

CalAmp Corp.  
Form DEF 14A  
June 16, 2011

SCHEDULE 14A  
(Rule 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant  X

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-12

CalAmp Corp.  
(Exact name of Registrant as specified in its Charter)

CalAmp Corp.  
(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee:

X No fee required.

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CalAmp Corp.  
1401 N. Rice Avenue  
Oxnard, CA 93030  
(805) 987-9000

June 16, 2011

Dear Stockholder:

You are cordially invited to attend the 2011 Annual Meeting of Stockholders of CalAmp Corp. to be held at the Westlake Village Inn, 31943 Agoura Road, Westlake Village, California 91361, on Thursday, July 28, 2011 at 10:00 a.m. local time. We describe in detail the actions we expect to take at our 2011 Annual Meeting in the attached Notice of Annual Meeting of Stockholders and Proxy Statement.

Please use this opportunity to take part in our affairs by voting on the business to come before the 2011 Annual Meeting. Only stockholders of record at the close of business on June 8, 2011 may vote at the 2011 Annual Meeting and any postponements or adjournments of the meeting. All stockholders are cordially invited to attend the Annual Meeting in person. However, to ensure your representation at the Annual Meeting, please vote as soon as possible by completing, signing, dating and returning the enclosed proxy promptly or submit your proxy over the Internet or by telephone. See "How do I vote? (Voting Procedures)" on page 2 of the following Proxy Statement for more details. Returning the paper proxy card or voting electronically does NOT deprive you of your right to attend the meeting and to vote your shares in person for the matters acted upon at the meeting.

You may receive an additional copy of our Annual Report on Form 10-K for the year ended February 28, 2011, or a copy of the exhibits to our Annual Report on Form 10-K, without charge by sending a written request to our Corporate Secretary at the address above.

Thank you for your ongoing support of CalAmp Corp. We look forward to seeing you at our 2011 Annual Meeting.

Sincerely,

Michael Burdick  
President and Chief Executive Officer

### YOUR VOTE IS IMPORTANT

Even if you plan to attend the Annual Meeting, please complete, sign, date and return the enclosed proxy promptly or submit your proxy over the Internet or by telephone. If you are a stockholder of record and attend the Annual Meeting in person, you may withdraw your proxy and vote in person. You will find information on submitting your proxy over the Internet or by telephone and information about voting in person at the Annual Meeting in the "Questions and Answers about the 2011 Annual Meeting and Voting" section of the following Proxy Statement beginning on page 2.

THANK YOU FOR ACTING PROMPTLY

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CALAMP CORP.  
PROXY STATEMENT  
2011 ANNUAL MEETING OF STOCKHOLDERS  
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CalAmp Corp.  
1401 N. Rice Avenue  
Oxnard, CA 93030  
(805) 987-9000

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**PROXY STATEMENT**

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**NOTICE OF 2011 ANNUAL MEETING OF STOCKHOLDERS**

Approximate Date of Mailing: June 16, 2011

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors of CalAmp Corp. (the "Company" or "CalAmp") of proxies for use at the 2011 Annual Meeting of Stockholders (the "Annual Meeting").

**TIME AND DATE:** 10:00 a.m. local time on Thursday, July 28, 2011.

**PLACE:** Westlake Village Inn, 31943 Agoura Road, Westlake Village, CA 91361.

- ITEMS OF BUSINESS:**
1. To elect seven directors to hold office until the next meeting of Stockholders;
  2. To ratify the selection of SingerLewak LLP as the independent auditing firm for the Company for the fiscal year ending February 28, 2012; and
  3. To transact such other business as may properly come before the meeting and any postponements or adjournments thereof.

**VOTING RIGHTS:** In order to vote, you must have been a stockholder at the close of business on June 8, 2011 (the "Record Date"). On the Record Date, CalAmp had issued and outstanding 28,334,436 shares of Common Stock, par value \$0.01 per share ("Common Stock"), the only class of voting securities outstanding.

This proxy statement contains important information for you to consider when deciding how to vote on the matters brought before the 2011 Annual Meeting. Please read it carefully.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE  
ANNUAL MEETING OF STOCKHOLDERS TO BE HELD JULY 28, 2011:**

Pursuant to rules promulgated by the Securities and Exchange Commission, we have elected to provide access to our proxy materials both by: (i) sending you this full set of proxy materials, including a proxy card; and (ii) notifying you of the availability of our proxy materials on the Internet. The Notice of Annual Meeting, Proxy Statement and Annual Report are available from Broadridge Investor Communication Services at: <https://materials.proxyvote.com/128126>. Broadridge does not use "cookies" or other tracking software that identifies visitors accessing this web site.

QUESTIONS AND ANSWERS ABOUT THE 2011 ANNUAL MEETING AND VOTING

What is a proxy?

A proxy is your legal designation of another person to vote the stock you own. The person you designate is your "proxy," and you give the proxy authority to vote your shares by submitting the enclosed proxy card or voting by telephone or over the Internet. We have designated our Chairman, Frank Perna, and our Vice Chairman, Rick Gold, to serve as proxies for the Annual Meeting.

Why am I receiving these proxy materials?

The Board of Directors of CalAmp Corp., or CalAmp, is providing these proxy materials, consisting of the Proxy Statement, Proxy Card and our Annual Report for the year ended February 28, 2011, to you in connection with the solicitation of proxies for use at our Annual Meeting to be held on Thursday, July 28, 2011, at 10:00 a.m., local time, and at any adjournment or postponement thereof, for the purpose of considering and acting upon the matters set forth herein. We are providing these proxy materials to all of our stockholders through U.S. mail unless a stockholder has specifically requested to receive these materials in electronic form via email or the Internet.

If you are receiving multiple copies of CalAmp's proxy materials and in the future you would like to receive a single copy of CalAmp's proxy materials for all of your shareholder accounts that have the same address, please contact Broadridge Financial Solutions, Inc. at (800) 542-1061 or in writing at Broadridge, Household Department, 51 Mercedes Way, Edgewood, New York 11717.

What is the difference between holding shares as a Stockholder of Record and as a Beneficial Owner?

Most of our stockholders hold their shares through a broker or bank rather than directly in their own name. As summarized below, there are some distinctions between shares held "of record" and those owned beneficially.

**Stockholder of Record.** If your shares are held in certificate form that are registered directly in your name with our transfer agent, American Stock Transfer, you are considered, with respect to those shares, the "Stockholder of Record." As the Stockholder of Record, you have the right to grant your voting proxy directly to us or to vote in person at the Annual Meeting.

**Beneficial Owner of Shares Held in Street Name ("Beneficial Owner").** If your shares are held in electronic form in a brokerage or bank account, you are considered to be the Beneficial Owner with respect to those shares, and those shares are considered to be held in "street name". In this case, the broker or bank that holds your shares on your behalf is considered to be the Stockholder of Record.

How do I vote? (Voting Procedures)

Your vote is very important. Even if you plan to attend the Annual Meeting, we recommend that you submit your vote prior to the meeting, so that your vote will be counted if you later decide not to attend the meeting. You may vote your shares by one of several means, as described below:

Stockholders of Record can vote their shares by one of the following methods:

1. **By Mail**  
  
You can complete, sign and date the proxy card and return it in the prepaid envelope provided. If a Stockholder of Record returns the signed proxy card but does not indicate his or her voting preferences, the persons named in the proxy will vote the shares represented by that proxy as recommended by the Board of Directors.

2. By Telephone or the Internet

Call the toll-free telephone number on the Notice and follow the recorded instructions; or access the secure website [www.proxyvote.com](http://www.proxyvote.com) through the Internet and follow the instructions. Please note that the telephone and Internet voting facilities will close at 11:59 p.m. Eastern Time on July 27, 2011, the day before the Annual Meeting.

3. In Person at the Annual Meeting

Stockholders of Record may vote their shares in person at the Annual Meeting. If you plan to attend the Annual Meeting and vote in person, we will provide you with a ballot at the meeting. You may also be represented at the Annual Meeting by another person if you execute a proper legal proxy designating that person.

Beneficial Owners may vote by one of the following methods:

1. By Mail

You may vote by signing, dating and returning your voting instruction card that was provided to you by the broker or bank that holds your shares in the pre-addressed envelope provided.

2. By Methods Listed on Voting Instruction Card

Please refer to your voting instruction card or other information provided by the broker or bank that holds your shares to determine whether you may vote by telephone or via the Internet, and follow the instructions on the voting instruction card or other information provided by the broker or bank.

3. In Person at the Annual Meeting

If you are a Beneficial Owner of shares held in street name, you must obtain a legal proxy from the broker or bank that holds the shares on your behalf and present it to the Inspector of Election with your ballot in order to be able to vote in person at the Annual Meeting.

Beneficial Owners should note that the Election of Directors (Proposal One) is a "non-discretionary" item. If you are a Beneficial Owner and you do not instruct your broker or bank how to vote with respect to the election of directors, your broker or bank may not vote with respect to this proposal and those votes will be counted as "broker non-votes." See "What if I don't vote for all of the items listed on my proxy card, or what happens if I abstain or my broker does not vote?" for more information regarding broker non-votes.

When and where will the Annual Meeting be held?

The Annual Meeting will be held on Thursday, July 28, 2011, at the Westlake Village Inn, 31943 Agoura Road, Westlake Village, California 91361 at 10:00 a.m. local time.

Who is soliciting my vote?

The proxy is solicited on behalf of the Board of Directors of the Company (the "Board" or "Board of Directors"). The proxy will be used at our Annual Meeting. The only solicitation materials to be sent to stockholders will be this Proxy Statement and the accompanying proxy. The Board of Directors does not intend to use specially engaged employees or paid solicitors. The Board of Directors also intends to solicit the Proxies held on behalf of stockholders by brokers or banks. The Company will pay all reasonable expenses by such holders for mailing the solicitation material to the stockholders for whom they hold shares. All solicitation expenses are being paid by the Company.

Will the Annual Meeting be webcast?



We do not expect to webcast the 2011 Annual Meeting.

Who is entitled to vote at the Annual Meeting?

Holders of our Common Stock at the close of business on the Record Date will be entitled to vote at the Annual Meeting. Each share of Common Stock will be entitled to one vote.

As of the Record Date, we had 28,334,436 shares of outstanding Common Stock, which were held by approximately 1,800 Stockholders of Record.

What is the purpose of the Annual Meeting or what proposals will be voted on at the Annual Meeting?

You will be voting on:

- The election of seven directors to serve until our next annual meeting of stockholders or in each case until their successor is duly elected and qualified;
- The ratification of the selection of SingerLewak LLP as our independent auditing firm for the fiscal year ending February 28, 2012; and
- Any other business that may properly come before the 2011 Annual Meeting.

What are the Board of Directors' recommendations?

The Board of Directors recommends a vote:

- For the election of the seven nominees for director identified in Proposal One;
- For the ratification of the selection of SingerLewak LLP as our independent auditing firm for the fiscal year ending February 28, 2012 (Proposal Two); and
- For or against other matters that come before the Annual Meeting, as the proxy holders deem advisable.

How many votes do I have?

You will have one vote for each share of our Common Stock you owned at the close of business on the Record Date, provided those shares are either held directly in your name as the Stockholder of Record or were held for you as the Beneficial Owner through a broker or bank.

How many votes can be cast by all stockholders?

You are entitled to one vote for each share of Common Stock held on each matter considered at the Annual Meeting. We had 28,334,436 shares of Common Stock outstanding and entitled to vote on the Record Date.

How many votes must be present to hold the Annual Meeting, i.e., what constitutes a quorum?

A quorum, which is a majority of our outstanding shares as of the Record Date, must be present in person or by proxy in order to hold the Annual Meeting and to conduct business. Your shares will be counted as being present at the meeting if you attend the meeting in person or if you submit a properly executed proxy card.

If a quorum is not present at the Annual Meeting, the stockholders who are present may adjourn the Annual Meeting until a quorum is present. The time and place of any adjourned meeting will be announced at the time the adjournment is taken, and no other notice will be given, unless the adjournment is for more than 30 days, or if after the adjournment a new record date is set for the adjourned meeting.

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How many votes are required to elect the directors and adopt the other proposals?

The vote required and method of calculation for the proposals to be considered at the Annual Meeting are as follows:

Election of directors. If a quorum is present, the nominees receiving the highest number of votes will be elected to the Board of Directors. You may vote either "for" or "withhold" for each director nominee. A properly executed proxy marked "withhold" with respect to the election of the directors will not be voted with respect to the directors and will not affect the outcome of the election, although it will be counted for purposes of determining whether there is a quorum.

Ratification of the appointment of SingerLewak LLP. For the ratification of the appointment of SingerLewak LLP as our independent auditing firm for the fiscal year ending February 28, 2012, the affirmative vote of a majority of the shares present, represented and entitled to vote on the item will be required for approval. You may vote "for," "against," or "abstain" on this proposal. If you abstain from voting on this matter, your shares will be counted as present and entitled to vote on the matter for purposes of establishing a quorum, and the abstention will have the same effect as a vote against this proposal.

What if I don't vote for some of the items listed on my proxy card but I deliver a signed proxy card?

