

Edgar Filing: CalAmp Corp. - Form 8-K

CalAmp Corp.  
Form 8-K  
July 26, 2013

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): July 25, 2013

Exact Name of Registrant as  
Specified in Its Charter: CALAMP CORP.

|   |                           |                                       |
|---|---------------------------|---------------------------------------|
| DELAWARE  | 0-12182                   | 95-3647070                            |
| State or Other Jurisdiction of<br>Incorporation or Organization | Commission<br>File Number | I.R.S. Employer<br>Identification No. |

Address of Principal Executive Offices: 1401 N. Rice Avenue  
Oxnard, CA 93030

Registrant's Telephone Number, Including  
Area Code: (805) 987-9000

Former Name or Former Address,  
if Changed Since Last Report: Not applicable

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14.a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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### Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company's 2013 Annual Meeting of Stockholders (the Annual Meeting) was held on July 25, 2013. As of the record date for the Annual Meeting, June 5, 2013, there were 35,123,602 shares of common stock issued, outstanding and entitled to vote at the Annual Meeting, of which 29,684,679 shares were present in person or by proxy.

At the Annual Meeting, six directors stood for reelection to a one year term expiring at the fiscal 2014 Annual Meeting. All six of the director nominees were reelected under the Registrant's plurality voting method. The results of the election of directors are summarized as follows:

|                   | For        | Withheld  | Broker<br>Non-Votes |
|-------------------|------------|-----------|---------------------|
| Frank Perna, Jr.  | 20,955,775 | 669,115   | 8,059,789           |
| Kimberly Alexy    | 21,010,568 | 614,322   | 8,059,789           |
| Michael Burdick   | 21,227,223 | 397,667   | 8,059,789           |
| A.J. "Bert" Moyer | 18,169,737 | 3,455,153 | 8,059,789           |
| Thomas Pardun     | 19,084,574 | 2,540,316 | 8,059,789           |
| Larry Wolfe       | 21,011,513 | 613,377   | 8,059,789           |

In addition to the election of directors, the results of voting on other matters at the 2013 Annual Meeting are summarized as follows:

|   | For        | Against | Abstain | Broker<br>Non-Votes |
|---|------------|---------|---------|---------------------|
| Proposal 2:<br>Advisory vote on executive<br>compensation (say on pay)                                      | 20,508,117 | 394,788 | 721,985 | 8,059,789           |
| Proposal 3:<br>Ratification of SingerLewak<br>as the Company's independent<br>auditing firm for fiscal 2014 | 29,367,933 | 209,265 | 107,481 | -                   |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be filed on its behalf by the undersigned hereunto duly authorized.

CALAMP CORP.

July 26, 2013  
Date

By: /s/ Richard Vitelle  
Richard Vitelle,  
Executive Vice President & CFO  
(Principal Financial Officer)