

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-3  
AMENDMENT NO. 1 TO  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

KVH INDUSTRIES, INC.  
(Exact name of registrant as specified in its charter)

Delaware 05-0420589  
(State or other jurisdiction (I.R.S. employer  
of incorporation or organization) identification number)

50 Enterprise Center  
Middletown, RI 02842  
(401) 847-3327  
(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)

Martin Kits van Heyningen, President  
KVH Industries, Inc.  
50 Enterprise Center  
Middletown, RI 02842  
(401) 847-3327  
(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

Copies to:  
Adam Sonnenschein, Esquire  
Foley, Hoag & Eliot llp  
One Post Office Square  
Boston, Massachusetts 02109  
(617) 832-1000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Stock, \$.01 par value	646,153	\$7.075	\$4,571,532.48	\$1,142.88

- (1) Estimated solely for the purpose of determining the registration fee. In accordance with Rule 457(c) under the Securities Act of 1933, the estimate is based on the average of the high and low prices reported in the consolidated reporting system of the Nasdaq National Market on June 27, 2001.
- (2) \$1,199.42 previously paid by wire transfer on June 14, 2001.

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In accordance with Rule 429 under the Securities Act of 1933, the prospectus included herein is a combined prospectus which also relates to the Registrant's prior Registration Statements on Form S-3, File Nos. 333-55300 and 333-60026. This Registration Statement, which is a new registration statement, also constitutes the first post-effective amendment to each of the two prior registration statements referenced above. Such post-effective amendments shall hereafter become effective concurrently with the effectiveness of this Registration Statement in accordance with Section 8(a) of the Securities Act.

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Prospectus

KVH Industries, Inc.

646,153 Shares of Common Stock

All of the shares of our common stock covered by this prospectus are being offered by certain of our stockholders on a delayed or continuous basis.

We will not receive any proceeds from the offering. We will bear the costs relating to the registration of the shares being offered by this prospectus, other than selling commissions.

The selling stockholders, or any pledgees, donees, transferees, or other successors in interest of the selling stockholders, may offer the shares from time to time during the effectiveness of this registration statement for sale through the Nasdaq National Market, in the over-the-counter market, in one or more negotiated transactions, or through a combination of methods of sale, at prices and on terms then prevailing or at negotiated prices. The selling stockholders may sell the shares through broker-dealers, who may receive compensation in the form of discounts, concessions or commissions.

Our common stock is traded on the Nasdaq National Market under the symbol "KVHI." On June 27, 2001, the last reported sale price for our common stock on the Nasdaq National Market was \$7.00 per share.

Our executive offices are located at 50 Enterprise Center, Middletown, Rhode Island, 02842, and our telephone number is (401) 847-3327.

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Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is July 3, 2001

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TracVision(R), Tracphone(R), Azimuth(R), Sailcomp(R) and DataScope(R) are registered trademarks of KVH. GyroTrac, TACNAV, and E-Core are KVH trademarks. This prospectus also includes trademarks of companies other than KVH.

## Where You Can Find More Information

We file annual, quarterly, and current reports, proxy statements, and other information with the Securities and Exchange Commission. We have also filed with the Securities and Exchange Commission a registration statement on Form S-3 under the Securities Act with respect to the common stock offered by this prospectus. This prospectus does not contain all of the information set forth in the registration statement. We have omitted portions of the registration statement in accordance with the rules and regulations of the Securities and Exchange Commission. For more information about us and our common stock, you should refer to the registration statement. Statements in this prospectus regarding the contents of any contract or any other document are not necessarily complete, and, in each instance, you should refer to the copy of the contract or document that we have filed with the Securities and Exchange Commission. Each of our statements regarding such contract or document is qualified in all respects by reference to the contract or document.