If you return your signed proxy card or voting instruction card but do not mark selections, it will be voted in accordance with the recommendations of the Board of Directors. If you indicate a choice with respect to any matter to be acted upon on your proxy card or voting instruction card, the shares will be voted in accordance with your instructions.

What is the effect if I don't cast my vote?

Stockholders of record – If you are a Stockholder of Record and you do not cast your vote, no votes will be cast on your behalf on any of the items of business at the annual meeting.

Beneficial Owner –If you are a Beneficial Owner it is critical that you cast your vote if you want it to count in the Election of Directors (Proposal One). If you hold your shares in street name and you do not instruct your bank or broker how to vote in the election of directors, no votes will be cast on your behalf. Your bank or broker will, however, have discretion to vote any uninstructed shares on the ratification of the appointment of SingerLewak as our independent auditing firm (Proposal Two).

What if I don't vote for all of the items listed on my proxy card, or what happens if I abstain or my broker does not vote?

If your proxy indicates an abstention from voting on all matters, the shares represented will be counted as present for the purpose of determining a quorum, but they will not be voted on any matter at the Annual Meeting. Because our directors are elected based on a plurality vote, if you abstain from voting on the proposal to elect the directors, your abstention will have no effect on the outcome of the vote with respect to this proposal. If you abstain from voting on the proposal to ratify the appointment of SingerLewak as our independent auditing firm, your abstention will have the same effect as a vote against the proposal.

Under the rules that govern brokers who have record ownership of shares that are held in "street name" for their clients, who are the Beneficial Owners of the shares, brokers have discretion to vote these shares on routine matters but not on non-routine matters. Thus, if you do not otherwise instruct your broker, the broker may vote your shares "for" routine matters but expressly indicate that the broker is NOT voting on non-routine matters. A "broker non-vote" occurs when a broker expressly indicates on a proxy that it is not voting on a matter, whether routine or non-routine. Broker non-votes are counted for the purpose of determining the presence or absence of a quorum but are not counted for determining the number of votes cast for or against a proposal.

If you are a Beneficial Owner and your broker holds your shares in its name, the broker is permitted to vote your shares on the approval of SingerLewak as our independent auditing firm even if the broker does not receive voting instructions from you. However, if you are a Beneficial Owner your broker or bank does not have discretionary authority to vote on the election of directors, so it is very important that you instruct your broker or bank how to vote on the proposals.

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What are the voting requirements to elect the directors and to approve the other proposal discussed in this proxy statement?

To elect our directors and approve the other proposal being considered at the Annual Meeting, the voting requirements are as follows:

| Proposal  | Vote Required | Discretionary Voting Permitted? |
|---|---------------|---------------------------------|
| Election of Directors                                     | Plurality     | No                              |
| Ratification of SingerLewak LLP as the Company's auditors | Majority      | Yes                             |

"Discretionary Voting Permitted" means that brokers or banks who are member organizations of The New York Stock Exchange (regardless of the exchange on which the issuer is listed) will have discretionary voting authority with respect to shares held in street name for their clients, even if the broker or bank does not receive voting instructions from you.

"Plurality" means a plurality of the votes of the shares present in person or represented by proxy and entitled to vote on the election of directors.

"Majority" means a majority of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on the specified matter.

What should I do if I change my mind after submitting a proxy?

If you are a Stockholder of Record, you may revoke a previously submitted proxy at any time before it is voted at the Annual Meeting. In order to revoke a proxy, you must do one of the following prior to the taking of the vote at the Annual Meeting:

- Provide written notice of revocation to Corporate Secretary, c/o CalAmp Corp., 1401 North Rice Avenue, Oxnard, California 93030;
- Deliver a valid proxy bearing a later date or submit a new later dated proxy by telephone or over the Internet; or
- Attend the Annual Meeting and vote in person and request that your proxy be revoked (attendance at the meeting will not by itself revoke a previously granted proxy).

However, please note that if you are a Beneficial Owner of shares held in street name, you may revoke your proxy by timely submitting new voting instructions to your broker or bank, or by obtaining a legal proxy from the broker or bank that holds your shares giving you the right to vote the shares in person at the Annual Meeting.

All shares that have been properly voted by proxy without timely revocation will be voted at the Annual Meeting.

How can I elect to receive my proxy materials electronically by email?

Stockholders of Record – To receive future copies of our proxy materials by email, registered stockholders should go to [www.proxyvote.com](http://www.proxyvote.com) and follow the enrollment instructions. Upon completion of enrollment, you will receive an email confirming the election to use the online services. The enrollment in the online program will remain in effect until the enrollment is cancelled.

Beneficial Owners – Most Beneficial Owners can elect to receive an email that will provide a link to the electronic versions of the proxy materials. To view a listing of participating brokerage firms and enroll in the online program, Beneficial Owners should go to [www.proxyvote.com](http://www.proxyvote.com) and follow the enrollment instructions. The enrollment in the online program will remain in effect for as long as the brokerage account is active or until the enrollment is cancelled.

Enrolling to receive our future proxy materials online will save us the cost of printing and mailing documents, as well as help preserve our natural resources.

Is there a list of stockholders entitled to vote at the Annual Meeting?

The names of Stockholders of Record entitled to vote will be available at the 2011 Annual Meeting and for 10 days prior to the Annual Meeting for any purpose relevant to the meeting, between the hours of 9:00 a.m. and 5:00 p.m., local time, at our corporate office located at 1401 North Rice Avenue, Oxnard, California 93030. Please contact Rick Vitelle, Chief Financial Officer and Corporate Secretary, to make arrangements.

Will stockholders be entitled to cumulative voting?

No, stockholders may not use cumulative voting because our current certificate of incorporation does not provide for this. If cumulative voting were applicable, stockholders would be able to cast a number of votes equal to the number of shares of stock held by the stockholder and to cast all those votes for a single director nominee or to distribute them among two or more nominees.

What happens if additional matters are presented at the Annual Meeting?

If any other matters are properly presented for consideration at the Annual Meeting, including, among other things, consideration of a motion to adjourn the Annual Meeting to another time or place (including, without limitation, for the purpose of soliciting additional proxies), the persons named in the proxy card and acting thereunder will have discretion to vote on those matters in accordance with their best judgment. We do not currently anticipate that any other matters will be raised at the Annual Meeting.

Who will pay for the cost of this proxy solicitation?

CalAmp will bear the entire cost of proxy solicitation, including the preparation, assembly, printing, and mailing of proxy materials. We may also reimburse brokerage firms and other custodians for their reasonable out-of-pocket expenses associated with forwarding these proxy materials to you. Proxies may also be solicited by certain of our directors, officers, and other employees, without additional compensation, personally or by other means.

Who will tabulate the votes?

Broadridge Investor Communications Services will tabulate the proxies and will provide the Company with the preliminary results of the voting on the day of the Annual Meeting.

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What is the deadline for receipt of stockholder proposals for next year's Annual Meeting or to nominate individuals to serve as directors?

You may submit proposals, including director nominations, for consideration at future stockholder meetings, as described below:

Requirements for stockholder proposals to be considered for inclusion in our proxy materials –Stockholders may present proper proposals for inclusion in our proxy statement and for consideration at the next annual meeting of our stockholders by submitting their proposals in writing to our Corporate Secretary in a timely manner. In order to be included in the proxy statement for the 2012 annual meeting of stockholders, stockholder proposals must be received by our Corporate Secretary no later than February 17, 2012 and must otherwise comply with the requirements of Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Requirements for stockholder proposals to be brought before an annual meeting –Our bylaws establish an advance notice procedure for stockholders who wish to present certain matters before an annual meeting of stockholders. In general, nominations for the election of directors may be made (1) by or at the direction of the Board of Directors, or (2) by any stockholder entitled to vote who has timely delivered written notice to our secretary during the Notice Period (as defined below), which notice must contain specified information concerning the nominees and concerning the stockholder proposing such nominations. However, if a stockholder wishes only to recommend a candidate for consideration by the Governance and Nominating Committee as a potential nominee for director, see the procedures discussed below under the heading "Governance and Nominating Committee."

Our bylaws also provide that the only business that may be conducted at an annual meeting is business that is brought (1) pursuant to the notice of meeting (or any supplement thereto), (2) by or at the direction of the Board of Directors, or (3) by a stockholder who has timely delivered written notice which sets forth all information required by our bylaws to our Corporate Secretary during the Notice Period (as defined below).

The "Notice Period" for any meeting of stockholders is defined as the period not less than 60 days in advance of such meeting or, if later, the seventh day following the first public announcement of the date of such meeting.

If a stockholder who has notified us of his or her intention to present a proposal at an annual meeting does not appear to present his or her proposal at such meeting, we need not present the proposal for vote at such meeting.

How can I communicate with CalAmp's outside directors?

Stockholders may contact any of our directors by writing to them c/o the Corporate Secretary, CalAmp Corp., 1401 North Rice Avenue, Oxnard, California 93030.

Where can I view CalAmp's corporate documents and SEC filings?

Our website contains our Code of Business Conduct, charters of our Board committees, and SEC filings (including Section 16 filings by our officers and directors). To view these materials, go to [www.calamp.com](http://www.calamp.com). For the Code of Business Conduct and charters, from the home page click on the "Our Company" tab, then click on "Corporate Governance". For SEC filings, from the home page click on the "Investors" tab, and then click on "SEC Filings".

How do I find out the voting results?

We have engaged Broadridge Investor Communications Services to serve as the vote tabulator for the Annual Meeting. Preliminary voting results will be announced at the Annual Meeting, and final voting results will be published in a Current Report on Form 8-K, which we will file with the SEC within four business days of the Annual Meeting.

What if I have questions about lost stock certificates or I need to change my mailing address?

Stockholders of Record may contact our transfer agent, American Stock Transfer, by calling (718) 921-8261 or by writing to American Stock Transfer, attention Donna Ansbro, 59 Maiden Lane, New York, NY 10038, or visit their website at [www.amstock.com](http://www.amstock.com) to obtain more information about these matters.

Terms of the Proxy

The enclosed proxy indicates the matters to be acted upon at the Annual Meeting and provides a box to be marked to indicate the manner in which the stockholder's shares are to be voted with respect to such matters. By appropriately marking the boxes, a stockholder may specify, with respect to the election of directors, whether the proxy holder shall vote for or be without authority to vote on any or all candidates. The proxy also confers upon the holders thereof discretionary voting authority with respect to such other business as may properly come before the Annual Meeting.

Where a stockholder has appropriately directed how the proxy is to be voted, the shares will be voted in accordance with the stockholder's direction. In the absence of instructions, shares represented by valid proxies will be voted in favor of the nominees for director and in favor of all proposals set forth in the Notice of Meeting and this Proxy Statement. If any other matters are properly presented at the Annual Meeting, the persons named in the proxy will vote or refrain from voting in accordance with their best judgment. A proxy may be revoked at any time prior to its exercise by giving written notice of the revocation thereof to the Corporate Secretary of the Company or by filing a duly executed proxy bearing a later date. Stockholders of Record may also vote in person if they attend the Annual Meeting even though they have executed and returned a proxy. See "What should I do if I change my mind after submitting a proxy?" on page 6 for more details.

## THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

The Company is in compliance with the current corporate governance requirements imposed by the Sarbanes-Oxley Act of 2002 and NASDAQ. CalAmp's Board of Directors has adopted Corporate Governance Guidelines that provide the framework for the governance of our company and represent the Board's current views with respect to selected corporate governance issues considered to be of significance to stockholders. The current version of the Corporate Governance Guidelines is available in the Corporate Governance section of the Company's website at [www.calamp.com](http://www.calamp.com).

### Board Leadership Structure

CalAmp's Board of Directors does not have a formal policy with respect to whether the role of the Chairman and the Chief Executive Officer should be separate and, if it is to be separate, whether the Chairman should be selected from the non-employee directors or be an employee. However, our Corporate Governance Guidelines provide that, if the Chairman of the Board is not an independent director, then the Board shall designate one independent, non-employee director to serve as a lead director. The lead director will act as a liaison between the independent directors and management and would be responsible for assisting the Chairman in establishing the agenda for Board meetings, for coordinating the agenda for, and chairing, the executive session of the non-management directors, and for performing such other duties as may be specified by the Board from time to time.

CalAmp currently separates the roles of Chief Executive Officer and Chairman. The current Chairman is an independent, non-employee director. The Board of Directors believes this is the appropriate leadership for our company at this time because it permits our Chief Executive Officer to focus on setting the strategic direction of the company and the day-to-day leadership and performance of the company, while permitting the Chairman to focus on providing guidance to the Chief Executive Officer and setting the agenda for Board meetings. The Board also believes that the separation of the Chief Executive Officer and Chairman roles assists the Board in providing robust discussion and evaluation of strategic goals and objectives. However, our Board of Directors acknowledges that no single leadership model is right for all companies at all times. As such, our Board of Directors periodically reviews its leadership structure and may, depending on the circumstances, choose a different leadership structure in the future.

