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

**FORM S-8
REGISTRATION STATEMENT**
Under
THE SECURITIES ACT OF 1933

KVH Industries, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

05-0420589
(I.R.S Employer Identification Number)

**50 Enterprise Center
Middletown, Rhode Island 02842**
(Address of Principal Executive Offices)(Zip Code)

**KVH Industries, Inc. Amended and Restated
2006 Stock Incentive Plan**

**KVH Industries, Inc. Amended and Restated
1996 Employee Stock Purchase Plan**
(Full title of the plan)

**Martin A. Kits van Heyningen
President and Chief Executive Officer
KVH Industries, Inc.
50 Enterprise Center
Middletown, Rhode Island 02842**
(Name and address of agent for service)

(401) 847-3327
(Telephone number, including area code, of agent for service)

With a copy to:

**John D. Hancock, Esq.
Foley Hoag LLP
155 Seaport Boulevard
Boston, Massachusetts 02210
(617) 832-1000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer
(Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common stock, \$0.01 par value	1,000,000(2)	\$ 6.69(3)	\$ 6,690,000(3)	\$ 374
Common stock, \$0.01 par value	100,000(4)	\$ 6.69(3)	\$ 669,000(3)	\$ 37
Total				\$ 411

- (1) Pursuant to Rule 416, this Registration Statement also relates to such indeterminate number of additional shares as may be necessary to satisfy the anti-dilution provisions of the plans to which this Registration Statement relates.
- (2) Represents shares reserved for issuance pursuant to awards available for grant under the KVH Industries, Inc. Amended and Restated 2006 Stock Incentive Plan (the "2006 Plan").
- (3) The proposed maximum offering price per share of common stock and the proposed maximum aggregate offering price are calculated solely for the purpose of determining the registration fee pursuant to Rules 457(c) and (h)(1) under the Securities Act of 1933, based on the average of the high and low sale prices of the common stock as reported on the Nasdaq Global Market on June 24, 2009.
- (4) Represents shares reserved for issuance pursuant to the KVH Industries, Inc. Amended and Restated 1996 Employee Stock Purchase Plan.

This registration statement covers an aggregate of 1,000,000 shares of common stock issuable pursuant to our Amended and Restated 2006 Stock Incentive Plan, as amended (the "2006 Plan"), and 100,000 shares of common stock issuable pursuant to our Amended and Restated 1996 Employee Stock Purchase Plan, as amended (the "1996 Plan," and together with the 2006 Plan, the "Plans"). These shares are in addition to the shares of common stock registered pursuant to the registration statement on Form S-8, File No. 333-141404, which we filed with the Securities and Exchange Commission on March 19, 2007. The reservation of these 1,050,000 and 50,000 additional shares for issuance pursuant to the Plans was approved by our board of directors on April 3, 2008 and April 13, 2009, respectively and by our stockholders on May 21, 2008 and May 20, 2009, respectively.

The contents of our registration statement on Form S-8, File No. 333-141404, are incorporated herein by reference.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are filed herewith:

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Foley Hoag LLP
23.1	Consent of KPMG LLP
23.2	Consent of Foley Hoag LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on signature page)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Middletown, Rhode Island, as of June 24, 2009.

KVH Industries, Inc.

By: /s/ Patrick J. Spratt
Patrick J. Spratt, Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that each individual whose signature appears below hereby constitutes and appoints Martin A. Kits van Heyningen, Patrick J. Spratt and Felise Feingold, and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing which they, or any of them, may deem necessary or advisable to be done in connection with this registration statement, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or any substitute or substitutes for him, any or all of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Martin A. Kits van Heyningen</u> Martin A. Kits van Heyningen	President, Chief Executive Officer and Chairman of the Board (<i>principal executive officer</i>)	June 24, 2009
<u>/s/ Patrick J. Spratt</u> Patrick J. Spratt	Chief Financial Officer (<i>principal financial and accounting officer</i>)	June 24, 2009
<u>/s/ Robert W.B. Kits van Heyningen</u> Robert W.B. Kits van Heyningen	Vice President, Research and Development and Director	June 24, 2009
<u>/s/ Mark S. Ain</u> Mark S. Ain	Director	June 24, 2009
<u>/s/ Stanley K. Honey</u> Stanley K. Honey	Director	June 24, 2009
<u>/s/ Bruce J. Ryan</u> Bruce J. Ryan	Director	June 24, 2009
<u>/s/ Charles R. Trimble</u> Charles R. Trimble	Director	June 24, 2009

