

Burdick Michael J  
Form 4  
July 27, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Burdick Michael J

(Last) (First) (Middle)

C/O CALAMP CORP., 15635  
ALTON PARKWAY, SUITE 250

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CalAmp Corp. [CAMP]

3. Date of Earliest Transaction  
(Month/Day/Year)

07/25/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Stock <sup>(1)</sup>     | 07/25/2018                           |  | A                              | 48,400  | \$ 0  | D  |  |
| Common Stock                    | 07/26/2018                           |  | F <sup>(2)</sup>               | 8,651   | \$ 23.11  | D  |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Options                              | \$ 23.08   | 07/25/2018                           |  | A                              | 53,200  | 07/25/2019 <sup>(3)</sup> 07/25/2028                     | Common Stock 53,200   |
| Stock Options                              | \$ 23.08   | 07/25/2018                           |  | A                              | 38,800  | <sup>(4)</sup> 07/25/2028                                | Common Stock 38,800   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| Burdick Michael J<br>C/O CALAMP CORP.,<br>15635 ALTON PARKWAY, SUITE 250<br>IRVINE, CA 92618 | X             |           | President & CEO |       |

## Signatures

Arnel Melgarejo, Attorney-in-fact 07/27/2018

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Securities acquired are 48,400 shares of restricted stock that vest 25% annually beginning 7/25/2019
- (2) On 7/26/2018, in connection with the vesting of 17,450 shares of restricted stock held by the reporting person, CalAmp withheld 8,651 shares to pay minimum withholding taxes of \$199,924.61.
- (3) These stock options become exercisable at the rate of 25% annually beginning 7/25/2019.
- (4) These stock options vest at the rate of 25% annually beginning 7/25/2019 and become exercisable after the stock price has traded at or above 130% of the exercise price for 30 consecutive trading days.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.