herein by reference.

G. Cowen

(a) Cowen, as the sole member of Ramius, may be deemed the beneficial owner of the (i) 2,505,420 Shares owned by Value and Opportunity Master Fund, (ii) 119,100 Shares owned by ROIL and (iii) 228,809 Shares owned by COIL.

Percentage: Approximately 4.8%.

- (b) 1. Sole power to vote or direct vote: 2,853,329
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 2,853,329
 - 4. Shared power to dispose or direct the disposition: 0
- (c) Cowen has not entered into any transactions in the Shares since the filing of Amendment No. 4 to the Schedule 13D. The transactions in the Shares since the filing of Amendment No. 4 to the Schedule 13D on behalf of Value and Opportunity Master Fund, ROIL and COIL are set forth on Schedule A and incorporated herein by reference.

H. RCG Holdings

(a) RCG Holdings, as a significant shareholder of Cowen, may be deemed the beneficial owner of the (i) 2,505,420 Shares owned by Value and Opportunity Master Fund, (ii) 119,100 Shares owned by ROIL and (iii) 228,809 Shares owned by COIL.

Percentage: Approximately 4.8%.

- (b) 1. Sole power to vote or direct vote: 2,853,329
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 2,853,329
 - 4. Shared power to dispose or direct the disposition: 0
- (c) RCG Holdings has not entered into any transactions in the Shares since the filing of Amendment No. 4 to the Schedule 13D. The transactions in the Shares since the filing of Amendment No. 4 to the Schedule 13D on behalf of Value and Opportunity Master Fund, ROIL and COIL are set forth on Schedule A and incorporated herein by reference.

I. C4S

(a) C4S, as the managing member of RCG Holdings, may be deemed the beneficial owner of the (i) 2,505,420 Shares owned by Value and Opportunity Master Fund, (ii) 119,100 Shares owned by ROIL and (iii) 228,809 Shares owned by COIL.

Percentage: Approximately 4.8%.

- (b) 1. Sole power to vote or direct vote: 2,853,329
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 2,853,329
 - 4. Shared power to dispose or direct the disposition: 0
- (c) C4S has not entered into any transactions in the Shares since the filing of Amendment No. 4 to the Schedule 13D. The transactions in the Shares since the filing of Amendment No. 4 to the Schedule 13D on behalf of Value and Opportunity Master Fund, ROIL and COIL are set forth on Schedule A and incorporated herein by reference.

J. Messrs. Cohen, Stark, Strauss and Solomon

(a) Each of Messrs. Cohen, Stark, Strauss and Solomon, as the managing members of C4S, may be deemed the beneficial owner of the (i) 2,505,420 Shares owned by Value and Opportunity Master Fund, (ii) 119,100 Shares owned by ROIL and (iii) 228,809 Shares owned by COIL.

Percentage: Approximately 4.8%.

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 2,853,329
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 2,853,329
- (c) None of Messrs. Cohen, Stark, Strauss or Solomon has entered into any transactions in the Shares since the filing of Amendment No. 4 to the Schedule 13D. The transactions in the Shares since the filing of Amendment No. 4 to the Schedule 13D on behalf of Value and Opportunity Master Fund, ROIL and COIL are set forth on Schedule A and incorporated herein by reference.
- (d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.
- (e) As of February 4, 2011, the Reporting Persons ceased to be the beneficial owners of more than 5% of the Shares of the Issuer.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 4, 2011

RAMIUS VALUE AND OPPORTUNITY MASTER FUND LTD

By: Ramius Value and Opportunity Advisors LLC,

its investment manager

RAMIUS VALUE AND OPPORTUNITY ADVISORS LLC

By: Ramius LLC, its sole member

RAMIUS OPTIMUM INVESTMENTS LLC

By: Ramius Advisors, LLC, its managing member

COWEN OVERSEAS INVESTMENT LP

By: Ramius Advisors, LLC, its general partner

RAMIUS ADVISORS, LLC

By: Ramius LLC, its sole member

RAMIUS LLC

By: Cowen Group, Inc., its sole member

COWEN GROUP, INC.

RCG HOLDINGS LLC By: C4S & Co., L.L.C., its managing member

C4S & CO., L.L.C.

By: /s/ Owen S. Littman

Name: Owen S. Littman
Title: Authorized Signatory

/s/ Owen S. Littman

OWEN S. LITTMAN
As attorney-in-fact for Jeffrey M. Solomon,
Peter A. Cohen, Morgan B. Stark and

Thomas W. Strauss

SCHEDULE A

<u>Transactions in the Shares Since the Filing of Amendment No. 4 to the Schedule 13D</u>

	Ğ	
Shares of Common Stock <u>Purchased/(Sold)</u>	Price Per <u>Share(\$)</u>	Date of <u>Purchase/Sale</u>
RAMIUS	VALUE AND OPPORTUNITY MASTER FUN	ND LTD
37,500	5.0419	1/21/2011
6,814	5.0436	1/24/2011
3,375	5.0456	1/25/2011
1,500	5.0500	1/26/2011
1,996	5.0477	1/28/2011
(8,780)	5.8860	2/03/2011
(43,901)	6.3234	2/04/2011
(49,872)	6.2691	2/04/2011
(87,803)	6.2913	2/04/2011
(43,901)	6.3011	2/04/2011
(175,604)	6.3154	2/04/2011
40.500	COWEN OVERSEAS INVESTMENT LP	4/04/0044
12,500	5.0419	1/21/2011
2,272	5.0436	1/24/2011
1,125	5.0456	1/25/2011
500	5.0500	1/26/2011
665	5.0477	1/28/2011
(1,220)	5.8860	2/03/2011 2/04/2011
(4,011)	6.3234 6.2691	2/04/2011
(4,556)	6.2913	2/04/2011
(8,022)	6.3011	2/04/2011
(4,011) (16,044)	6.3154	2/04/2011
(10,044)	0.3134	2/04/2011
<u> 1</u>	RAMIUS OPTIMUM INVESTMENTS LLC	
(2,088)	6.3234	2/04/2011
(2,372)	6.2691	2/04/2011
(4,175)	6.2913	2/04/2011
(2,088)	6.3011	2/04/2011
(8,352)	6.3154	2/04/2011