### Board Oversight of Risk

The Board seeks to understand and oversee the most critical risks relating to our business, allocate responsibilities for the oversight of risks among the full Board and its committees, and see that management has in place effective systems and processes for managing risks facing us. Overseeing risk is an ongoing process and risk is inherently tied to our strategy and to strategic decisions. Accordingly, the Board considers risk throughout the year and with respect to specific proposed actions. While the Board is responsible for oversight and direction, management is charged with identifying risk and establishing appropriate internal processes and an effective internal control environment to identify and manage risks and to communicate information about risk to the Board. Committees of the Board also play an important role in risk oversight, including the Audit Committee, which oversees our processes for assessing risks and the effectiveness of our internal controls. In fulfilling its duties, the Audit Committee considers information from our independent auditing firm, SingerLewak LLP.

### Relationship Between Compensation and Risk

The Compensation Committee periodically reviews the Company's compensation policies and practices with management to ensure that compensation supports the Company's goals and strategic objectives without creating risks that may have a counterproductive effect on the Company. The Compensation Committee also considers risk in establishing goals for executive officer incentive compensation. Quantitative goals used for incentive compensation purposes are financial measures that are defined in U.S. Generally Accepted Accounting Principles (GAAP) or are readily derived from such GAAP-based measures. When non-quantitative goals are used, the Compensation Committee strives to ensure that such goals are not only objective and verifiable, but are also sustainable and consistent with both the short-term and long-term interests of the Company's stockholders. Incentive compensation that is earned by the executive officers for a given fiscal year is not paid until the Company's independent public accounting firm has completed its audit of the Company's financial statements for such year, and not until both the Compensation Committee and the Board of Directors have approved such payouts. The Compensation Committee believes that an appropriate balance between short-term and long-term incentive compensation elements for officers, including equity awards that vest over several years, helps mitigate risk associated with incentive compensation.



#### Director Independence

The Board of Directors presently consists of seven members, five of whom are independent. A director's independence is determined by the Board of Directors pursuant to the rules of NASDAQ. The Board has determined that each director is independent, with the exception of Rick Gold, former Chief Executive Officer of the Company and currently Vice Chairman, and Michael Burdick, who currently serves as the Company's President and Chief Executive Officer.

#### Executive Sessions

Non-management directors of the Board and Board committees meet in executive session routinely and regularly. During the executive sessions, the non-management directors have access to the Chief Executive Officer and other members of senior management. In addition, the Audit Committee meets periodically with the Company's independent auditing firm without management present at such times as it deems appropriate. The Chairman of the Board or the Chair of the Board committee, as applicable, presides over these executive sessions.

#### Number of Directorships

The Company has a policy that limits the number of public company boards that its directors may serve on. Under this policy, directors who also serve as CEOs or in equivalent positions should not serve on more than two other public company boards in addition to the CalAmp Board, and other directors should not serve on more than five public company boards in addition to the CalAmp Board.

#### Director Stock Ownership

The Company has stock ownership guidelines for directors and executive officers. Pursuant to these guidelines, directors are expected to own shares of the Company's common stock with an aggregate acquisition date market value of at least three times the amount of the annual base retainer, which is currently \$40,000. The stock ownership guidelines for executive officers are discussed on page 28.

#### Changes in Director Occupation or Status

The Company has a policy that requires a director to tender a letter of resignation to the Chair of the Governance and Nominating Committee in the event the director's principal occupation or business association changes substantially from the position he or she held when the director originally joined the Company's Board of Directors. The Governance and Nominating Committee will review whether the new occupation, or retirement, of the director is consistent with the specific rationale for originally selecting that individual and the guidelines for board membership, and will recommend action to be taken by the Board, if any, regarding the resignation based on the circumstances of the new position or retirement.

#### Attendance of Directors at Annual Meetings

It is a policy of the Board of Directors that all directors are expected to attend the annual meeting of stockholders. All of the Company's directors attended last year's annual meeting.

Identifying and Evaluating Nominees for Directors

Pursuant to the policy set forth in the charter of the Governance and Nominating Committee, the Committee will utilize a variety of methods for identifying and evaluating nominees for director. The Governance and Nominating Committee's policy is to assess the appropriate size of the Board and whether any vacancies on the Board are expected due to retirement or otherwise. In the event that vacancies are anticipated, or otherwise arise, the Governance and Nominating Committee may consider various potential candidates for director. Candidates may come to the attention of the Governance and Nominating Committee through current Board members, stockholders or other parties such as retained recruiting firms. These candidates will be evaluated at meetings of the Governance and Nominating Committee, and may be considered at any point during the year. As described below, the Governance and Nominating Committee will consider properly submitted stockholder nominations for candidates for the Board. Following verification of the stockholder status of persons proposing candidates, recommendations will be aggregated and considered by the Governance and Nominating Committee at a regularly scheduled meeting. If any materials are provided by a stockholder in connection with the nomination of a director candidate, such materials will be forwarded to the Governance and Nominating Committee.

Contacting the Board of Directors

Stockholders interested in communicating directly with the Board of Directors, any committee of the Board, the Chairman, or the non-management directors as a group may do so by sending a letter to the CalAmp Board of Directors, c/o Corporate Secretary, CalAmp Corp., 1401 North Rice Avenue, Oxnard, California 93030. The Corporate Secretary will review the correspondence and forward it to the Chairman of the Board, Chair of the Governance and Nominating Committee, Audit Committee, Compensation Committee or to any individual director or group of directors of the Board to whom the communication is directed, as applicable, if the communication is relevant to CalAmp's business and financial operations, policies and corporate philosophies.

Code of Business Conduct

The Company has a written Code of Business Conduct and Ethics ("Code of Business Conduct") that applies to all of the Company's directors, officers and employees. Section 14 of this Code of Business Conduct contains a Financial Management Code of Ethics that applies specifically to the Company's Chief Executive Officer and all finance and accounting employees, including the Company's senior financial officers, in accordance with Section 406 of the Sarbanes-Oxley Act of 2002 and the rules of the Securities and Exchange Commission promulgated thereunder. The Code of Business Conduct is available on the Company's corporate website at [www.calamp.com](http://www.calamp.com). In the event that the Company makes changes in, or provides waivers from, the provisions of this Code of Business Conduct that are required to be disclosed by SEC regulations, the Company intends to disclose these events on its corporate website.

COMMITTEES OF THE BOARD

The Board of Directors has delegated certain of its authority to three committees: the Audit Committee, the Compensation Committee and the Governance and Nominating Committee. These three Board committees operate under written charters defining their functions and responsibilities. The charters of these committees are available on the Company's website at [www.calamp.com](http://www.calamp.com).

The following table provides membership for each of the Board committees during fiscal 2011 to the present.

| Name             | Audit | Compensation | Governance and Nominating |
|------------------|-------|--------------|---------------------------|
| Frank Perna, Jr. | X     | X            | X                         |
| Kimberly Alexy   | X     | X            |                           |
| Bert Moyer       | X     |              | X*                        |
| Thomas Pardun    |       | X*           | X                         |
| Larry Wolfe      | X*    | X            |                           |

\* Committee Chair.

#### Audit Committee

The primary functions of the Audit Committee are to review and approve the scope of audit procedures performed by the Company's independent auditors, to review the audit reports rendered by the Company's independent auditors, to monitor the internal control environment within the Company, and to pre-approve the fees for all audit and non-audit services charged by the independent auditors. The Audit Committee reports to the Board of Directors with respect to such matters and makes recommendations with respect to its findings. The Board of Directors has determined that Mr. Wolfe is an audit committee financial expert within the meaning of SEC regulations. The Board has also determined that each member of the Audit Committee is independent as defined in the rules of NASDAQ. See also the Report of the Audit Committee beginning on page 20.

#### Compensation Committee

The primary functions of the Compensation Committee are to review and make recommendations to the Board of Directors with respect to the compensation of the Company's executive officers and non-employee directors, and to administer the Company's stock option plans. The Board of Directors has determined that each member of the Compensation Committee is independent as defined in the rules of NASDAQ. See also the Compensation Discussion and Analysis beginning on page 24.

#### Governance and Nominating Committee

The primary functions of the Governance and Nominating Committee are to review and make recommendations on the composition of the Board and its committees, to evaluate and recommend candidates for election to the Board, and to review and make recommendations to the full Board on corporate governance matters. The Board of Directors has determined that each member of the Governance and Nominating Committee is independent as defined in the rules of NASDAQ. The Governance and Nominating Committee has the authority to obtain advice and assistance from, and receive appropriate funding from CalAmp for, outside legal, accounting or other advisors as the Committee deems necessary to assist it in the performance of its functions.

The bylaws of CalAmp permit stockholders to nominate director candidates to stand for election to the Board at an annual meeting of stockholders. Nominations may be made by the Board or by any stockholder. Under the Company's bylaws, a stockholder may nominate a person for election as a director at a particular stockholder meeting only if written notice has been given to the Company not later than 60 days in advance of the meeting or, if later, the seventh day following the first public announcement of the date of such meeting. Any stockholder nominations proposed for consideration by the Governance and Nominating Committee should include the nominee's name and qualifications for Board membership and should be addressed to the Governance and Nominating Committee, c/o Corporate Secretary, CalAmp Corp., 1401 North Rice Avenue, Oxnard, California 93030.

The policy of the Governance and Nominating Committee is to consider properly made stockholder nominations for directors as described above. In evaluating such nominations, like all nominations, the Board's criteria will include business experience and skills, independence, judgment, integrity, the ability to commit sufficient time and attention to Board activities, and the absence of potential conflicts with CalAmp's interests.

The Governance and Nominating Committee has adopted a director diversity policy pursuant to which it will consider and evaluate director candidates in the context of an assessment of the anticipated needs of the Board as a whole in order to achieve a diversity of occupational and personal backgrounds and a variety of complementary skills so that, as a group, the Board will possess the appropriate talent, skills and expertise to oversee the Company's business.

#### Board of Director and Committee Meeting Attendance

In fiscal year 2011, the Board of Directors held eight meetings, the Audit Committee held four meetings, the Compensation Committee held six meetings, and the Governance and Nominating Committee held four meetings. All directors attended more than 75% of the aggregate meetings of the Board and committees on which the directors serve that were held during fiscal year 2011.

COMPENSATION OF DIRECTORS

The following table shows all compensation awarded to, or earned by or paid to, each of the Company's non-employee directors in fiscal 2011.

| Name              | Fees<br>Earned<br>or Paid<br>in Cash | Grant Date<br>Fair Value<br>for<br>Stock<br>Awards | Total      |
|-------------------|--------------------------------------|--|------------|
|                   | (A)                                  | (B)  |            |
| Frank Perna, Jr.  | \$ 82,083                            | \$ 35,100  | \$ 117,183 |
| Kimberly Alexy    | 52,083                               | 35,100   | 87,183     |
| A.J. "Bert" Moyer | 59,167                               | 35,100   | 94,267     |
| Thomas Pardun     | 55,000                               | 35,100   | 90,100     |
| Larry Wolfe       | 60,833                               | 35,100   | 95,933     |

(A) Under the Company's director cash compensation plan adopted in 2005 and revised in 2007, non-employee directors of the Company are each paid cash fees as follows:

1. A base annual retainer of \$40,000.
2. Incremental retainers above the base annual retainer as follows:

|  |           |
|--|-----------|
| Annual retainer for each Board committee served on       | \$ 5,000  |
| Additional retainer for Chair of Audit Committee         | \$ 15,000 |
| Additional retainer for Chairs of other Board committees | \$ 5,000  |
| Additional retainer for Chairman of the Board            | \$ 25,000 |

All non-employee directors are paid 1/12th of their retainer amounts each month for as long as they serve.

(B) On July 29, 2010, each incumbent non-employee director received a restricted stock grant of 15,000 shares that had a grant date fair value of \$35,100, calculated in accordance with FASB ASC Topic 718. These restricted stock awards will vest on July 28, 2011, the date of this year's Annual Meeting. In addition to these shares of restricted stock, at February 28, 2011, Messrs. Perna, Moyer and Pardun held options to purchase 12,000, 26,000 and 4,899 shares, respectively, of the Company's common stock.

Pursuant to the provisions of the Company's 2004 Incentive Stock Plan as amended, on the day of each annual meeting of stockholders at which directors are elected, each non-employee director shall receive an equity award consisting of some combination of stock options, stock appreciation rights, restricted stock, restricted stock units, phantom stock and stock bonuses not to exceed 20,000 shares of Company stock.

Directors are also reimbursed for out-of-pocket expenses incurred in connection with attending meetings. Directors who are also employees of the Company receive no additional compensation for their services on the Board.

PROPOSALS REQUIRING YOUR VOTE

PROPOSAL ONE – ELECTION OF DIRECTORS

A board of seven directors will be elected at the Annual Meeting. At the Annual Meeting, it is intended that the shares of Common Stock represented by each proxy, unless otherwise specified on the proxy, will be voted for the election to the Board of Directors of each of the seven nominees set forth below. Directors shall be elected by a plurality of the votes of shares present in person or represented by proxy at the meeting. The term of office of each person elected as director will continue until the next Annual Meeting of Stockholders, or until his or her successor has been elected and qualified.

The Board of Directors recommends a vote "FOR" each of the seven nominees.

In the event that any of the nominees for director listed below should become unavailable for election for any currently unforeseen reason, the persons named in the accompanying proxy have the right to use their discretion to vote for such other person as may be determined by the holders of such proxies. To the best of the Company's knowledge, all nominees are and will be available to serve.