You may read any document that we have filed or will file with the Securities and Exchange Commission without charge at the public reference facilities maintained by the Securities and Exchange Commission at the following locations:

Main Office	Regional Offices
Room 1024	Suite 1400
Judiciary Plaza	500 West Madison Street
450 Fifth Street, N.W.,	Chicago, Illinois 60661
Washington, D.C. 20549	7 World Trade Center
	Thirteenth Floor
	New York, New York 10048

For a fee prescribed by the Securities and Exchange Commission, you may obtain copies of all or any portion of the documents that we file with the Securities and Exchange Commission from the main office of the Public Reference Section of the Commission at the above address, or by calling the Commission at 1-800-SEC-0330. Our filings are also available to the public on the Commission's Website at <http://www.sec.gov>.

Our common stock is traded on the Nasdaq National Market. Reports and other information concerning our company may be inspected at the National Association of Securities Dealers, Inc., 1725 K Street, N.W., Washington, D.C. 20006.

## Information Incorporated by Reference

The Securities and Exchange Commission allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus, and information that we later file with the Commission will automatically update and supersede this information. We incorporate by reference the following documents:

- (a) Our annual report on Form 10-K for the fiscal year ended December 31, 2000;
- (b) Our quarterly report on Form 10-Q for the quarter ended March 30, 2001;
- (c) Our current reports on Form 8-K dated January 5, 2001, April 19, 2001 and June 11, 2001;
- (d) The description of the our common stock contained in the registration statement on Form 8-A filed with the Commission on March 26, 1996, under Section 12 of the Securities Exchange Act, including any amendment or report filed for the purpose of updating such description; and
- (e) Any document that we file with the Securities and Exchange Commission under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act after the date of this prospectus and before the termination of this offering. Information in these filings will be deemed to be incorporated by reference as of the date we make the filing. You may request a copy of these filings from us at no cost by writing or calling us at the following address and telephone number:

KVH Industries, Inc.  
50 Enterprise Center  
Middletown, RI 02842  
Attention: Chief Financial Officer  
(401) 847-3327

You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone else to provide you

with additional or different information. These securities are only being offering in states where the offer is permitted. You should not assume that the information in this prospectus is accurate as of any date other than the dates on the front of this prospectus.

#### SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of the information in this prospectus and in the documents that we incorporate by reference into this prospectus contains forward-looking statements that involve substantial risks and uncertainties. You can identify these statements by forward-looking words such as "expect," "anticipate," "plan," "believe," "seek," "estimate," "internal," "backlog" and similar words. Statements that we make in this prospectus and in the documents that we incorporate by reference into this prospectus that are not statements of historical fact may also be forward-looking statements. In particular, statements that we make in "Management's Discussion and Analysis of Financial Condition and Results of Operations" relating to our shipment level and profitability, increased market share and the sufficiency of capital to meet working capital and capital expenditures requirements, are forward-looking statements. Forward-looking statements are not guarantees of our future performance, and involve risks, uncertainties and assumptions that may cause our actual results to differ materially from the expectations we describe in our forward-looking statements. There may be events in the future that we are not accurately able to predict, or over which we have no control. You should not place undue reliance on forward-looking statements. We do not promise to notify you if we learn that our assumptions or projections are wrong for any reason.

Before you invest in our common stock, you should be aware that the risks we discuss in our annual report and our quarterly reports and other documents we incorporate by reference and the risks we discuss elsewhere in this prospectus could cause our actual results to differ from any forward-looking statements. You should consider these risks carefully before deciding to purchase shares of our common stock.

#### OUR COMPANY

KVH was organized in Rhode Island in 1978 and was reincorporated in Delaware on August 16, 1985. We completed our initial public offering in April 1996. Our executive offices are located at 50 Enterprise Center, Middletown, Rhode Island, 02842, and our telephone number is (401) 847-3327. References to KVH or our Company include KVH Industries, Inc., and KVH Europe A/S, its Danish sales subsidiary, unless the context otherwise requires.

We develop and manufacture innovative, mobile, high-bandwidth satellite communications systems, navigation products, and fiber optic sensors, connecting people in moving vehicles with data through channels like the Internet and the military's "digital battlefield." Beginning with the invention of the digital compass, we have introduced a series of innovative products, including the development of breakthrough satellite communications products and the integration of our fiber optic technology, throughout our product lines.

