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. 3)1

Aviat Networks, Inc. (Name of Issuer)

<u>Common Stock, par value \$0.01 per share</u>
(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

STEVEN 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

<u>December 17, 2010</u> (Date of Event Which Requires Filing of This Statement)

Authorized to Receive Notices and Communications)

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 §§ 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.

		WAS PERSON.				
1	NAME OF REPORT	ING PERSON				
	RAMIUS VALUE AND OPPORTUNITY MASTER FUND LTD					
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) o			
2	CHECK THE ATTK	OF MALE BOX IF A MEMBER OF A GROOT	(b) o			
3	SEC USE ONLY	SEC USE ONLY				
4	SOURCE OF FUND	S				
	WC					
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR				
	2(e)					
6	CITIZENSHID OR D	LACE OF ORGANIZATION	-			
O	CITIZEIVSIIII OKT	ENGL OF ORGANIZATION				
	CAYMAN ISLAN	DS				
NUMBER OF	7	SOLE VOTING POWER				
SHARES						
BENEFICIALLY		3,421,830				
OWNED BY EACH	8	SHARED VOTING POWER				
REPORTING PERSON WITH		-0-				
TERSOIV WITH	9	SOLE DISPOSITIVE POWER				
		SOLE DISTOSTITVE TOWER				
		3,421,830				
	10	SHARED DISPOSITIVE POWER				
		- 0 -				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	3,421,830					
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0			
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13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	-			
	5.7%					
14	TYPE OF REPORTI	NG PERSON				
	CO					

				
1	NAME OF REPORTI	NG PERSON		
	DANGUE ODEN GE	A CAN INCOME OF A CO.		
		M INVESTMENTS LLC		
2	CHECK THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) o	
	000 1100 011111		(b) o	
3	SEC USE ONLY			
	COLUDOR OF FUNDS			
4	SOURCE OF FUNDS			
	WC			
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
5	2(e)	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(II) OR		
	2(e)			
6	CITIZENSHIP OR PI	ACE OF ORGANIZATION		
	CITIZENOIII ORTE	MGE OF ORGINIZATION		
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		165,141		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING				
PERSON WITH		- 0 -		
	9	SOLE DISPOSITIVE POWER		
		165,141		
	10	SHARED DISPOSITIVE POWER		
11	ACCDECATE AMOI	- 0 - JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	AGGREGALE AMUL	DINT DENEFICIALLY OWNED DY EACH KEPUKHING PEKSUN		
	165,141			
12		AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0	
12		THOULD THE COLL IN NO. (11) ENGLODED CENTRICOLLINES		
13	PERCENT OF CLASS	S REPRESENTED BY AMOUNT IN ROW (11)		
	Less than 1%			
14	TYPE OF REPORTIN	IG PERSON		
	00			

