

CalAmp Corp.
Form 8-K
July 27, 2016

UNITED STATES
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 26, 2016

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

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

Address of Principal Executive Offices: 15635 Alton Parkway, Suite 250
Irvine, California 92618

Registrant's Telephone Number, Including Area Code: (949) 600-5600

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 2016 Annual Meeting of Stockholders (the "Annual Meeting") was held on July 26, 2016. As of the record date for the Annual Meeting, June 6, 2016, there were 36,749,184 shares of common stock issued, outstanding and entitled to vote at the Annual Meeting.

At the Annual Meeting, seven directors stood for reelection to a one year term expiring at the fiscal 2017 Annual Meeting. All seven 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 Non-Votes |
|-------------------|------------|----------|---------------------|
| A.J. "Bert" Moyer | 22,097,713 | 245,974 | 10,204,942 |
| Kimberly Alexy | 22,155,350 | 188,337 | 10,204,942 |
| Michael Burdick | 22,151,784 | 191,903 | 10,204,942 |
| Jeffery Gardner | 22,155,065 | 188,622 | 10,204,942 |
| Amal Johnson | 22,147,885 | 195,802 | 10,204,942 |
| Jorge Titinger | 21,461,436 | 882,251 | 10,204,942 |
| Larry Wolfe | 22,154,955 | 188,732 | 10,204,942 |

In addition to the election of directors, the results of voting on other matters at the 2016 Annual Meeting are summarized as follows:

| Proposal 2: | For | Against | Abstain | Broker Non-Votes |
|--|------------|-----------|---------|---------------------|
| Advisory vote on executive compensation (say on pay) | 20,951,711 | 1,252,966 | 139,010 | 10,204,942 |

| Proposal 3: | For | Against | Abstain | Broker Non-Votes |
|---|------------|---------|---------|---------------------|
| Ratification of BDO USA, LLP as the Company's independent auditing firm for fiscal 2017 | 32,166,916 | 282,973 | 98,740 | - |

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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 27, 2016
Date

/s/ Richard Vitelle
Richard Vitelle,
Executive Vice President and CFO
(Principal Financial Officer)