#### Use of Proceeds

We will not receive any proceeds from the sale of common stock being offered in this prospectus by the selling stockholders.

#### Selling Stockholders

The shares covered by this prospectus are being offered for sale from time to time during the period of effectiveness of this registration statement for the account of the selling stockholders set forth below. The selling stockholders acquired the shares being offered hereunder pursuant to a private investment transaction in May 2001.

We have filed with the Securities and Exchange Commission a registration statement on Form S-3, of which this prospectus forms a part, with respect to the resale of the shares from time to time on the Nasdaq National Market or in privately-negotiated transactions. We have agreed to use our best efforts to keep such registration statement effective until two years from the date of this prospectus, or, if earlier, until the distribution contemplated by this prospectus has been completed.

The table below provides certain information regarding the beneficial ownership of each selling stockholder as of June 4, 2001. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission. Except as otherwise indicated, each stockholder named in the table has sole voting and investment power with respect to the shares set forth opposite such stockholder's name. We have calculated the percentage beneficially owned based upon the 10,898,046 shares of common stock outstanding as of June 4, 2001.

We do not know when or in what amounts a selling stockholder may offer shares for sale. The selling stockholders may not sell any or all of the shares

offered by this prospectus. Because the selling stockholders may offer all or some of the shares pursuant to this offering, and because there are currently no agreements, arrangements or understandings with respect to the sale of any of the shares that will be held by the selling stockholders after completion of the offering, we can not estimate the number of shares that will be held by the selling stockholders after completion of the offering. However, for purposes of this table, we have assumed that, after completion of the offering, none of the shares covered by this prospectus will be held by the selling stockholders.

The registration statement will also cover any additional shares of common stock that become issuable in connection with the shares registered for sale under this prospectus by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that results in an increase in the number of outstanding shares of our common stock.

Name	Shares Beneficially Owned Prior to Offering		Number of Shares Being Offered	Shares to be Beneficially Owned After Offering	
	Number	Percent		Number	Percent
Massachusetts Mutual Life Insurance Company c/o David L. Babson & Company Inc. 1295 State Street Springfield, MA 01111 Attn: Securities Investment Division	615,384	5.6%	615,384	0	0
Needham & Co. 445 Park Avenue New York, NY 10027	151,538	1.4%	30,769	120,769	1.1%

\* Less than 1%

#### Plan of Distribution

The shares may be sold from time to time by the selling stockholders, or by pledgees, donees, transferees or other successors in interest. Sales may be made on one or more exchanges or in the over-the-counter market, or otherwise at prices and at terms then prevailing or at prices related to the then current market price, or in negotiated transactions. The shares may be sold by one or more of the following methods:

- - a block trade in which the broker or dealer so engaged will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- - purchases by a broker or dealer as principal and resale by such broker or dealer for its own account pursuant to this prospectus;
- - an exchange distribution in accordance with the rules of such exchange; and
- - ordinary brokerage transactions and transactions in which the broker solicits purchasers.

In effecting sales, brokers or dealers engaged by the selling stockholders may arrange for other brokers or dealers to participate. Brokers or dealers will receive commissions or discounts from the selling stockholders in amounts to be negotiated immediately before the sale. The brokers or dealers and any other participating brokers or dealers may be deemed to be "underwriters" within the meaning of the Securities Act in connection with such sales, and any commission received by them and profit on any resale of the shares as principal might be deemed to be underwriting discounts and commissions under the Securities Act. In addition, any securities covered by this prospectus which qualify for sale pursuant to Rule 144 may be sold under Rule 144 rather than pursuant to the prospectus.

