

CalAmp Corp.
Form S-8
May 10, 2018

As filed with the Securities and Exchange Commission on May 9, 2018.

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CalAmp Corp.

(Exact name of registrant as specified in its charter)

DELAWARE	95-3647070
(State or other jurisdiction of	(I.R.S. Employer
incorporation or organization)	Identification Number)
15635 Alton Parkway, Suite 250	92618
Irvine, California	(Zip Code)
(Address of Principal Executive Offices)	

Calamp corp. 2004 Incentive Stock Plan

as amended and restated

(Full Title of the Plans)

Michael Burdick

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President and Chief Executive Officer

CalAmp Corp.

15635 Alton Parkway, Suite 250

Irvine, California 92618

(949) 600-5600

(Name, address and telephone number including area code of agent for service)

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," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities	Amount to be Registered	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Proposed Maximum Amount of Registration Fee
Common Stock, par value \$0.01 per share	1,600,000	\$22.00	\$35,200,000	\$4,382.40

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, there is also being registered such additional shares of the common stock, par value \$.01 per share (the "Common Stock") that become available under the CalAmp Corp. 2004 Incentive Stock Plan as Amended and Restated in connection with changes in the number of outstanding Common Stock because of events such as recapitalizations, stock dividends, stock splits and reverse stock splits, and any other securities with respect to which the outstanding shares are converted or exchanged.

(2)

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Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(h) of the Securities Act of 1933, as amended. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based upon the average of the high and low sales prices of the Company's Common Stock, as reported on the Nasdaq Global Market on May 9, 2018.

NOTE

This Registration Statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 1,600,000 shares of the Common Stock of CalAmp Corp. (the "Company" or "Registrant"), which may be issued pursuant to awards under the CalAmp Corp. 2004 Incentive Stock Plan as Amended and Restated (the "Plan"). In accordance with General Instruction E to Form S-8, the Company hereby incorporates herein by reference the Form S-8s filed by the Company with respect to the Plan on October 20, 2004 (SEC File No. 333-119842), April 28, 2011 (SEC File No. 333-173778) and April 21, 2015 (SEC File No. 333-203545), together with all

exhibits filed therewith or incorporated therein by reference. The addition of these 1,600,000 shares to the Company's Plan was approved by the Company's stockholders at the Annual Meeting held on July 28, 2017.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.	Description
4.1*	<u>Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Company's Quarterly Report on Form 10-Q for the period ended August 31, 2014)</u>
4.2*	<u>Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.01 of the Company's Quarterly Report on Form 8-K filed on December 23, 2016)</u>
4.3	<u>CalAmp Corp. 2004 Incentive Stock Plan as Amended and Restated</u>
5.1	<u>Opinion of Latham & Watkins LLP</u>
23.1	<u>Consent of Deloitte & Touche LLP</u>
23.2	<u>Consent of BDO USA, LLP</u>
23.3	<u>Consent of Latham & Watkins LLP (contained in Exhibit 5.1)</u>
24.1	<u>Powers of Attorney (included as part of signature page)</u>

*Incorporated herein by reference.

3

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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 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 City of Irvine, State of California, on this 9th day of May, 2018.

CalAmp Corp.

By: /s/ Michael Burdick
 Michael Burdick
 President and Chief Executive Officer

POWERS OF ATTORNEY

Each person whose signature appears below constitutes and appoints Messrs. Michael Burdick and Kurtis Binder and each of them severally, as such person's true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for such person and in such person's 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 other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might, or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or any substitute therefor, 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.

Signature	Title	Date
/s/ Michael Burdick Michael Burdick	President, Chief Executive Officer and Director (principal executive officer)	May 9, 2018
/s/ Kurtis Binder Kurtis Binder	Executive VP, CFO and Treasurer (principal financial and accounting officer)	May 9, 2018
/s/ A.J. Moyer A.J. Moyer	Chairman of the Board of Directors	May 9, 2018
/s/ Kimberly Alexy Kimberly Alexy	Director	May 9, 2018

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/s/ Jeffery Gardner	Director	May 9, 2018
Jeffery Gardner		
/s/ Amal Johnson	Director	May 9, 2018
Amal Johnson		
/s/ Jorge Titinger	Director	May 9, 2018
Jorge Titinger		
/s/ Larry Wolfe	Director	May 9, 2018
Larry Wolfe		

4

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