The following table sets forth the name and age of each nominee for director, the calendar year each was first elected as a director and the positions each currently holds with the Company:

| Name              | Age | Capacities in Which Served                      | Director Since |
|-------------------|-----|---|----------------|
| Frank Perna, Jr.  | 73  | Chairman of the Board of Directors              | 2000           |
| Kimberly Alexy    | 41  | Director  | 2008           |
| Michael Burdick   | 52  | Director, President and Chief Executive Officer | 2011           |
| Richard Gold      | 56  | Vice Chairman of the Board and former CEO       | 2000           |
| A.J. "Bert" Moyer | 67  | Director  | 2004           |
| Thomas Pardun     | 67  | Director  | 2006           |
| Larry Wolfe       | 60  | Director  | 2008           |

Frank Perna, Jr. has been a director of the Company since May 2000 and Chairman of the Board since February 2008. He is Chairman Emeritus of MSC Software, where he served as Chairman and Chief Executive Officer from 1998 to 2005. Mr. Perna was Chairman and Chief Executive Officer of EOS Corporation from 1994 to 1998, and was President and Director (Chief Executive Officer from 1990) of Magnetek from 1984 to 1993. Mr. Perna also serves as a director of Ping Identity Corp., a venture-funded provider of software and intelligent services for identity validation, Interneer, Inc., a private company providing products and services for web-based enterprise applications, and LibertadCard, Inc., a privately held provider of reloadable debit cards. He also serves on the Board of Trustees of Kettering University. Mr. Perna holds a BS degree in Mechanical Engineering from Kettering University, a Master's degree in Electrical Engineering from Wayne State University, and an MBA from Massachusetts Institute of Technology.

We believe Mr. Perna's experience as CEO of several technology companies and his 11 years of service on CalAmp's Board, including the last 3 years as Chairman, make him qualified to serve as one of our directors.

Kimberly Alexy was appointed a director of the Company in June 2008. She is the Principal of Alexy Capital Management, a private investment management firm that she founded in 2005. From 1998 to 2003, she was senior vice president and managing director of equity research for Prudential Securities, where she served as principal technology hardware analyst for the firm. Prior to joining Prudential, Ms. Alexy was vice president of equity research at Lehman Brothers, where she covered the computer hardware sector, and assistant vice president of corporate finance at Wachovia Bank. Ms. Alexy also serves as a director of SMART Modular Technologies (WWH), Inc., a supplier of memory modules and solid state drives. She also served on the boards of SouthWest Water Company, a water and wastewater public utility and system operator, from August 2009 until September 2010 (when SouthWest Water was acquired by J.P. Morgan Asset Management and Water Asset Management, LLC), Dot Hill Systems Corp., a provider of networked storage and data management systems, from December 2005 until May 2010, and Maxtor Corporation from August 2005 until May 2006 (when Maxtor was acquired by Seagate Technology LLC). Ms. Alexy is a Chartered Financial Analyst (CFA), and holds a BA degree in Psychology from Emory University and an MBA with a concentration in Finance and Accounting from the College of William and Mary.

Ms. Alexy's extensive experience in the financial services industry, including her positions as a technology equity research analyst, brings an institutional investor perspective to our Board. We believe this, combined with her service on other public company boards, qualify her to serve as one of our directors.

Michael Burdick joined CalAmp as Executive Vice President in June 2006 and was appointed President of the Company's Wireless DataCom segment in March 2007. He was appointed Chief Operating Officer of the Company in June 2008 and was promoted to President and COO in April 2010. Effective June 1, 2011, Mr. Burdick was appointed President and Chief Executive Officer of the Company and was also appointed to the Board of Directors. Prior to joining CalAmp, Mr. Burdick was the President and CEO of Telenetics Corporation, a manufacturer of data communications products. From 2004 to 2005, he worked as an investment partner and advisor in the private equity sector. From 1987 to 2003, Mr. Burdick held a variety of technical and general management positions with Comarco, Inc., a provider of test solutions to the wireless industry, most recently as Senior Vice President and General Manager of Comarco's Wireless Test Systems unit. Mr. Burdick began his career as a design engineer with Hughes Aircraft Company. He holds MBA and MSEE degrees from California State University - Fullerton, and a BS degree in Electrical Engineering from Kansas State University.

We believe Mr. Burdick's general management experience in the wireless industry and his five years of service with CalAmp in positions of increasing executive management responsibility make him qualified to serve as one of our directors.

Richard Gold joined the Company in February 2008 and was appointed President and Chief Executive Officer in March 2008. In April 2010, Mr. Gold relinquished the title of President but retained the title of Chief Executive Officer in conjunction with the promotion of Mr. Burdick to President and Chief Operating Officer. Effective June 1, 2011, Mr. Gold was appointed Vice Chairman of the Board of Directors upon Mr. Burdick's promotion to President and Chief Executive Officer. Mr. Gold has been a director of the Company since December 2000 and served as Chairman of the Board from July 2004 to February 2008. Prior to joining the Company, Mr. Gold was a Managing Director of InnoCal Venture Capital, a position he held from 2004 to 2008. From 2002 until 2004, he served as President and Chief Executive Officer of Nova Crystals, Inc., a supplier of optical sensing equipment. He was Chairman of Radia Communications, Inc., a supplier of wireless communications semiconductors, from 2002 to 2003. Prior to this, he was the President and Chief Executive Officer of Genoa Corp. and Pacific Monolithics, Inc., and Vice President and General Manager of Adams-Russell Semiconductor. He began his career as an engineer with Hewlett-Packard Co. Mr. Gold received a BS degree in Engineering Physics from Cornell University, an MBA from Northeastern University, and an MS and PhD in Electrical Engineering from Stanford University.

We believe Mr. Gold's extensive experience in the technology industry – as an engineer, entrepreneur, executive, and venture capitalist, his 11 years of service on CalAmp's Board, including 4 years as Chairman, and his 3 years of service as the Company's CEO, make him qualified to serve as one of our directors.

A.J. "Bert" Moyer has been a director of the Company since February 2004. Mr. Moyer, a business consultant and private investor, served as Executive Vice President and Chief Financial Officer of QAD Inc., a publicly held software company that is a provider of enterprise resource planning software applications, from 1998 until 2000, and he subsequently served as a consultant to QAD, assisting in the Sales Operations of the Americas Region. Prior to joining QAD in 1998, Mr. Moyer served as Chief Financial Officer of Allergan Inc., a specialty pharmaceutical company based in Irvine, California, from 1995 to 1998. Earlier in his career Mr. Moyer served as Chief Financial Officer of Western Digital, National Semiconductor and Coldwell Banker. Mr. Moyer currently serves on the boards of Collectors Universe, Inc., a company engaged in authentication and grading services for high-end collectibles, Virco Manufacturing Corporation, which designs and produces furniture for the commercial and education markets, and MaxLinear, Inc., a provider of semiconductor products for broadband communications. He also served on the boards of LaserCard and Occam Networks until January and February 2011, respectively, when those companies were acquired. Mr. Moyer received a BS degree in Finance from Duquesne University and graduated from the Advanced Management Program at the University of Texas, Austin. In 2008, Mr. Moyer earned a Professional Director Certification from the Corporate Directors Group.

We believe Mr. Moyer's many years of financial management and technology industry experience, including experience as CFO of large public and private companies, and his service on the board of directors of several other companies, bring financial and accounting knowledge to our Board and qualify him to serve as one of our directors.

Thomas Pardun was appointed a director of the Company in June 2006. Mr. Pardun is Chairman of the Board of Western Digital Corporation, a leading information storage provider, where he has served as a director since 1993. Mr. Pardun was President of MediaOne International, Asia-Pacific (previously U.S. West International), an owner/operator of international properties in cable television, telephone services and wireless communications, from May 1996 until his retirement in July 2000. Before joining U.S. West, Mr. Pardun was President of the Central Group for Sprint and previously held a variety of management positions during a 19-year tenure with IBM. In addition to his service on the board of Western Digital, Mr. Pardun serves as a director of Calix, Inc., a supplier of broadband access systems to communications service providers, Finisar Corporation, a provider of optical products for high-speed data communications, and MaxLinear, Inc., a provider of semiconductor products for broadband communications. Mr. Pardun also served as a director of Occam Networks, a broadband networking equipment provider, until February 2011 when that company was acquired by Calix. Mr. Pardun received a Bachelor's degree in Business Administration with emphasis in Economics and Marketing from the University of Iowa and Management School Certificates from Harvard Business School, Stanford University and The Tuck School of Business at Dartmouth College.

We believe Mr. Pardun's executive management experience with large telecommunication companies, his many years of management experience with other technology companies, and his extensive service as a director on the boards of public companies bring valuable industry knowledge and practical experience to our Board and qualify him to serve as one of our directors.

Larry Wolfe was appointed a director of the Company in June 2008. From 2006 to January 2010, Mr. Wolfe was the President and CEO of Taxcient, Inc., a privately held provider of sales and use tax compliance software and services. In 2010, Taxcient was merged with Avalara, Inc., and Mr. Wolfe joined Avalara's Board of Directors. From 2002 to 2006, Mr. Wolfe served as a director of QAD Inc., a publicly held software company that is a provider of enterprise resource planning software applications. From 1987 until 2001, Mr. Wolfe was employed by Intuit Inc. and certain predecessor companies, most recently as senior vice president responsible for the tax division. In addition to his role as senior vice president, Mr. Wolfe was vice president and general manager of Intuit's Personal Tax Group where he guided the successful launch of the online version of TurboTax for web-based tax return preparation and filing services. Mr. Wolfe is also a former board member of the San Diego Software Industry Council. Earlier in his career, Mr. Wolfe was a managing partner at two certified public accounting firms, Wolfe & Co. and Strand Wolfe & Lutton. He began his career at the accounting firm Deloitte Haskins & Sells, where he earned his CPA license. Mr. Wolfe received a BS degree in Business Administration from the University of Southern California.

We believe Mr. Wolfe's experience as a successful entrepreneur and executive in the financial software industry, his several years of service on the board of another public company, and his public accounting background bring a unique perspective to our Board and qualify him to serve as one of our directors. Mr. Wolfe also qualifies as an "audit committee financial expert".

Required Vote

The nominees receiving the highest number of affirmative votes of the holders of shares of outstanding stock entitled to vote and present at the meeting, either in person or by proxy, will be elected as directors.

Recommendation of the Board of Directors

THE BOARD OF DIRECTORS RECOMMENDS THAT THE STOCKHOLDERS VOTE "FOR" THE ELECTION OF EACH OF THE SEVEN DIRECTOR NOMINEES LISTED ABOVE.

PROPOSAL TWO – RATIFICATION OF INDEPENDENT AUDITING FIRM

General

At the Annual Meeting, we are seeking ratification of the appointment of SingerLewak LLP ("SingerLewak") as our independent auditing firm for our fiscal year 2012. SingerLewak has served as the Company's independent auditing firm beginning with fiscal year 2009. A representative of SingerLewak is expected to be present at the Annual Meeting. The representative will have the opportunity to make a statement if he or she desires to do so and will be available to respond to appropriate questions.

The Audit Committee of the Board of Directors has appointed SingerLewak as our independent auditing firm to audit our consolidated financial statements for the fiscal year ending February 28, 2012. In the event the stockholders fail to ratify the appointment of SingerLewak as our independent auditing firm, the Audit Committee will reconsider its selection. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of a different independent auditing firm at any time if the Audit Committee believes that such a change would be in the best interests of CalAmp and its stockholders. Stockholder ratification of the selection of SingerLewak is not required by our bylaws or otherwise. The Board of Directors is submitting the selection of SingerLewak to the stockholders for ratification as a matter of good corporate practice.

Fees

Fees of SingerLewak during the fiscal 2011 and 2010 fiscal years are summarized below:

|                    | Fiscal 2011<br>Fees | Fiscal 2010<br>Fees |
|--------------------|---------------------|---------------------|
| Audit fees         | \$ 350,300          | \$ 354,200          |
| Audit-related fees | \$ 6,000            | \$ 8,400            |
| Tax fees           | \$ 2,000            | \$ 18,300           |
| All other fees     | \$ -0-              | \$ -0-              |



The amount shown for "Audit-related fees" represents fees for advising on the adoption of new accounting pronouncements and on the accounting treatment of various transactions. The amount shown for "Tax fees" represents income tax advisory services. In addition to the foregoing fees paid to SingerLewak for fiscal years 2011 and 2010, the Company paid fees of \$56,000 and \$64,000 in fiscal 2011 and 2010, respectively, to another public accounting firm to assist the Company with management's assessment of internal control over financial reporting pursuant to the requirements of Section 404 of the Sarbanes-Oxley Act. The Audit Committee pre-approved all of the foregoing fees in accordance with the Audit Committee's pre-approval policy described below.

#### Policy on Audit Committee Pre-Approval of Audit and Non-Audit Services of Independent Auditor

The Audit Committee's policy is to pre-approve all audit and non-audit services provided by the independent auditor. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The Audit Committee may delegate pre-approval authority to one or more of its members, and the member or members to whom such authority is delegated must report any pre-approval decision to the Audit Committee at its next scheduled meeting. The Audit Committee cannot delegate its responsibilities to pre-approve services performed by the independent auditor to management. The Audit Committee's pre-approval policy includes a list of prohibited non-audit services, such as financial information systems design and implementation, that the independent auditor cannot perform for the Company under any circumstances.