If a selling stockholder notifies us that any material arrangement has been entered into with a broker-dealer for the sale of the shares through a block trade, special offering, exchange distribution or secondary distribution or a purchase by a broker or dealer, we will file a supplement to this prospectus, if required, pursuant to Rule 424(c) under the Securities Act, disclosing the following information:

- - the name of each selling stockholder and of the participating broker-dealer(s);
- - the number of shares involved;
- - the price at which such shares were sold;
- - the commissions paid or discounts or concessions allowed to such

broker-dealer(s), where applicable;

- - that such broker-dealer(s) did not conduct any investigation to verify the information set out or incorporated by reference in this prospectus; and
- - other facts material to the transaction.

We have agreed to pay the expenses incurred in connection with preparing and filing the registration statement and this prospectus other than selling commissions. We estimate that these expenses will be approximately \$35,200. We have agreed to indemnify the selling stockholders against certain liabilities, including liabilities under the Securities Act.

#### Legal Matters

The validity of the shares of common stock offered hereby will be passed upon for us by Foley, Hoag & Eliot llp of Boston, Massachusetts.

#### Experts

The consolidated financial statements and schedule included in the Annual Report on Form 10-K of KVH Industries., Inc. for the fiscal year ended December 31, 2000, incorporated by reference herein and elsewhere in the Registration Statement, have been incorporated by reference herein and in the registration statement in reliance upon the reports of KPMG LLP, independent certified public accountants, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

PART II. INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The following table provides information about the various expenses that we will pay in connection with the issuance and distribution of the securities being registered. All amounts shown are estimates except the Securities and Exchange Commission registration fee and the Nasdaq National Market listing fee. We will pay all expenses in connection with the issuance and distribution of any securities sold by the selling stockholders, except for discounts, concessions, commissions or other compensation due to any broker or dealer in connection with the sale of any of the securities offered hereby.

Securities and Exchange Commission registration fee	\$1,200
Nasdaq National Market Listing Fee	\$2,000
Legal fees and expenses	\$10,000
Accounting fees and expenses	\$10,000
Printing, EDGAR formatting, and mailing expenses	\$2,000
Miscellaneous	\$10,000
TOTAL	\$35,200

Item 15. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law affords a Delaware corporation the power to indemnify its present and former directors and officers under certain conditions. Article Sixth of our amended and restated certificate of incorporation provides that we, with certain exceptions, shall indemnify each person who at any time is, or shall have been, a director or officer of ours and was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of KVH, or is or was serving at our request as a director, officer, trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement incurred in connection with any such action, suit or proceeding, to the maximum extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended. No amendment to or repeal of the provisions of Article Sixth of our amended and restated certificate of incorporation shall deprive a director or officer of the benefit thereof with respect to any act or failure occurring prior to such amendment or repeal.

Section 102(b)(7) of the Delaware General Corporation Law gives a Delaware corporation the power to adopt a charter provision eliminating or limiting the personal liability of directors to the corporation or its stockholders for breach of fiduciary duty as directors, provided that such provision may not eliminate or limit the liability of directors for (a) any breach of the director's duty of loyalty to the corporation or its stockholders, (b) any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) any payment of a dividend or approval of a stock purchase that is illegal under Section 174 of the Delaware General Corporation Law or (d) any transaction from which the director derived an improper personal benefit. Article Seventh of our amended and restated certificate of incorporation provides that to the maximum extent permitted by the Delaware General Corporation Law, no director of KVH shall be personally liable to us or to any of our stockholders for monetary damages arising out of such director's breach of fiduciary duty as a director of KVH. No amendment to or repeal of the provisions of Article Seventh shall apply to or have any effect on the liability or the alleged liability of any director of KVH with respect to any act or failure to act of such director occurring prior to such amendment or repeal. A principal effect of such Article Seventh is to limit or eliminate the potential liability of our directors for monetary damages arising from breaches of their duty of care, unless the breach involves one of the four exceptions described in (a) through (d) above.

