

Edgar Filing: CalAmp Corp. - Form 8-K

CalAmp Corp.  
Form 8-K  
August 04, 2005

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): August 2, 2005

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: 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 425 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 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On August 2, 2005, the Registrant's Board of Directors, acting pursuant to recommendations of its Compensation Committee, and based on the Compensation Committee's consultations with an independent compensation consultant and consideration of other relevant factors and information, approved changes effective September 1, 2005 to the cash compensation of non-employee directors. Among other matters, the base annual retainer was increased from \$15,000 to \$30,000, and fees for attending Board meetings and meetings of Board committees were eliminated. The revised summary of cash compensation arrangements with non-employee directors is filed as Exhibit 10.1 to this Report on Form 8-K. There were no changes made to the non-cash equity compensation of non-employee directors, which continues to be governed by the provisions of the Registrant's 2004 Incentive Stock Plan.

#### 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.

August 4, 2005

\_\_\_\_\_  
Date

By: /s/ Richard K. Vitelle

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Richard K. Vitelle,  
Vice President-Finance  
(Principal Financial Officer)