1	NAME OF REPORTI	NG PERSON	
		IION 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		
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
	CITIZENCI ID OD DI	A CE OF OR CANIZATION	
6	CITIZENSHIP OR PL	ACE OF ORGANIZATION	
	CAYMAN ISLAND		
NUMBER OF	7	SOLE VOTING POWER	
SHARES	/	SOLE VOTING POWER	
BENEFICIALLY		- 0 -	
OWNED BY EACH	8	SHARED VOTING POWER	
REPORTING	O	SIRILED VOINGTOWER	
PERSON WITH		- 0 -	
	9	SOLE DISPOSITIVE POWER	
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	10	SHARED DISPOSITIVE POWER	
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11	AGGREGATE AMOU	JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
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	- 0 -		
12	CHECK BOX IF THE	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0
13	DEDCENT OF CLASS	S REPRESENTED BY AMOUNT IN ROW (11)	
13	PERCENT OF CLASS	D KERKESENTED BY AMOUNT IN KOW (11)	
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14	TYPE OF REPORTIN	CC PERSON	
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1	NAME OF REPORTI	NG PERSON	
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		AS INVESTMENT LP	()
2	CHECK THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) o
3	SEC USE ONLY		(b) o
3	SEC USE UNLY		
4	SOURCE OF FUNDS		
4	SOURCE OF FUNDS		
	WC		
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	
1411 (222 02	CAYMAN ISLAND		
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		298,323	
OWNED BY EACH	8	SHARED VOTING POWER	
REPORTING	0	SHARED VOINGTOWER	
PERSON WITH		- 0 -	
	9	SOLE DISPOSITIVE POWER	
		298,323	
	10	SHARED DISPOSITIVE POWER	
11	ACCDECATE ANAOU	- 0 - JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	AGGREGALE AMUL	DINT DEINEFICIALLI UWINED DI EACH KEPUKTIING PEKSUN	
	298,323		
12		AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0
13	PERCENT OF CLASS	S REPRESENTED BY AMOUNT IN ROW (11)	
	Less than 1%		
14	TYPE OF REPORTIN	IG PERSON	
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1	NAME OF REPORTI	NG PERSON	
	DAMILIC ENTERDR	RISE MASTER FUND LTD	
2		PRIATE BOX IF A MEMBER OF A GROUP	(2) 2
2	CHECK THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) o
3	SEC USE ONLY		(0) 0
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4	SOURCE OF FUNDS		
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENCIIID OD DI	ACE OF ORGANIZATION	
0	CITIZENSHIP OR PL	ACE OF ORGANIZATION	
	CAYMAN ISLAND	S	
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		- 0 -	
OWNED BY EACH	8	SHARED VOTING POWER	
REPORTING PERSON WITH		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	- 0 -		
12		AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0
1-			-
13	PERCENT OF CLASS	S REPRESENTED BY AMOUNT IN ROW (11)	
	0%		
14	TYPE OF REPORTIN	G PERSON	
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	NAME OF DEPOPE	NC DEDCOM	
1	NAME OF REPORTI	NG PERSON	
	RAMIUS ADVISO	DS II C	
2		PRIATE BOX IF A MEMBER OF A GROUP	(a) o
2	CHECK THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) 0 (b) 0
3	SEC USE ONLY		(0) 0
3	SEC OSE ONE!		
4	SOURCE OF FUNDS		
	00		
5	CHECK BOX IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSHIP OR PI	ACE OF ORGANIZATION	
	DEL ALIA DE		
NIIMPED OF	DELAWARE	COLE MOTING POMED	
NUMBER OF SHARES	7	SOLE VOTING POWER	
BENEFICIALLY		463,464	
OWNED BY EACH	8	SHARED VOTING POWER	
REPORTING	O	SIRKED VOINGTOWER	
PERSON WITH		- 0 -	
	9	SOLE DISPOSITIVE POWER	
		463,464	
	10	SHARED DISPOSITIVE POWER	
44	A CODECATE ANOT	-0-	
11	AGGREGATE AMOU	JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	463,464		
12		AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0
12	CILCIC DOX II. IIII	TIOGREGIE INICONT IN NOW (11) ENGLODES CENTAIN SHAKES	5
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
		()	
	Less than 1%		
14	TYPE OF REPORTIN	IG PERSON	
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1	NAME OF REPORTI	NG PERSON			
	DAMANG MATAUT AND ODDODTENATIVA DAMAGODG LA C				
		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				
4	SOURCE OF FUNDS	,			
	00				
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			
NUMBER OF	DELAWARE 7	SOLE VOTING POWER			
SHARES	/	SOLE VOTING POWER			
BENEFICIALLY		3,421,830			
OWNED BY EACH	8	SHARED VOTING POWER			
REPORTING					
PERSON WITH		- 0 -			
	9	SOLE DISPOSITIVE POWER			
	10	3,421,830			
	10	SHARED DISPOSITIVE POWER			
		- 0 -			
11	AGGREGATE AMOI	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	3,421,830				
12	CHECK BOX IF THE	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0		
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)			
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14	5.7% TYPE OF REPORTIN	IC DERSON			
14	TIPE OF REPORTIN	O I LIGON			