Section 145 of the Delaware General Corporation Law also affords a Delaware corporation the power to obtain insurance on behalf of its directors and officers against liabilities incurred by them in those capacities. We have procured a directors' and officers' liability and company reimbursement liability insurance policy that (a) insures our directors and officers of against losses (above a deductible amount) arising from certain claims made against them by reason of certain acts done or attempted by such directors or officers and (b) insures us against losses (above a deductible amount) arising from any such claims, but only if we are required or permitted to indemnify such directors or officers for such losses under statutory or common law or under provisions of our amended and restated certificate of incorporation or our by-laws.

Item 16. Exhibits and Financial Statement Schedules

- 4.1 Amended and Restated Certificate of Incorporation (filed as Exhibit 3.3 to our registration statement on



- 4.2 Amended and Restated By-Laws (previously filed)
- 5.1 Opinion of Foley, Hoag & Eliot llp
- 23.1 Consent of KPMG LLP
- 23.2 Consent of Foley, Hoag & Eliot llp (included in Exhibit 5.1)
- 24.1 Power of Attorney (previously filed)

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Item 17. Undertakings

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described in Item 15, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will

be governed by the final adjudication of such issue.

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-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Middletown, Rhode Island, on this 29th day of June, 2001.

KVH INDUSTRIES, INC.

By: /s/ Martin Kits van Heyningen  
Martin Kits van Heyningen  
President

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.

Signature	Title	Date
/s/ Martin Kits van Heyningen Martin Kits van Heyningen	President and Director (principal executive officer)	June 29, 2001
/s/ Richard C. Forsyth Richard C. Forsyth	Chief Financial Officer (principal financial and accounting officer)	June 29, 2001
/s/ Arent Kits van Heyningen * Arent Kits van Heyningen	Director	June 29, 2001
/s/ Robert Kits van Heyningen * Robert Kits van Heyningen	Director	June 29, 2001
/s/ Mark Ain * Mark Ain	Director	June 29, 2001
Stan Honey	Director	
Werner Trattner	Director	
Charles Trimble	Director	

\* By Martin Kits van Heyningen, as attorney-in-fact.

EXHIBIT INDEX

Exhibit Number	Description
4.1	Amended and Restated Certificate of Incorporation (filed as Exhibit 3.3 to our registration statement on Form S-1 (File No. 333-01258), and incorporated herein by reference)
4.2	Amended and Restated By-Laws (previously filed)
5.1	Opinion of Foley, Hoag & Eliot llp
23.1	Consent of KPMG LLP
23.2	Consent of Foley, Hoag & Eliot llp (included in Exhibit 5.1)
24.1	Power of Attorney (previously filed)

EXHIBIT 23.1

CONSENT OF INDEPENDENT AUDITORS

The Board of Directors  
KVH Industries, Inc.

We consent to the use of our reports included in the KVH Industries, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2000, which is incorporated by reference herein, and to the reference to our firm under the heading "Experts" in the prospectus.

/s/ KPMG LLP

Providence, Rhode Island  
June 28, 2001

June 29, 2001

KVH Industries, Inc.  
50 Enterprise Center  
Middletown, RI 02842

Ladies and Gentlemen:

We are familiar with the Amendment No. 1 to the Registration Statement on Form S-3 (the "Registration Statement") to which this opinion is an exhibit, to be filed by KVH Industries, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended. The Registration Statement relates to the proposed public offering by security holders of the Company of a total of 1,696,152 shares (the "Shares") of the Company's common stock, \$0.01 par value per share ("Common Stock").

In arriving at the opinion expressed below, we have examined and relied on the following documents:

(1) the Certificate of Incorporation and By-laws of the Company, each as amended as of the date hereof; and

(2) records of meetings and consents of the Board of Directors of the Company relating to the issuance of the Shares provided to us by the Company.

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 investigations of law, as we have deemed appropriate as a basis for the opinion expressed below. In such examination, we have assumed, without independent verification, the genuineness of all signatures (whether original or photostatic), the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as certified or photostatic copies.

Based upon and subject to the foregoing, it is our opinion that the Shares are legally and validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

FOLEY, HOAG & ELIOT LLP

By: /s/Adam Sonnenschein  
Partner