#### Determination of Independence

The Audit Committee has determined that the provision of the above non-audit services by SingerLewak LLP is compatible with their maintenance of accountant independence.

#### Required Vote

Ratification of the appointment of SingerLewak LLP requires the affirmative vote of a majority of the outstanding shares of our stock that are present in person or by proxy and entitled to vote at the Annual Meeting.

#### Recommendation of the Board of Directors

THE BOARD OF DIRECTORS HAS UNANIMOUSLY APPROVED THE SELECTION OF SINGERLEWAK LLP TO SERVE AS OUR INDEPENDENT AUDITING FIRM FOR OUR 2012 FISCAL YEAR AND RECOMMENDS THAT THE STOCKHOLDERS VOTE "FOR" THE APPROVAL OF THIS PROPOSAL.

#### SAY-ON-PAY, SAY-ON-FREQUENCY

CalAmp is a Smaller Reporting Company and as such is not subject to the Securities and Exchange Commission's new Say-on-Pay and Say-on-Frequency shareholder voting rules for the 2011 Annual Meeting.

REPORT OF THE AUDIT COMMITTEE

The following Audit Committee Report does not constitute soliciting material and shall not be deemed filed or incorporated by reference into any other Company filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent the Company specifically incorporates this Audit Committee Report by reference therein.

The members of the Audit Committee have been appointed by the Board of Directors. The Audit Committee operates under a written charter that was adopted by the Board in 2001 and last amended in July 2010, a copy of which is available on the Company's website at [www.calamp.com](http://www.calamp.com). The Audit Committee consists of four directors, none of whom were or are officers or employees of the Company. The current members of the Audit Committee are Larry Wolfe, who serves as Chair, Kimberly Alexy, A.J. "Bert" Moyer and Frank Perna, Jr. Each is an "independent" director within Section 4200(a)(15) of the National Association of Securities Dealers' Marketplace Rules.

Duties of the Audit Committee during the period covered by this Report were to:

- oversee the Company's internal accounting and operational controls as well as its financial and regulatory reporting,
- select the Company's independent auditors and assess their performance on an ongoing basis,
- review the Company's interim and year-end financial statements and audit findings with management and the Company's independent auditors, and take any action considered appropriate by the Audit Committee and the Board,
- review the Company's general policies and procedures regarding audits, accounting and financial controls, the scope and results of the auditing engagement, and the extent to which the Company has implemented changes suggested by the auditors,
- review the results of each audit by the Company's independent accountants and discuss with them any factors, including, without limitation, the provision of any non-audit services, that may affect their independence,
- perform other oversight functions as requested by the full Board, and
- report activities performed to the full Board.

Management is responsible for the Company's internal controls. The Company's independent auditors are responsible for performing an independent audit of the Company's consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) and to issue a report thereon. The Audit Committee's responsibility is to monitor and oversee these processes.

In this context, the Audit Committee reviewed CalAmp's audited financial statements for the fiscal year ended February 28, 2011 and discussed these financial statements with both the management of the Company and SingerLewak LLP ("SingerLewak"), CalAmp's independent public accountants. The Company's management, which has primary responsibility for the Company's financial statements, represented to the Audit Committee that its audited financial statements were prepared in accordance with accounting principles generally accepted in the United States.

The Audit Committee also discussed with SingerLewak the matters required to be discussed by Statement on Auditing Standards (SAS) No. 114, "The Auditor's Communication With Those Charged With Governance." The Audit Committee also received from SingerLewak the written disclosures and letter required by Public Company Accounting Oversight Board (PCAOB) Rule 3526, "Communications with Audit Committees Concerning Independence," and discussed with SingerLewak the independence of that firm. For the fiscal year ended February 28, 2011, SingerLewak received fees for the audit of CalAmp's consolidated financial statements and for related tax advisory services. The Audit Committee also considered whether the provision of these services is compatible with maintaining the independence of SingerLewak.

Based on the review and discussions as described above, and in reliance thereon, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended February 28, 2011.

During fiscal 2011, management evaluated the Company's system of internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act and related regulations. The Audit Committee was kept apprised of the progress of the evaluation and provided oversight and advice to management during the process. In connection with this oversight, the Audit Committee received periodic updates at its meetings. Once the documentation, testing and evaluation were completed, the Audit Committee reviewed and discussed with management its assessment and report on the effectiveness of the Company's internal control over financial reporting as of February 28, 2011. The Company filed this report with the SEC in its Annual Report on Form 10-K for the fiscal year ended February 28, 2011.

Also during fiscal 2011, the Audit Committee met with SingerLewak, with and without management present, to discuss the results of its quarterly reviews and annual audit and its observations and recommendations regarding the Company's internal control over financial reporting.

AUDIT COMMITTEE

Larry Wolfe, Chair  
Kimberly Alexy  
A.J. "Bert" Moyer  
Frank Perna, Jr.

OWNERSHIP OF SECURITIES

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth information regarding the beneficial ownership of the Company's Common Stock as of June 8, 2011 by (i) each person or entity who is known by the Company to own beneficially more than 5% of the Company's Common Stock, (ii) each director and nominee for director, (iii) each individual appearing in the Summary Compensation Table appearing elsewhere in this Proxy Statement that was serving as an executive officer at the end of the latest fiscal year, and (iv) all directors and executive officers as a group. The Company knows of no agreements among its stockholders that relate to voting or investment power over its Common Stock.

| Name and Address of Beneficial Owner (1)                         | Shares                    |                       |
|--|---------------------------|-----------------------|
|  | Beneficially Owned (2)(3) | Ownership Percent (4) |
| Frank Perna, Jr., Chairman of the Board of Directors             | 375,000                   | 1.3%                  |
| Kimberly Alexy, Director   | 59,140                    | *                     |
| Michael Burdiek, President, Chief Executive Officer and Director | 671,103                   | 2.3%                  |
| Richard Gold, Vice Chairman of the Board and former CEO          | 1,122,000                 | 3.9%                  |
| A.J. "Bert" Moyer, Director                                      | 94,500                    | *                     |
| Thomas Pardun, Director  | 124,899                   | *                     |
| Larry Wolfe, Director  | 100,000                   | *                     |
| Garo Sarkissian, Vice President Corporate Development            | 273,345                   | 1.0%                  |
| Richard Vitelle, Vice President Finance and CFO                  | 652,268                   | 2.3%                  |
| All directors and executive officers as a group (9 persons)      | 3,472,255                 | 11.8%                 |
| Artis Capital Management, L.P.                                   | 1,559,000 (5)             | 5.5%                  |

\* Less than 1.0% ownership

(1) The address of each named officer and director is c/o CalAmp Corp., 1401 North Rice Avenue, Oxnard, California 93030.

(2) Amounts include shares purchasable upon exercise of stock options that were exercisable as of June 8, 2011 or within 60 days thereafter, in the following amounts:

|                                       |           |
|---------------------------------------|-----------|
| Frank Perna, Jr.                      | 12,000    |
| Richard Gold                          | 327,000   |
| A.J. "Bert" Moyer                     | 26,000    |
| Thomas Pardun                         | 4,899     |
| Michael Burdiek                       | 239,000   |
| Garo Sarkissian                       | 112,500   |
| Richard Vitelle                       | 360,000   |
| All officers and directors as a group | 1,081,399 |

(3) Amounts include shares purchasable upon exercise of warrants that were exercisable as of June 8, 2011 in the following amounts:

|                                       |        |
|---------------------------------------|--------|
| Frank Perna, Jr.                      | 20,000 |
| Michael Burdiek                       | 2,500  |
| Richard Vitelle                       | 10,000 |
| All officers and directors as a group | 32,500 |

- (4) For the purposes of determining the percentage of outstanding Common Stock held by the persons set forth in the table and by all officers and directors as a group, the number of shares is divided by the sum of the number of outstanding shares of the Company's Common Stock on June 8, 2011 (28,334,436 shares) and the number of shares of Common Stock subject to options and warrants exercisable currently or within 60 days of June 8, 2011 by such persons or by the officer and director group as a whole.
- (5) The address for Artis Capital Management is One Market Plaza, Steuart Street Tower, Suite 2700, San Francisco, CA 94105. Shares owned are as of March 31, 2011 per a Form 13F filed with the SEC on May 16, 2011. This Form 13F stated that Artis Capital Management has sole voting and dispositive power as to all 1,559,000 shares.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

At February 28, 2011, the Company had two equity award plans, the 1999 Stock Option Plan and the 2004 Incentive Stock Plan (the "2004 Stock Plan"). Under the 2004 Stock Plan, various types of equity awards can be made, including stock options, stock appreciation rights ("SARs"), restricted stock, restricted stock units ("RSUs"), phantom stock and bonus stock. To date, only stock options, restricted stock, RSUs and bonus stock have been granted under the 2004 Stock Plan. Options can no longer be granted under the 1999 Stock Option Plan. The 1999 Stock Option Plan and the 2004 Stock Plan were both approved by the Company's stockholders.

The following table sets forth information regarding securities authorized for issuance under equity compensation plans as of February 28, 2011:

| Plan Category   | Number of securities to be issued upon exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the second column) |
|---|---|---|--|
| Equity compensation plans approved by stockholders          | 3,332,149 (1)   | \$ 4.87 (2)   | 1,272,223  |
| Common stock purchase warrants not approved by stockholders | 520,000 (3)   | \$ 3.90   | -0-  |
| <b>Total</b>  | <b>3,852,149</b>  | <b>\$ 4.68 (2)</b>  | <b>1,272,223</b>   |

- (1) Includes 1,224,250 shares issuable upon vesting of outstanding RSUs under the 2004 Stock Plan.
- (2) The weighted-average exercise price does not take into account the shares issuable upon vesting of 1,224,250 outstanding RSUs as there is no exercise price associated with these equity awards.
- (3) Amount is comprised of 20,000 warrants issued to a key supplier in October 2009 and 500,000 warrants issued in December 2009 and January 2010 in conjunction with the issuance of \$5 million in subordinated promissory notes.

EXECUTIVE COMPENSATION AND RELATED INFORMATION  
Compensation Discussion and Analysis

Role of the Compensation Committee

The members of the Compensation Committee have been appointed by the Board of Directors. The Compensation Committee currently consists of four directors, all of whom are "independent directors" as defined in the listing standards of the NASDAQ Marketplace Rules. The current members of the Compensation Committee are Thomas Pardun, who serves as Chair, Kimberly Alexy, Frank Perna, Jr. and Larry Wolfe.

The Compensation Committee operates under a written charter that was originally adopted by the Board in December 2002 and which has subsequently been amended from time to time, most recently in January 2007. The charter of the Compensation Committee is posted on the Company's website at [www.calamp.com](http://www.calamp.com).

The Compensation Committee is responsible for monitoring the performance and compensation of the executive officers listed in the Summary Compensation Table below (the "executive officers"), reviewing the compensation plans, including bonuses, and administering the Company's equity award plans. While the Company's Board of Directors is responsible for the final approval of executive compensation, it relies heavily on the advice and recommendations of the Compensation Committee.

Compensation Philosophy and Programs

The Company's executive compensation programs are designed to attract, motivate and retain executives who will contribute significantly to the long-term success of the Company and the enhancement of stockholder value. Consistent with this philosophy, the following goals provide a framework for the Compensation Committee's administration of the executive compensation program:

- ◆ executive compensation should be comparable to the average or median compensation level of comparable companies (as discussed in further detail below) to allow the Company to attract and retain talented management;
- ◆ annual variable compensation should reward the executives for achieving specific results that are intended to increase stockholder value;
- ◆ total compensation for each executive should be related to overall Company performance as well as individual performance;
- ◆ the compensation program should align the interests of the Company's executives with those of its stockholders; and
- ◆ supplemental benefits and perquisites that reward executives without regard to performance should be minimal.

Elements of Compensation

In order to achieve the above goals, the total compensation package of the executive officers includes base salary, an annual cash bonus, and long-term compensation in the form of equity awards. Salary is set at a competitive level (as discussed in further detail below) to attract and retain qualified candidates. Bonuses are tied specifically to performance of the Company or a specific business unit of the Company and/or individual contributions. Equity-based incentive awards are granted in amounts the Compensation Committee believes are necessary to provide incentives for future performance, taking into account competitive long-term incentive practices of similar companies, responsibilities and duties of each officer, and individual performance. This mix of compensation elements is intended to place a significant portion of compensation at risk and emphasizes performance.

The Company also provides executive officers with benefit plans that are generally available to all regular full-time employees of CalAmp. The Compensation Committee believes that appropriately balancing the total compensation package and ensuring the viability of each component of the package (both on its own and taken together as a whole) is necessary in order to provide market-competitive compensation. The Compensation Committee strives to balance the various components of the officer compensation program in order to motivate executives to improve the Company's results on a cost-effective basis. The factors that are used to determine individual compensation packages are generally similar for each named executive officer, including the CEO.