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1	NAME OF REPORTI	NG PERSON	
1	TARRE OF TELEGOT		
	RAMIUS LLC		
2	CHECK THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) o
3	SEC USE ONLY		(b) o
3	SEC USE OINLY		
4	SOURCE OF FUNDS		
	00	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED NURSULANT TO ITEM O(1) OR	
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	Ц
	2(e)		
6	CITIZENSHIP OR PL	ACE OF ORGANIZATION	
NUMBER OF	DELAWARE 7	SOLE VOTING POWER	
NUMBER OF SHARES	/	SOLE VOTING POWER	
BENEFICIALLY		3,885,294	
OWNED BY EACH	8	SHARED VOTING POWER	
REPORTING			
PERSON WITH		- 0 -	
	9	SOLE DISPOSITIVE POWER	
		3.885,294	
	10	SHARED DISPOSITIVE POWER	
11	ACCDEC ATE AMOI	-0-	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	3,885,294		
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)	
	6.5%		
14	TYPE OF REPORTIN	G PERSON	
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		NA PERSON		
1	NAME OF REPORTING PERSON			
	COWEN GROUP, INC.			
2		DPRIATE BOX IF A MEMBER OF A GROUP	(a) o	
2	CHECK THE APPRO	PRIATE DOA IF A WEWIDER OF A GROUP	(a) 0 (b) o	
3	SEC USE ONLY		(5) 0	
J	020 002 01.21			
4	SOURCE OF FUNDS			
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5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENSHID OD DI	ACE OF ORGANIZATION		
U	CITIZENSIIIF OR FI	LACE OF ORGANIZATION		
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		3,885,294		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING PERSON WITH		- 0 -		
TERSON WITH	9	SOLE DISPOSITIVE POWER		
	3	SOLL DISTOSTIVE TOWER		
		3,885,294		
	10	SHARED DISPOSITIVE POWER		
	A CODECATE AND	-0-		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	3,885,294			
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0	
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13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)		
	6.5%			
14	TYPE OF REPORTIN	NG PERSON		
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	NAME OF BEDODE	NG PERGON	
1	NAME OF REPORTING PERSON		
	RCG HOLDINGS I	IC	
2		PRIATE BOX IF A MEMBER OF A GROUP	(a) o
-		THE DOT IT THE MICHIGAN	(b) o
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
-	00		
5	2(e)	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	Ш
	2(e)		
6	CITIZENSHIP OR PL	ACE OF ORGANIZATION	
	DELAWARE		
NUMBER OF	7	SOLE VOTING POWER	
SHARES		2.005.204	
BENEFICIALLY OWNED BY EACH	8	3,885,294 SHARED VOTING POWER	
REPORTING	0	SHARED VOTING POWER	
PERSON WITH		- 0 -	
	9	SOLE DISPOSITIVE POWER	
		3,885,294	
	10	SHARED DISPOSITIVE POWER	
		-0-	
11	AGGREGATE AMOI	JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
±±	AGGREGATE AMOUNT DENETICIALLY OWNED BY EACH REPORTING PERSON		
	3,885,294		
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)	
	6.5%		
14	TYPE OF REPORTIN	IG PERSON	
<u>.</u> T			
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1	NAME OF REPORTING PERSON		
2	C4S & CO., L.L.C.	ADDIATE DOV IF A MEMBER OF A CROUD	(-) -
2	CHECK THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) o
3	SEC USE ONLY		(0) 0
3	SEC USE ONLI		
4	SOURCE OF FUNDS		
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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	
	DELAWARE		
NUMBER OF	7	SOLE VOTING POWER	
SHARES	,		
BENEFICIALLY		3,885,294	
OWNED BY EACH	8	SHARED VOTING POWER	
REPORTING			
PERSON WITH		- 0 -	
	9	SOLE DISPOSITIVE POWER	
		3,885,294	
	10	SHARED DISPOSITIVE POWER	
	10	STRIKED DISTOSTITVE FOWER	
		- 0 -	
11	AGGREGATE AMOU	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,885,294		
12	CHECK BOX IF THE	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0
13	DERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
13	TERCENT OF CEAS	o REI RESERVED D'I AMOUNT IN NOW (II)	
	6.5%		
14	TYPE OF REPORTIN	IG PERSON	
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1	NAME OF DEDODT	INC DEDSON				
1	NAME OF REPORTING PERSON					
	PETER A. COHEN	1				
2	CHECK THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o			
		(b) o				
3	SEC USE ONLY					
4	SOURCE OF FUNDS	S				
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	00					
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR				
	2(e)					
6	CITIZENSHIP OR P	LACE 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		2.005.204				
PERSON WITH	9	3,885,294 SOLE DISPOSITIVE POWER				
	3	SOLE DISPOSITIVE FOWER				
		- 0 -				
	10	SHARED DISPOSITIVE POWER				
		3,885,294				
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	3,885,294	TA CODE CATE ANOTHER WORLD AND PAGE VEDE CEDEAN COLUMN				
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0			
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)				
		· /				
	6.5%	NO DED CON				
14	TYPE OF REPORTI	NG PERSON				
	IN					

