# 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. 2)1

Endwave Corporation (Name of Issuer)

<u>Common Stock, \$0.001 par value</u> (Title of Class of Securities)

> 29264A 20 6 (CUSIP Number)

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 Authorized to Receive Notices and Communications)

<u>June 17, 2011</u> (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 §§ 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*).

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.

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## CUSIP NO. 29264A 20 6

The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned ("Amendment No. 2"). This Amendment No. 2 amends the Schedule 13D as specifically set forth herein.

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

Items 5(a)-(d) are hereby amended and restated to read as follows:

(a)-(d) On June 17, 2011, each of the 740,254 Shares owned by SPHG Holdings were converted into the right to receive approximately 0.908 shares of GigOptix, Inc. ("GigOptix") common stock pursuant to that certain Agreement and Plan of Merger, dated as of February 4, 2011, by and among GigOptix, Aerie Acquisition Corporation, a wholly-owned subsidiary of GigOptix, and the Issuer. Accordingly, the Reporting Persons no longer beneficially own any securities of the Issuer.

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

Effective June 17, 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: June 30, 2011

## SPH GROUP HOLDINGS LLC

By: Steel Partners Holdings GP Inc.

Manager

By: /s/ Sanford Antignas

Sanford Antignas Chief Operating Officer

## SPH GROUP LLC

By: Steel Partners Holdings GP Inc.

Managing Member

By: /s/ Sanford Antignas

Sanford Antignas Chief Operating Officer

## STEEL PARTNERS HOLDINGS L.P.

By: Steel Partners Holdings GP Inc.

General Partner

By: /s/ Sanford Antignas

Sanford Antignas Chief Operating Officer

## STEEL PARTNERS LLC

By: /s/ Sanford Antignas

Sanford Antignas Chief Operating Officer

## /s/ Sanford Antignas

SANFORD ANTIGNAS

as Attorney-In-Fact for Warren G. Lichtenstein