

Perl Andrew Damian
 Form 4/A
 March 01, 2010

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Perl Andrew Damian

(Last) (First) (Middle)

1501 FARM CREDIT DRIVE, SUITE 2300

(Street)

MCLEAN, VA 22102-5011

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

GLOBAL DEFENSE TECHNOLOGY & SYSTEMS, INC. [GTEC]

3. Date of Earliest Transaction (Month/Day/Year)
 12/16/2009

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/17/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 3,803,274 ⁽¹⁾ | I | See Footnote ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Perl Andrew Damian 1501 FARM CREDIT DRIVE SUITE 2300 MCLEAN, VA 22102-5011 | X | X | | |
| Contego Systems LLC 1501 FARM CREDIT DRIVE SUITE 2300 MCLEAN, VA 22102-5011 | | X | | |
| Kende Holding kft ZICHY JENO U. 4 BUDAPEST, K5 1066 | | X | | |
| Global Strategies Group Holding S.A. 15 BOULEVARD ROOSEVELT, L-2450 N4 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Lisa Broome, Attorney-in-Fact for A. Damian Perl** | 03/01/2010 |
| **Signature of Reporting Person | Date |
| /s/ Lisa Broome, Attorney-in-Fact for Contego Systems LLC** | 03/01/2010 |
| **Signature of Reporting Person | Date |
| /s/ Lisa Broome, Attorney-in-Fact for Kende Holding kft** | 03/01/2010 |
| **Signature of Reporting Person | Date |
| /s/ Lisa Broome, Attorney-in-Fact for Global Strategies Group Holding, S.A.** | 03/01/2010 |

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

In a Form 4 filed December 17, 2009, it was reported that A. Damian Perl, as a non-employee director of the Issuer, was granted 3,845 restricted shares by the Issuer on December 16, 2009, with such shares scheduled to vest in three equal, annual installments beginning on the first anniversary of the grant date. This amendment is being filed to reflect the fact that instead of receiving such restricted shares, A. Damian Perl will receive cash in an amount equal to the value of such restricted shares, as determined under FAS 123 as if such shares had been granted on December 16, 2009.

These shares are owned by Contego Systems LLC ("Contego"). Contego is wholly owned and managed by Kende Holding kft ("Kende").

- (2) Kende is 99.98% owned and controlled by Global Strategies Group Holding, S.A. ("GLOBAL"). GLOBAL is controlled by A. Damian Perl.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.