1	NAME OF DEPORT	TING DEDCOM		
1	NAME OF REPORT	ING PERSON		
	MORGAN B. STARK			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) o			
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
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	00			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR □			
	2(e)			
6	CITIZENSHIP OR F	CITIZENSHIP OR 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		2.005.204		
PERSON WITH	9	3,885,294 SOLE DISPOSITIVE POWER		
	J	SOLE DISTOSITIVE FOWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		3,885,294		
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
_				
40	3,885,294	TE A CODE CATE AN OLIVE BY DOWN (AA) TWO LYDES CEDITARY CHARLES		
12	CHECK BOX IF TH	IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	6.5%	NG DEDGON		
14	TYPE OF REPORTING PERSON			
	IN			
	1			

1	NAME OF BEDOD	TIMO DEDCOM		
1	NAME OF REPORTING PERSON			
	JEFFREY M. SOLOMON			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)			
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
4	SOURCE OF FUNDS			
	00			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR □			
	2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
o	GITEBROIM ON LETGE OF ONORMANION			
	USA			
NUMBER OF	7	SOLE VOTING POWER		
SHARES BENEFICIALLY		- 0 -		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING				
PERSON WITH		3,885,294		
	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
11	ACCDECATE AM	3,885,294		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	3,885,294			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0		0	
12	PERCENT OF CLASS PERCENTED BY ANOTHER BY ANO			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	6.5%			
14	TYPE OF REPORT	TING PERSON		
	TNI			
	IN			

1	NAME OF DEPORT	TING DEDCON		
1	NAME OF REPORTING PERSON			
	THOMAS W. STRAUSS			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)			
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
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	00			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR □			
	2(e)			
6	CITIZENSHIP OR 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		2.005.204		
PERSON WITH	9	3,885,294 SOLE DISPOSITIVE POWER		
	J	SOLE DISTOSITIVE FOWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		3,885,294		
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
-				
40	3,885,294	TE A CODE CATE A MOUNTE BY DOWN (AA) TWOLVED CODE AND GWANDED		
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	6.5%	NG PERCON		
14	TYPE OF REPORTING PERSON			
	IN			

The following constitutes Amendment No. 3 ("Amendment No. 3") to the Schedule 13D filed by the undersigned. This Amendment No. 3 amends the Schedule 13D as specifically set forth.

Item 2. <u>Identity and Background.</u>

Item 2 is hereby amended to add the following:

As of the date hereof, neither Ramius Navigation Master Fund Ltd ("Navigation Master Fund") nor Ramius Enterprise Master Fund Ltd ("Enterprise Master Fund") beneficially owns any Shares and each will cease to be a Reporting Person immediately following the filing of this Amendment No. 3.

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, except as otherwise noted, as set forth in Schedule A, which is incorporated by reference herein. The aggregate purchase cost of the 3,885,294 Shares beneficially owned in the aggregate by Value and Opportunity Master Fund, COIL and ROIL is approximately \$15,182,000, excluding brokerage commissions.

Item 5. <u>Interest in Securities of the Issuer.</u>

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

The aggregate percentage of Shares reported owned by each person named herein 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 close of business on December 20, 2010, Value and Opportunity Master Fund beneficially owned 3,421,830 Shares.

Percentage: Approximately 5.7%.

- (b) 1. Sole power to vote or direct vote: 3,421,830
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 3,421,830
 - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Value and Opportunity Master Fund during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

B. Navigation Master Fund

(a) As of the close of business on December 20, 2010, Navigation Master Fund no longer owned any Shares.

Percentage: 0%.

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Navigation Master Fund during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

C. ROIL

(a) As of the close of business on December 20, 2010, ROIL beneficially owned 165,141 Shares.

Percentage: Less than 1%.

- (b) 1. Sole power to vote or direct vote: 165,141
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 165,141
 - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by ROIL during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

D. COIL

(a) As of the close of business on December 20, 2010, COIL beneficially owned 298,323 Shares.

Percentage: Less than 1%.

- (b) 1. Sole power to vote or direct vote: 298,323
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 298,323
 - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by COIL during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

E. Enterprise Master Fund

(a) As of the close of business on December 20, 2010, Enterprise Master Fund no longer owned any Shares.

Percentage: 0%.

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 0

(c) Enterprise Master Fund has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares by Navigation Master Fund during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

F. 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) 165,141 Shares owned by ROIL and (ii) 298,323 Shares owned by COIL.