#### Role of Management in the Compensation Determination Process

The Compensation Committee periodically meets with the Company's Chief Executive Officer and Chief Financial Officer to obtain information with respect to compensation programs. The CEO makes recommendations to the Compensation Committee on the base salaries, incentive targets and measures, and equity compensation for the Company's executive officers. The Compensation Committee considers, but is not bound by and does not always accept, management's recommendations with respect to executive officer compensation. The Compensation Committee also periodically seeks input from compensation consultants or other independent information sources prior to making any final determinations. The CEO and CFO attend most of the Compensation Committee's meetings, but the Compensation Committee also regularly holds executive sessions not attended by any members of management. The Compensation Committee discusses the CEO's compensation package with him, but generally makes decisions with respect to the CEO's compensation without him present. The Compensation Committee has not delegated any of its authority with respect to compensation of executive officers to any member of management.

#### Role of Compensation Consultants in the Compensation Determination Process

The Compensation Committee has the authority to engage its own compensation consultants and other independent advisors to assist in creating and administering the Company's executive compensation policies. Periodically since 2003, the Compensation Committee has retained the services of independent compensation consulting firms to conduct various compensation-related studies and analyses. During this time period, the independent consulting firms have not provided any other services to the Company and have received no compensation other than with respect to services provided to the Compensation Committee. In January 2010, Compensia was engaged to assist the Compensation Committee in the determination of executive officer compensation for fiscal year 2011. The process of determining fiscal 2011 executive officer compensation is described below.

#### Determination of Executive Officer Compensation for Fiscal 2011

##### Comparative Analysis

Prior to the beginning of fiscal 2011, the Compensation Committee engaged Compensia to assist the Committee in the evaluation of appropriate cash and equity compensation for the executive officers for fiscal 2011. Compensia, in consultation with the Company's management, prepared a competitive compensation analysis that compared the cash and equity-based compensation of the Company's executive officers with the combined, or blended, compensation data of the Radford Executive Survey and of a public company peer group (the "Peer Group") as reported in proxy statements and other public filings. The Peer Group for fiscal 2011, consisting of 14 companies of similar size and profile to CalAmp, was compiled by Compensia and was approved by the Compensation Committee. These peer companies are Airvana Inc., Anaren Inc., Communications Systems Inc., Digi International Inc., EFJ Inc., Endwave Corp., Globecom Systems, KVH Industries Inc., LoJack Corporation, Numerex Corp., Occam Networks Inc., PC-TEL Inc., Symmetricom Inc. and Zhong Technologies Inc. At the time of preparing this analysis, CalAmp's consolidated revenue for the trailing 12 month period was at the 55th percent rank of the Peer Group, and CalAmp's enterprise value was at the 50th percent rank of the Peer Group. The compensation data was blended by giving equal weighting to the 50th percentile compensation amounts per the Radford Executive Survey and the mean, or average, compensation amounts of the Peer Group. Mean values were used for the Peer Group compensation data instead of 50th percentile values because the latter can vary significantly from the mean as a result of the relatively small sample size.

The competitive compensation analysis for fiscal 2011 was presented by Compensia to the Compensation Committee during a meeting on February 18, 2010. At this meeting Compensia also presented its assessment of the Company's executive compensation elements relative to market practices and trends.

#### Base Salary

Base salary for executive officers, including that of the CEO, is set according to the responsibilities of the position, the specific skills and experience of the individual and the competitive market for executive talent. The Compensation Committee reviews salaries annually and adjusts them as appropriate to reflect changes in market conditions, individual performance and responsibilities, and the Company's financial position. The aggregate value of total cash compensation (base salary and bonus) for executive officers is generally targeted at approximately the 50th percentile of executive compensation at comparable companies, based on the blended Radford Executive Survey data and Peer Group data, with the intent that superior performance under incentive bonus plans would enable the executive officer to elevate his total cash compensation to levels that are above the average of comparable companies.

Richard Gold, who served as the Company's CEO during fiscal 2011 and the two preceding years, voluntarily reduced his annual base salary from \$425,000 to \$380,000 during fiscal 2010 in conjunction with a company-wide cost reduction program. The Compensation Committee, based in part on the recommendation of Compensia, restored Mr. Gold's base salary to \$425,000 effective at the beginning of fiscal 2011. The base salary of Michael Burdick was increased from \$280,000 to \$320,000 effective April 5, 2010 upon his promotion to President and Chief Operating Officer. Fiscal 2011 base salary amounts for the other named executive officers are disclosed in the Summary Compensation Table on page 31.

#### Short-Term Incentive Compensation Plan

The Company's annual incentive bonus plan for executive officers reflects the Compensation Committee's belief that a meaningful component of executive compensation should be contingent on the financial performance of the Company. The aggregate value of total cash compensation (base salary and bonus) for executive officers is generally targeted at approximately the 50th percentile of executive compensation at comparable companies, based on the blended data of the Radford Executive Survey and the Peer Group companies, with the intent that superior performance under the incentive compensation plan would enable each executive to elevate his total cash compensation to a level that is above the average of comparable companies.

At the Compensation Committee's February 18, 2010 meeting, the CEO presented the proposed parameters of the executive officer short-term incentive plan for fiscal 2011, including weighting factors, incentive amounts as a percentage of base salary, and quantitative goals. The quantitative goals proposed for the fiscal 2011 short-term incentive plan were consolidated revenue and consolidated earnings before interest, taxes, depreciation, amortization and stock-based compensation expense, or EBITDA, per the fiscal 2011 Annual Operating Plan ("AOP"). These measures are believed to best reflect the short-term performance of the Company, as they are directly influenced by management's actions. The Compensation Committee approved the fiscal 2011 executive officer short-term incentive plan at this meeting.

For the fiscal 2011 short-term incentive plan, threshold, target and maximum performance levels for both financial goals were established corresponding to payout levels for each officer as follows:

|                          | Incentive Amounts as a % of Base Salary |        |         |
|--------------------------|---|--------|---------|
|                          | Threshold                               | Target | Maximum |
| CEO                      | 15%                                     | 50%    | 100%    |
| President/COO and CFO    | 15%                                     | 40%    | 80%     |
| VP Corporate Development | 15%                                     | 30%    | 60%     |



The Compensation Committee believes that this structure rewards the executive officers for overachievement of the Company's quantitative goals and provides limited downside protection in the event of performance that is close to, but below, the target level. For fiscal 2011, the quantitative goals at the target level were set equal to consolidated revenue and EBITDA as shown in the fiscal 2011 AOP, which is consistent with the methodology used for the short-term incentive plans of previous years. Quantitative goals at the threshold and maximum performance levels were determined by varying the goal amounts up or down from the projected revenue and EBITDA amounts shown in the fiscal 2011 AOP. The AOP is established by management and approved by the Board at the beginning of each fiscal year, and reflects performance levels that the Board feels are challenging but achievable with significant effort. The maximum levels for each measure are generally set so as to represent both extremely challenging performance goals and outstanding achievement. Payouts are prorated on a straight-line basis for achievement between the threshold and target levels or the target and maximum levels. If the Company does not achieve at least the threshold performance level for a measure, no payout is made for that measure.

The fiscal 2011 quantitative goals were as follows (in millions):

|                      | Threshold | Target   | Maximum  |
|----------------------|-----------|----------|----------|
| Consolidated revenue | \$ 119.7  | \$ 133.0 | \$ 159.5 |
| Consolidated EBITDA  | \$ 3.7    | \$ 4.7   | \$ 6.1   |

For fiscal 2011, the Committee established weighting factors of 50% each on consolidated revenue and consolidated EBITDA for each of the Company's four executive officers. Actual consolidated revenue and consolidated EBITDA were less than the threshold levels specified in the fiscal 2011 short-term incentive plan, and consequently no bonus amounts were earned or paid for the year.

#### Equity Awards

The Compensation Committee believes that equity compensation plans are an essential tool to align the long-term interests of stockholders and employees, particularly members of executive management, and serve to motivate executive officers to make decisions that will, in the long run, provide the best returns to stockholders. The Compensation Committee also believes that broad-based equity plans remain an essential element of a competitive compensation package, given that such plans are offered currently by most public technology companies with whom the Company competes for both executives and non-executive employees.

At a meeting of the Compensation Committee held on July 29, 2010, the CEO presented proposed equity awards for the executive officers that consisted of a combination of stock options and restricted stock. The Compensation Committee and the Board believe that the use of such equity awards as part of the executive officer compensation program helps drive long-term Company performance, aligns the interests of the officers with those of the Company's stockholders, and provides a retention factor through long-term vesting of equity awards.

During this meeting the Compensation Committee considered the information on Total Direct Compensation (base salary, cash bonus plus equity compensation) contained in the fiscal 2011 competitive compensation assessment described above that compared the compensation of the Company's executive officers with blended compensation data from the Radford Executive Survey and the Peer Group companies. In evaluating the proposed executive officer equity awards for fiscal 2011, the Compensation Committee also considered factors such as the ratio of proposed equity awards for executive officers and non-executive officer employees of the Company, the prevailing stock price, estimates of stock compensation expense, longevity projections of the equity award plan pool of available units, and equity award 'burn rate' estimates. It was noted during this Compensation Committee meeting that Total Direct Compensation of the Company's executive officers as a group was essentially equal to the market, as represented by the median Total Direct Compensation amount of the Radford Executive Survey and the Peer Group companies. Following the Compensation Committee's review and deliberation at this meeting, the Committee approved equity awards for the executive officers, and these awards were ratified by the full Board. These equity awards are detailed in the Grants of Plan-Based Awards for Fiscal 2011 table on page 32.

#### Equity Award Practices

The Compensation Committee or the Board of Directors approves all equity awards. Equity awards, typically consisting of stock options, restricted stock or RSUs, are generally made when a key employee, including an executive officer, joins the Company, and generally on an annual basis thereafter. These executive officer and key employee equity awards typically vest over a four-year period. Stock options are granted at an exercise price equal to the fair market value of the Company's common stock on the date of grant. The date of grant is the date on which the Compensation Committee or the Board meets and approves the particular option grant or grants. Beginning in fiscal 2008, it has been the Company's practice to make annual equity award grants to executive officers and key employees on the day of the annual meeting of stockholders, at the same time that equity awards are made to non-employee directors pursuant to the provisions of the Company's 2004 Stock Plan. In the future, the Compensation Committee expects to continue this practice of making the annual officer and key employee equity awards on the same day as the annual meeting.

The size of an initial equity award to an executive officer is based upon the position, responsibilities and expected contribution of the individual, with subsequent grants also taking into account the individual's performance and potential contributions. In establishing the amount and type of equity awards to the Company's executive officers, the Compensation Committee takes into consideration each executive officer's duties and responsibilities, individual performance, and the competitive compensation analysis in which the executive officers' total direct compensation is benchmarked against blended compensation data from the Radford Executive Survey and the Peer Group companies. The Compensation Committee also takes into consideration the equity award burn rate in relation to industry averages published by RiskMetrics Group and the financial statement impact of proposed equity awards.

The Company does not time the granting of equity awards with any favorable or unfavorable news released by the Company. The timing of initial grants is driven by the date of hire of new employees. The date of the annual meeting of stockholders, at which time the Compensation Committee reviews and approves annual equity grants for officers and key employees, is usually established about three months in advance.

#### Executive Officer Stock Ownership Guidelines and Equity Holding Period

In 2004, the Compensation Committee adopted minimum stock ownership guidelines for executive officers. For the CEO, the guideline stock ownership amount is 2.5 times annual base salary, and for all other executive officers the guideline stock ownership amount is 1.5 times annual base salary. The market value of the stock on the date of acquisition serves as the basis for determining compliance with the guidelines. At the end of fiscal 2011, all executive officers were in compliance with these stock ownership guidelines.

The Company does not currently have a policy that specifies a minimum holding period for Company stock acquired by the executive officers as the result of restricted stock awards or option exercises. The Board of Directors believes that the executive officer stock ownership guidelines are sufficient to ensure that the Company's officers maintain a meaningful ownership interest in the Company.

#### Retirement Benefits

The Company does not provide pension benefits or deferred compensation plans to any of its employees, including the executive officers, other than a 401(k) plan that is open to all regular, full-time U.S. employees. The 401(k) plan is a tax-qualified retirement savings plan pursuant to which all U.S. employees, including the named executive officers, are permitted to contribute up to the limit prescribed by the Internal Revenue Service on a before-tax basis. The Company matches 50% of the first 4% of pay contributed to the 401(k) plan each year, except that during the period from April 6, 2009 to December 31, 2010 the Company's 401(k) matching contributions were suspended as part of a company-wide cost reduction program.

#### Adjustment or Recovery of Payments

Under Section 304 of the Sarbanes-Oxley Act of 2002, CEOs and CFOs of companies that have to restate earnings because of financial “misconduct” must pay back the bonuses and incentive compensation that they received from their companies. Beyond this statutory requirement, CalAmp does not currently have a policy requiring a fixed course of action with respect to compensation adjustments following later restatements of performance targets. Under those circumstances, it is anticipated that the Compensation Committee and the Board would evaluate whether other compensation adjustments in addition to those mandated under the Sarbanes-Oxley Act were appropriate based upon the facts and circumstances surrounding the restatement.