EXHIBIT INDEX

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Seaport World Trade Center West
155 Seaport Boulevard
Boston, MA 02210-2600

617 832 1000 *main*
617 832 7000 *fax*

June 24, 2009

KVH Industries, Inc.
50 Enterprise Center
Middletown, Rhode Island 02842

Ladies and Gentlemen:

We have reviewed the Registration Statement on Form S-8 (the "Registration Statement") being filed by KVH Industries, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the offering and sale by the Company of up to 1,100,000 shares (the "Shares") of its common stock, par value \$0.01 per share, consisting of 1,000,000 shares issuable under the KVH Industries, Inc. Amended and Restated 2006 Stock Incentive Plan, as amended (the "2006 Plan"), and 100,000 shares issuable under the KVH Industries, Inc. Amended and Restated 1996 Employee Stock Purchase Plan, as amended (the "1996 Plan," and together with the 2006 Plan, the "Plans").

In arriving at the opinion expressed below, we have examined the certificate of incorporation of the Company, as amended to date, the by-laws of the Company, as amended to date, the records of meetings and consents of the Board of Directors and stockholders of the Company provided to us by the Company, the Registration Statement and the Plans.

In addition, we have examined and relied on the originals or copies certified or otherwise identified to our satisfaction of all such corporate records of the Company and such other instruments and other certificates of public officials, officers and representatives of the Company and such other persons, and we have made such examination of law, as we have deemed appropriate as a basis for the opinion expressed below. This opinion is limited solely to the General Corporation Law of the State of Delaware, including applicable provisions of the Delaware Constitution and reported judicial decisions interpreting such Law and such Constitution.

We assume that all Shares to be granted or issued upon exercise of options granted or to be granted or pursuant to other awards granted or to be granted pursuant to the Plans will be issued in accordance with the applicable terms of the Plans and that the purchase price of the Shares, or the value of other consideration received or to be received by the Company for the Shares, will be valid consideration equal to or in excess of the par value thereof.

Based upon and subject to the foregoing, it is our opinion that the Shares, when issued and delivered upon the exercise of options or pursuant to other awards granted or to be granted pursuant to the Plans and against the receipt of the purchase price or other consideration therefor, will be validly issued, fully paid and nonassessable.

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This opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is effective.

This opinion is being delivered solely for the benefit of the Company and such other persons as are entitled to rely upon it pursuant to applicable provisions of the Securities Act. This opinion may not be used, quoted, relied upon or referred to for any other purpose nor may this opinion be used, quoted, relied upon or referred to by any other person, for any purpose, without our prior written consent.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

FOLEY HOAG LLP

By: /s/ John D. Hancock
a Partner



KPMG LLP
50 Kennedy Plaza
Providence, RI 02903

Consent of Independent Registered Public Accounting Firm

The Board of Directors
KVH Industries, Inc.:

We consent to the use of our report dated March 12, 2009, with respect to the consolidated balance sheets of KVH Industries, Inc. and subsidiary as of December 31, 2008 and 2007, and the related consolidated statements of operations, stockholders' equity and accumulated other comprehensive income (loss), and cash flows for each of the years in the three-year period ended December 31, 2008, and the effectiveness of internal control over financial reporting as of December 31, 2008, incorporated herein by reference.

KPMG LLP

Providence, Rhode Island
June 23, 2009

KPMG LLP, a U.S. limited liability partnership, is the U.S.
member firm of KPMG International, a Swiss cooperative.