

CalAmp Corp.
Form S-8
April 28, 2011

As filed with the Securities and Exchange Commission on April 28, 2011.

Registration No. 333-_____

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
(State or other jurisdiction of
incorporation or organization)

95-3647070
(I.R.S. Employer
Identification Number)

1401 North Rice Avenue
Oxnard, California 93030
(805) 987-9000

(Address of Principal Executive Offices)

**CALAMP CORP. 2004 INCENTIVE STOCK PLAN AS AMENDED AND
RESTATED**

(Full Title of the Plans)

Richard Gold
Chief Executive Officer
CalAmp Corp.

1401 North Rice Avenue
Oxnard, California 93030
(805) 987-9000

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

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, par value \$0.001 per share	3,000,000	\$ 3.12	\$ 9,360,000	\$ 1,086.70

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- (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 \$.001 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) Calculated solely for the purpose of determining the registration fee pursuant to Rule 457(h) and (i) 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 April 26, 2011.
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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 3,000,000 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-8 filed by the Company with respect to the Plan on October 20, 2004 (SEC File No. 333-119842), together with all exhibits filed therewith or incorporated therein by reference. The addition of these 3,000,000 shares to the Company's Plan was approved by the Company's stockholders at the Annual Meeting held on July 30, 2009.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.	Description
4.1*	Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Company's Report on Form 10-Q for the period ended August 31, 2004)
4.2*	Bylaws of the Company (incorporated by reference to Exhibit 3.2 of the Company's Annual Report on Form 10-K for the year ended February 28, 2005)
4.3*	Amended and Restated Rights Agreement, amended and restated as of September 5, 2001, by and between the Company and Mellon Investor Services LLC, as Rights Agent (incorporated by reference to Exhibit 4.1 of the Company's Annual Report on Form 10-K for the year ended February 28, 2007)
4.4	CalAmp Corp. 2004 Incentive Stock Plan as Amended and Restated
5.1	Opinion of Gibson, Dunn & Crutcher LLP
23.1	Consent of SingerLewak LLP
23.2	Consent of Gibson, Dunn & Crutcher LLP (contained in Exhibit 5.1)
24.1	Power of Attorney (included as part of signature page)

* Incorporated herein by reference.

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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 Oxnard, State of California, on this 26th day of April, 2011.

CalAmp Corp.

By: /s/ Richard Gold
Richard Gold
Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Messrs. Richard Gold and Richard Vitelle such person's true and lawful attorney-in-fact and agent, 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 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/ Richard Gold Richard Gold	Chief Executive Officer and Director (principal executive officer)	April 26, 2011
/s/ Richard Vitelle Richard Vitelle	VP Finance, Chief Financial Officer and Treasurer (principal financial and accounting officer)	April 26, 2011
/s/ Frank Perna, Jr. Frank Perna, Jr.	Chairman of the Board of Directors	April 26, 2011
/s/ Kimberly Alexy Kimberly Alexy	Director	April 26, 2011
/s/ A.J. Moyer A.J. Moyer	Director	April 26, 2011
/s/ Thomas Pardun Thomas Pardun	Director	April 26, 2011
/s/ Larry Wolfe Larry Wolfe	Director	April 26, 2011

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EXHIBIT INDEX

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