#### Severance and Change of Control Payments

The Company's Board of Directors has provided executive officers with severance and change of control arrangements in order to promote stability and continuity, and to mitigate a potential disincentive for the executives to pursue and execute an acquisition of the Company, particularly where the services of these executive officers may not be required by the acquirer. For a more detailed description of these severance and change of control benefits, please see the discussion under “Employment Contracts and Change-In-Control Arrangements” on page 35.

#### Other Compensation

Other elements of executive compensation include life and long-term disability insurance and health benefits. These benefits are also available to all regular, full-time U.S. employees of the Company, except that the Company pays the entire disability and health insurance premiums for the executive officers. The executive officers are also covered by a supplemental medical insurance program that reimburses the officer for out-of-pocket eligible medical costs up to an annual limit of \$100,000 per officer. Company payments for executive officers pursuant to these other elements of compensation in fiscal 2011 are included in the “All Other Compensation” column in the Summary Compensation Table on page 31.

#### Tax and Accounting Implications

As part of its role, the Compensation Committee reviews and considers the deductibility of executive officer compensation under Section 162(m) of the Internal Revenue Code, which provides that the Company may not deduct compensation of more than \$1,000,000 that is paid to certain individuals. To qualify for deductibility under Section 162(m), compensation in excess of \$1,000,000 per year paid to the named executive officers (other than the CFO) at the end of such fiscal year generally must be “performance-based” compensation as determined under Section 162(m). The Compensation Committee generally intends to comply with the requirements for full deductibility of executive officer compensation under Section 162(m). However, the Compensation Committee will balance the costs and burdens involved in such compliance against the value to the Company and its stockholders of the tax benefits that the Company would obtain as a result, and may in certain instances pay compensation that is not fully deductible if, in its determination, such costs and burdens outweigh such benefits.

COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The following Compensation Committee Report does not constitute soliciting material and shall not be deemed filed or incorporated by reference into any other Company filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent the Company specifically incorporates this Compensation Committee Report by reference therein.

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis contained in this Proxy Statement. Based on the Compensation Committee's review of and the discussions with management with respect to the Compensation Discussion and Analysis, the Compensation Committee has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement and be incorporated by reference in the Company's Annual Report on Form 10-K for the fiscal year ended February 28, 2011.

COMPENSATION COMMITTEE

Thomas Pardun, Chair  
Kimberly Alexy  
Frank Perna, Jr.  
Larry Wolfe

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

During the fiscal year ended February 28, 2011, the Compensation Committee was comprised of Mr. Pardun, Ms. Alexy, Mr. Perna and, for the last seven months of fiscal 2011, Mr. Wolfe. There are no interlocks between the Company and other entities involving the Company's executive officers and directors who serve as executive officers or directors of other entities.

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## SUMMARY COMPENSATION TABLE

The table below sets forth the compensation awarded to, earned by, or paid to each of the Company's executive officers for the last three fiscal years.

| Name and<br>Principal Position                          | Fiscal<br>Year | Salary     | Bonus  | Grant Date Fair Value: |                         | Non-Equity<br>Incentive<br>Plan<br>(Bonus Plan) | All Other<br>Compen-<br>sation | Total      |
|---|----------------|------------|--------|------------------------|-------------------------|---|--------------------------------|------------|
|   |                |            |        | Stock<br>Awards<br>(1) | Option<br>Awards<br>(1) |   |                                |            |
| Richard Gold (2)<br>Vice Chairman<br>and former CEO     | 2011           | \$ 425,000 | \$ -0- | \$ 336,960             | \$ 110,880              | \$ -0-  | \$ 10,604 (3)                  | \$ 883,447 |
|   | 2010           | 385,134    | -0-    | 288,000                | 100,000                 | 36,377  | 15,660                         | 825,171    |
|   | 2009           | 425,000    | -0-    | -0- (4)                | 489,000                 | -0- (5)   | 14,196                         | 928,196    |
| Michael Burdick (6)<br>President and CEO,<br>former COO | 2011           | 315,400    | -0-    | 168,480                | 55,440                  | -0-   | 11,425 (7)                     | 550,745    |
|   | 2010           | 280,000    | -0-    | 144,000                | 62,500                  | 27,621  | 17,335                         | 531,456    |
|   | 2009           | 275,846    | -0-    | 106,500                | 153,600                 | 48,332  | 18,117                         | 602,395    |
| Garo Sarkissian<br>VP Corporate<br>Development          | 2011           | 225,000    | -0-    | 93,600                 | 30,800                  | -0-   | 15,701 (8)                     | 365,101    |
|   | 2010           | 210,000    | -0-    | 72,000                 | 25,000                  | 18,324  | 17,966                         | 343,290    |
|   | 2009           | 210,000    | -0-    | 63,900                 | 64,000                  | 10,500  | 17,166                         | 365,566    |
| Richard Vitelle<br>VP Finance and CFO                   | 2011           | 290,000    | -0-    | 140,400                | 46,200                  | -0-   | 8,706 (9)                      | 485,306    |
|   | 2010           | 280,000    | -0-    | 108,000                | 37,500                  | 20,716  | 8,000                          | 454,216    |
|   | 2009           | 280,000    | -0-    | 85,200                 | 115,200                 | 30,343  | 11,600                         | 522,343    |

- (1) Amounts shown in these columns represent the grant date fair value for equity awards made during fiscal 2009, 2010 and 2011, calculated in accordance with FASB ASC Topic 718. The fair value of restricted stock awards is the closing stock price on the grant date. The fair value of option grants is computed using the Black-Scholes option pricing model and assuming no forfeitures. Assumptions made for the purpose of computing the fair value of stock options are described in the Company's fiscal 2011 Annual Report on Form 10-K in Note 7 to the Consolidated Financial Statements under the heading "Equity Awards".
- (2) Mr. Gold was appointed President and CEO on March 4, 2008. On April 5, 2010, Mr. Gold relinquished the title of President but retained the title of CEO upon Mr. Burdick's promotion to President and Chief Operating Officer. Effective May 11, 2009, Mr. Gold voluntarily reduced his annual base salary from \$425,000 to \$380,000 in conjunction with a company-wide cost reduction program. Effective March 1, 2010, the Board of Directors restored Mr. Gold's annual base salary to \$425,000. Effective June 1, 2011, Mr. Gold was appointed Vice Chairman of the Board of Directors upon Mr. Burdick's promotion to President and Chief Executive Officer, at which time Mr. Gold's annual base salary was reduced to \$300,000.
- (3) Amount consists of \$1,308 for a Company matching contribution under the 401(k) Plan, \$1,038 under an executive medical cost reimbursement program, and \$8,258 for health, disability and life insurance premiums paid by the Company for the benefit of Mr. Gold.
- (4) Mr. Gold was awarded 200,000 shares of restricted stock on February 29, 2008 upon his acceptance of an employment position with the Company. The grant date fair value of this equity award, \$546,000, is not shown in the table because this award occurred in fiscal 2008, and Mr. Gold did not become an executive officer of the Company until fiscal 2009.
- (5) Mr. Gold declined to accept his earned bonus of \$74,400 for fiscal 2009.
- (6) Mr. Burdick was promoted from President of the Company's Wireless DataCom business to CalAmp's Chief Operating Officer effective June 11, 2008, at which time his base salary was increased from \$265,000 to \$280,000. Effective April 5, 2010, Mr. Burdick was promoted to President and Chief Operating Officer and his annual base salary was increased to \$320,000. Effective June 1, 2011 Mr. Burdick was promoted to President and Chief Executive Officer, at which time his annual base salary was increased to \$400,000.

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- (7) Amount consists of \$985 for a Company matching contribution under the 401(k) Plan, \$2,902 under an executive medical cost reimbursement program, and \$7,538 for health, disability and life insurance premiums paid by the Company for the benefit of Mr. Burdick.
- (8) Amount consists of \$692 for a Company matching contribution under the 401(k) Plan, \$7,959 under an executive medical cost reimbursement program, and \$7,050 for health, disability and life insurance premiums paid by the Company for the benefit of Mr. Sarkissian.

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- (9) Amount consists of \$892 for a Company matching contribution under the 401(k) Plan, \$1,618 under an executive medical cost reimbursement program, and \$6,196 for health, disability and life insurance premiums paid by the Company for the benefit of Mr. Vitelle.

GRANTS OF PLAN-BASED AWARDS FOR FISCAL 2011

The table below sets forth the grants of stock options and restricted stock under our 2004 Incentive Stock Plan and other plan-based awards to the named executive officers during fiscal 2011.

| Name             | Grant Date | Approval Date | Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1) |            |            | All Other Stock Awards:                | All Other Option Awards:                    | Exercise Base Price of Option (\$/Sh.) | Market Price on Grant Date (\$/Sh.) | Grant Date | Fair Value of Stock and Option Awards (\$) |
|------------------|------------|---------------|---|------------|------------|--|---|--|-------------------------------------|------------|--|
|                  |            |               | Threshold   | Target     | Maximum    | Number of Shares of Stock or Units (#) | Number of Securities Underlying Options (#) |  |                                     |            |  |
| Richard Gold     |            |               | \$ 63,800   | \$ 212,500 | \$ 425,000 |  |   |  |                                     |            |  |
| Vice Chairman    | 7/29/10    | 7/29/10       |   |            |            | 144,000                                |   |  | \$ 2.34                             |            | \$ 336,960                                 |
| and former CEO   | 7/29/10    | 7/29/10       |   |            |            |  | 72,000                                      | \$ 2.34                                | \$ 2.34                             |            | \$ 110,880                                 |
| Michael Burdick  |            |               | \$ 47,300   | \$ 126,200 | \$ 252,300 |  |   |  |                                     |            |  |
| President & CEO, | 7/29/10    | 7/29/10       |   |            |            | 72,000                                 |   |  | \$ 2.34                             |            | \$ 168,480                                 |
| former COO       | 7/29/10    | 7/29/10       |   |            |            |  | 36,000                                      | \$ 2.34                                | \$ 2.34                             |            | \$ 55,440                                  |
| Garo Sarkissian  |            |               | \$ 33,800   | \$ 67,500  | \$ 135,000 |  |   |  |                                     |            |  |
| VP Corporate     | 7/29/10    | 7/29/10       |   |            |            | 40,000                                 |   |  | \$ 2.34                             |            | \$ 93,600                                  |
| Development      | 7/29/10    | 7/29/10       |   |            |            |  | 20,000                                      | \$ 2.34                                | \$ 2.34                             |            | \$ 30,800                                  |
| Richard Vitelle  |            |               | \$ 43,500   | \$ 116,000 | \$ 232,000 |  |   |  |                                     |            |  |
| VP Finance       | 7/29/10    | 7/29/10       |   |            |            | 60,000                                 |   |  | \$ 2.34                             |            | \$ 140,400                                 |
| and CFO          | 7/29/10    | 7/29/10       |   |            |            |  | 30,000                                      | \$ 2.34                                | \$ 2.34                             |            | \$ 46,200                                  |

- (1) The amounts shown in these columns represent the threshold, target and maximum payout levels under the fiscal 2011 executive officer short-term incentive plan. No amounts were earned under this plan for fiscal 2011.

OPTION EXERCISES AND STOCK VESTED IN FISCAL 2011

The following table sets forth the number of shares acquired upon vesting of restricted stock of each named executive officer during the fiscal year ended February 28, 2011, and the associated value realized. There were no option exercises by the named officers during fiscal 2011.

| Name and Position                                   | Stock Awards                                   |  |
|---|--|--|
|   | Number of<br>Shares Acquired<br>On Vesting (#) | Value<br>Realized<br>on<br>Vesting<br>(\$) |
| Richard Gold<br>Vice Chairman and<br>former CEO     | 90,000   | \$ 231,700                                 |
| Michael Burdick<br>President and CEO,<br>former COO | 37,500   | \$ 86,750                                  |
| Garo Sarkissian<br>VP Corp. Development             | 21,250   | \$ 49,200                                  |
| Richard Vitelle<br>VP Finance and CFO               | 31,250   | \$ 72,250                                  |



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OUTSTANDING EQUITY AWARDS AT THE END OF FISCAL 2011

The following table sets forth the outstanding equity awards of each named executive officer as of the end of fiscal 2011. All outstanding option awards reported in this table vest in equal annual installments over four years and expire 10 years from the date of grant. All outstanding stock awards reported in this table represent restricted stock that vests in equal annual installments over four years. At the end of fiscal 2011 there were no unearned equity awards under performance-based plans.