Percentage: Less than 1%.

- (b) 1. Sole power to vote or direct vote: 463,464
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 463,464
 - 4. Shared power to dispose or direct the disposition: 0
- (c) Ramius Advisors has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares by ROIL and COIL during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

G. 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 3,421,830 Shares owned by Value and Opportunity Master Fund.

Percentage: Approximately 5.7%.

- (b) 1. Sole power to vote or direct vote: 3,421,830
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 3,421,830
 - 4. Shared power to dispose or direct the disposition: 0
- (c) Value and Opportunity Advisors has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares during the past 60 days on behalf of Value and Opportunity Master Fund are set forth on Schedule A and incorporated herein by reference.

H. 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) 3,421,830 Shares owned by Value and Opportunity Master Fund, (ii) 165,141 Shares owned by ROIL and (iii) 298,323 Shares owned by COIL.

Percentage: Approximately 6.5%.

- (b) 1. Sole power to vote or direct vote: 3,885,294
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 3,885,294
 - 4. Shared power to dispose or direct the disposition: $\boldsymbol{0}$

(c) Ramius has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares during the past 60 days on behalf of Value and Opportunity Master Fund, ROIL and COIL are set forth on Schedule A and incorporated herein by reference.

I. Cowen

(a) Cowen, as the sole member of Ramius, may be deemed the beneficial owner of the (i) 3,421,830 Shares owned by Value and Opportunity Master Fund, (ii) 165,141 Shares owned by ROIL and (iii) 298,323 Shares owned by COIL.

Percentage: Approximately 6.5%.

- (b) 1. Sole power to vote or direct vote: 3,885,294
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 3,885,294
 - 4. Shared power to dispose or direct the disposition: 0
- (c) Cowen has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares during the past 60 days on behalf of Value and Opportunity Master Fund, ROIL and COIL are set forth on Schedule A and incorporated herein by reference.

J. RCG Holdings

(a) RCG Holdings, as a significant shareholder of Cowen, may be deemed the beneficial owner of the (i) 3,421,830 Shares owned by Value and Opportunity Master Fund, (ii) 165,141 Shares owned by ROIL and (iii) 298,323 Shares owned by COIL.

Percentage: Approximately 6.5%.

- (b) 1. Sole power to vote or direct vote: 3,885,294
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 3,885,294
 - 4. Shared power to dispose or direct the disposition: 0
- (c) RCG Holdings has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares during the past 60 days on behalf of Value and Opportunity Master Fund, ROIL and COIL are set forth on Schedule A and incorporated herein by reference.

K. C4S

(a) C4S, as the managing member of RCG Holdings, may be deemed the beneficial owner of the (i) 3,421,830 Shares owned by Value and Opportunity Master Fund, (ii) 165,141 Shares owned by ROIL and (iii) 298,323 Shares owned by COIL.

Percentage: Approximately 6.5%.

- (b) 1. Sole power to vote or direct vote: 3,885,294
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 3,885,294
 - 4. Shared power to dispose or direct the disposition: 0

(c) C4S has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares during the past 60 days on behalf of Value and Opportunity Master Fund, ROIL and COIL are set forth on Schedule A and incorporated herein by reference.

L. 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) 3,421,830 Shares owned by Value and Opportunity Master Fund, (ii) 165,141 Shares owned by ROIL and (iii) 298,323 Shares owned by COIL.

Percentage: Approximately 6.5%.

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 3,885,294
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 3,885,294
- (c) None of Messrs. Cohen, Stark, Strauss or Solomon has entered into any transactions in the Shares during the past 60 days. The transactions in the Shares during the past 60 days 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) Not applicable.

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: December 21, 2010

RAMIUS VALUE AND OPPORTUNITY MASTER FUND LTD

By: Ramius Value and Opportunity Advisors LLC,

its investment manager

RAMIUS NAVIGATION MASTER FUND LTD

By: Ramius Advisors, LLC,

its investment advisor

RAMIUS ENTERPRISE MASTER FUND LTD

By: Ramius Advisors, LLC, its investment advisor

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 During the Past 60 Days to the Schedule 13D</u>

Price Per <u>Share(\$)</u>	Date of <u>Purchase/Sale</u>
AND OPPORTUNITY MASTER FU	IND LTD
<i>4</i> 1995	11/08/2010
	11/09/2010
	11/16/2010
	11/17/2010
	11/23/2010
	11/23/2010
	12/06/2010
	12/06/2010
	12/07/2010
	12/08/2010
	12/08/2010
	12/09/2010
	12/10/2010
	12/13/2010
	12/14/2010
	12/15/2010
	12/17/2010
	12/20/2010
	11/08/2010
4.1995	
1 1010	11/09/2010
4.1848	11/16/2010
4.0487	11/16/2010 11/17/2010
4.0487 4.0439	11/16/2010 11/17/2010 11/23/2010
4.0487 4.0439 4.0448	11/16/2010 11/17/2010 11/23/2010 11/23/2010
4.0487 4.0439 4.0448 4.6510	11/16/2010 11/17/2010 11/23/2010 11/23/2010 12/06/2010
4.0487 4.0439 4.0448 4.6510 4.6672	11/16/2010 11/17/2010 11/23/2010 11/23/2010 12/06/2010 12/06/2010
4.0487 4.0439 4.0448 4.6510 4.6672 4.7751	11/16/2010 11/17/2010 11/23/2010 11/23/2010 12/06/2010 12/06/2010 12/07/2010
4.0487 4.0439 4.0448 4.6510 4.6672 4.7751 4.7600	11/16/2010 11/17/2010 11/23/2010 11/23/2010 12/06/2010 12/06/2010 12/07/2010 12/08/2010
4.0487 4.0439 4.0448 4.6510 4.6672 4.7751 4.7600 4.7399	11/16/2010 11/17/2010 11/23/2010 11/23/2010 12/06/2010 12/06/2010 12/07/2010 12/08/2010 12/08/2010
4.0487 4.0439 4.0448 4.6510 4.6672 4.7751 4.7600 4.7399 4.9083	11/16/2010 11/17/2010 11/23/2010 11/23/2010 12/06/2010 12/06/2010 12/07/2010 12/08/2010 12/08/2010 12/09/2010
4.0487 4.0439 4.0448 4.6510 4.6672 4.7751 4.7600 4.7399 4.9083 5.1944	11/16/2010 11/17/2010 11/23/2010 11/23/2010 12/06/2010 12/06/2010 12/07/2010 12/08/2010 12/08/2010 12/09/2010 12/10/2010
4.0487 4.0439 4.0448 4.6510 4.6672 4.7751 4.7600 4.7399 4.9083 5.1944 5.1089	11/16/2010 11/17/2010 11/23/2010 11/23/2010 12/06/2010 12/06/2010 12/07/2010 12/08/2010 12/08/2010 12/09/2010 12/10/2010 12/10/2010 12/13/2010
4.0487 4.0439 4.0448 4.6510 4.6672 4.7751 4.7600 4.7399 4.9083 5.1944 5.1089 5.0022	11/16/2010 11/17/2010 11/23/2010 11/23/2010 12/06/2010 12/06/2010 12/07/2010 12/08/2010 12/08/2010 12/09/2010 12/10/2010 12/13/2010 12/13/2010
4.0487 4.0439 4.0448 4.6510 4.6672 4.7751 4.7600 4.7399 4.9083 5.1944 5.1089	11/16/2010 11/17/2010 11/23/2010 11/23/2010 12/06/2010 12/06/2010 12/07/2010 12/08/2010 12/08/2010 12/09/2010 12/10/2010 12/10/2010 12/13/2010
	4.1995 4.1975 4.1848 4.0487 4.0439 4.0448 4.6510 4.6672 4.7751 4.7600 4.7399 4.9083 5.1944 5.1089 5.0022 5.0131 5.1584 5.1904 EN OVERSEAS INVESTMENT LP

RAMIUS OPTIMUM INVESTMENTS LLC

(1,347)	4.6510	12/06/2010
(27)	4.6672	12/06/2010
(2,527)	4.7751	12/07/2010
(4,250)	4.7600	12/08/2010
(1,109)	4.7399	12/08/2010
(2,427)	4.9083	12/09/2010
(3,550)	5.1944	12/10/2010
(1,606)	5.1089	12/13/2010
(650)	5.0022	12/14/2010
(569)	5.0131	12/15/2010
(1,573)	5.1584	12/17/2010
(1,611)	5.1904	12/20/2010

RAMIUS NAVIGATION MASTER FUND LTD

(98,500)	4.5097	10/15/2010
(32,206)	4.4461	10/18/2010