| Name and<br>Position                                | Grant Date | Option Awards  |  | Option<br>Exercise<br>Price<br>(\$) | Option<br>Expiration<br>Date | Stock Awards   |   |
|---|------------|--|--|-------------------------------------|------------------------------|--|---|
|   |            | Number of<br>Securities<br>Underlying<br>Unexercised<br>Options (#)<br>Exercisable | Number of<br>Securities<br>Underlying<br>Unexercised<br>Options (#)<br>Unexercisable |                                     |                              | Number of<br>Shares of<br>Stock That<br>Have Not<br>Vested (#) | Market<br>Value of<br>Shares of<br>Stock<br>That<br>Have Not<br>Vested (\$) |
| Richard Gold (1)<br>Vice Chairman<br>and former CEO | 07/23/01   | 8,000  | 0  | \$ 5.15                             | 07/23/11                     |  |   |
|   | 07/19/02   | 8,000  | 0  | 4.99                                | 07/19/12                     |  |   |
|   | 07/18/03   | 8,000  | 0  | 3.89                                | 07/18/13                     |  |   |
|   | 08/27/04   | 8,000  | 0  | 6.25                                | 08/27/14                     |  |   |
|   | 08/03/05   | 8,000  | 0  | 8.53                                | 08/03/15                     |  |   |
|   | 07/27/06   | 4,000  | 0  | 6.51                                | 07/27/16                     |  |   |
|   | 02/29/08   |  |  |                                     |                              | 50,000   | \$ 152,500  |
|   | 03/04/08   | 150,000  | 150,000  | 2.73                                | 03/04/18                     |  |   |
|   | 07/30/09   | 20,000   | 60,000   | 1.80                                | 07/30/19                     | 120,000  | 366,000   |
|   | 07/29/10   | 0  | 72,000   | 2.34                                | 07/29/20                     | 144,000  | 439,200   |
| Michael Burdick<br>President & CEO,<br>former COO   | 06/28/06   | 65,000   | 0  | 8.45                                | 06/28/16                     |  |   |
|   | 08/01/07   | 37,500   | 12,500   | 4.28                                | 08/01/17                     | 5,000  | 15,250  |
|   | 07/24/08   | 60,000   | 60,000   | 2.13                                | 07/24/18                     | 25,000   | 76,250  |
|   | 07/30/09   | 12,500   | 37,500   | 1.80                                | 07/30/19                     | 60,000   | 183,000   |
|   | 07/29/10   | 0  | 36,000   | 2.34                                | 07/29/20                     | 72,000   | 219,600   |
| Garo Sarkissian<br>VP Corporate<br>Development      | 10/04/05   | 20,000   | 0  | 8.16                                | 10/04/15                     |  |   |
|   | 05/05/06   | 10,000   | 0  | 13.66                               | 05/05/16                     |  |   |
|   | 08/01/07   | 22,500   | 7,500  | 4.28                                | 08/01/17                     | 3,750  | 11,438  |
|   | 07/24/08   | 25,000   | 25,000   | 2.13                                | 07/24/18                     | 15,000   | 45,750  |
|   | 07/30/09   | 5,000  | 15,000   | 1.80                                | 07/30/19                     | 30,000   | 91,500  |
|   | 07/29/10   | 0  | 20,000   | 2.34                                | 07/29/20                     | 40,000   | 122,000   |
| Richard Vitelle<br>VP Finance<br>and CFO            | 07/23/01   | 35,000   | 0  | 5.15                                | 07/23/11                     |  |   |
|   | 03/07/02   | 40,000   | 0  | 5.00                                | 03/07/12                     |  |   |
|   | 04/25/03   | 20,000   | 0  | 3.16                                | 04/25/13                     |  |   |
|   | 05/12/04   | 30,000   | 0  | 7.25                                | 05/12/14                     |  |   |
|   | 05/04/05   | 60,000   | 0  | 5.69                                | 05/04/15                     |  |   |
|   | 05/05/06   | 60,000   | 0  | 13.66                               | 05/05/16                     |  |   |
|   | 08/01/07   | 45,000   | 15,000   | 4.28                                | 08/01/17                     | 6,250  | 19,063  |
|   | 07/24/08   | 45,000   | 45,000   | 2.13                                | 07/24/18                     | 20,000   | 61,000  |
|   | 07/30/09   | 7,500  | 22,500   | 1.80                                | 07/30/19                     | 45,000   | 137,250   |
|   | 07/29/10   | 0  | 30,000   | 2.34                                | 07/29/20                     | 60,000   | 183,000   |

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- (1) Mr. Gold's options with expiration dates of 7/23/11 through 7/27/16 were granted to him while he served as a non-employee director.

EMPLOYMENT CONTRACTS AND CHANGE-IN-CONTROL ARRANGEMENTS

The Company has entered into change of control and salary continuation agreements with the named executive officers designed to protect such executives against the loss of their positions as a result of termination without Cause or termination for Good Reason following a Change of Control, in which:

- "Cause" is defined as the occurrence or existence of any of the following with respect to the covered executive officer, as determined by a majority of the directors of the Board: (i) unsatisfactory performance of the officer's duties or responsibilities, after written notice and reasonable opportunity to cure; (ii) willful failure to follow any lawful directive of the Company or Board consistent with the officer's position and duties, after written notice and reasonable opportunity to cure; (iii) material breach by the officer of his duty not to engage in any transaction that represents, directly or indirectly, self-dealing with the Company or any of its affiliates that has not been approved by a majority of the disinterested directors of the Board; (iv) commission of any willful or intentional act that could reasonably be expected to materially injure the property, reputation, business or business relationships of the Company or its customers; or (v) the conviction or the plea of "no contest" to a felony involving moral turpitude;
- "Good Reason" is defined as (i) a material change or reduction in the officer's authority, duties and responsibilities following a Change of Control; (ii) transfer of the officer to another work location that is materially further away from the officer's current primary residence than the officer's current work location; or (iii) a material reduction in the officer's base salary made without the officer's consent; and
- "Change of Control" is defined as the first to occur of (i) the sale or other transfer of all or substantially all of the assets of the Company to any person or group; (ii) the adoption of a plan of liquidation or dissolution of the Company; (iii) the merger or consolidation of the Company with or into another entity, or the merger of another entity into the Company or any subsidiary of the Company with the effect that immediately after the transaction the stockholders of the Company hold less than 50% of the total voting power of all securities entitled to vote in the election of directors, managers or trustees of the entity surviving such merger or consolidation; or (iv) the acquisition by any person or group of more than 50% of the voting power of all securities of the Company entitled to vote in the election of directors of the Company.

If the officer is terminated at any time without Cause, or the officer terminates his employment for Good Reason within the 12-month period immediately following a Change of Control, then the officer is entitled to severance in the form of continuation of payments of base salary and employee benefits coverage for 12 months.

Each agreement continues in effect until May 30, 2012 (or March 4, 2012 in the case of Mr. Gold's agreement), and automatically renews for successive one-year terms thereafter; provided, however, that failure by the Company to renew the agreement constitutes termination without Cause.

For illustration purposes, if the Change of Control or salary continuation provisions had been triggered as of the end of fiscal 2011 for any of the named executive officers, the total salary continuation benefits payable would have been \$425,000 for Mr. Gold, \$320,000 for Mr. Burdick, \$225,000 for Mr. Sarkissian and \$290,000 for Mr. Vitelle.

The employment agreements of Messrs. Gold and Burdick provide that if the employment with the Company of either individual is terminated without Cause, 50% of the then unvested equity awards held by that individual would become immediately vested. These employment agreements also provide that if the Company experiences a Change of Control and within a year of such change of control the employment with the Company of either individual is terminated without Cause or either individual terminates his employment for Good Reason (as defined above), 75% of the then unvested equity awards held by that individual would become immediately vested. For illustration purposes, if these provisions had been triggered as of the end of fiscal 2011, the value of the accelerated equity award vesting would have been as follows (based on the closing price of the Company's Common Stock at the end of fiscal 2011 of \$3.05 per share):

|                 | Termination<br>without<br>Cause other<br>than in<br>connection<br>with a<br>Change of<br>Control | Termination<br>without<br>Cause or for<br>Good<br>Reason in<br>connection<br>with a Change<br>of Control |
|-----------------|--|--|
| Richard Gold    | \$ 566,000   | \$ 849,000   |
| Michael Burdick | \$ 311,000   | \$ 466,000   |

#### STOCK PERFORMANCE GRAPH

The following graph and table compares the Company's stock performance to three stock indices over a five-year period assuming a \$100 investment was made on the last day of fiscal year 2006.

| Years Ended February 28,     | 2006 | 2007 | 2008 | 2009 | 2010 | 2011 |
|------------------------------|------|------|------|------|------|------|
| CalAmp Corp.                 | 100  | 88   | 27   | 5    | 28   | 30   |
| NASDAQ Composite Index       | 100  | 106  | 98   | 48   | 79   | 99   |
| NASDAQ Electronic Components | 100  | 103  | 95   | 57   | 98   | 118  |
| NASDAQ Telecommunications    | 100  | 132  | 109  | 58   | 102  | 141  |

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Under the securities laws of the United States, the Company's directors, its executive officers, and any persons holding more than 10 percent of the Company's Common Stock are required to report their initial ownership of the Company's Common Stock and any subsequent changes in that ownership to the Securities and Exchange Commission, the National Association of Securities Dealers and the Company. Specific due dates for these reports have been established and the Company is required to disclose in this Proxy Statement any failure to file, or late filing, of such reports with respect to the fiscal year ended February 28, 2011. Based solely upon a review of reports delivered to the Company during this period, all of these filing requirements were satisfied on a timely basis, except that directors Thomas Pardun, Frank Perna and Larry Wolfe each made one late Form 4 filing with the Securities and Exchange Commission to report open market purchases of common stock.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

The Company has adopted a written policy pursuant to which material transactions between the Company and its executive officers, directors, nominees for election as directors, and principal stockholders (i.e., stockholders owning beneficially five percent or more of the outstanding voting securities of the Company) and members of the immediate family of any of the foregoing persons, shall be submitted to the Board of Directors for approval by a disinterested majority of the directors voting with respect to the transaction. For this purpose, a transaction is deemed material if such transaction, alone or together with a series of similar transactions during the same fiscal year, involves an amount that exceeds \$60,000.

In conjunction with refinancing the Company's bank credit facility during fiscal 2010, the Company issued subordinated promissory notes in the aggregate principal amount of \$5 million bearing 12% interest and maturing on December 22, 2012. A total of 500,000 common stock purchase warrants were issued to the purchasers of the subordinated promissory notes. The warrants are exercisable at \$4.02 per share and have an expiration date of December 22, 2012. Three insiders of the Company participated as investors in the subordinated debt financing in the aggregate note principal amount of \$325,000, representing 6.5% of the total amount of the subordinated debt and warrants issued, as follows:

|                                   | Principal<br>Amount<br>of<br>Subordinated<br>Notes | Number of<br>Warrants<br>Acquired |
|-----------------------------------|--|-----------------------------------|
| Frank Perna, Chairman             | \$ 200,000   | 20,000                            |
| Michael Burdick, President & CEO  | \$ 25,000  | 2,500                             |
| Richard Vitelle, VP Finance & CFO | \$ 100,000   | 10,000                            |

The remaining 93.5% of the subordinated promissory note principal and warrants were issued to investors who are not affiliated with the Company, and were issued on the same terms and conditions as the notes and warrants that were issued to these three Company insiders. The participation in the subordinated debt financing by the three Company insiders was approved by the disinterested members of the Board of Directors after taking into considering the challenging credit market conditions and terms and conditions of the financing. During fiscal 2011, the Company paid interest on the subordinated promissory notes to Messrs. Perna, Burdick and Vitelle of \$24,000, \$3,000 and \$12,000, respectively. There were no other related party transactions that occurred during the fiscal year ended February 28, 2011.

ANNUAL REPORT

The Annual Report to Stockholders for the fiscal year ended February 28, 2011 is being sent to all stockholders with this Proxy Statement. The Annual Report does not form any part of the material for the solicitation of any proxy.

The Company will also provide without charge a copy of its Annual Report on Form 10-K, including financial statements and related schedules, filed with the Securities and Exchange Commission, upon written or oral request from any person who was holder of record, or who represents in good faith he/she was a Beneficial Owner, of Common Stock of the Company on June 8, 2011. Any such request shall be addressed to the Company at 1401 North Rice Avenue, Oxnard, California 93030, Attention: Corporate Secretary or by calling (805) 987-9000.

STOCKHOLDER PROPOSALS

The Bylaws of the Company provide that at any meeting of the stockholders only such business shall be conducted as shall have been brought before the meeting by or at the discretion of the Board of Directors or by any stockholder of the Company who gives written notice (in the form required by the Bylaws) of such business to the Corporate Secretary of the Company not less than 60 days in advance of such meeting or, if later, the seventh day following the first public announcement of the date of such meeting. The Bylaws also provide that only such nominations for the election of directors may be considered as are made by the Board of Directors, or by any stockholder entitled to vote in the election of directors who provides written notice (in the form required by the Bylaws) of such stockholder's intent to make such nomination to the Corporate Secretary of the Company not later than 60 days in advance of such meeting or, if later, the seventh day following the first public announcement of the date of such meeting.

Stockholders who intend to submit proposals for inclusion in the Proxy Statement relating to the fiscal year ending February 28, 2012 must do so by sending the proposal and supporting statements, if any, to the Company no later than February 17, 2012. Such proposals should be sent to the attention of the Corporate Secretary, CalAmp Corp., 1401 North Rice Avenue, Oxnard, California 93030.

OTHER MATTERS

Except for the matters described herein, management does not intend to present any matter for action at the Annual Meeting and knows of no matter to be presented at such meeting that is a proper subject for action by the stockholders. However, if any other matters should properly come before the Annual Meeting, it is intended that votes will be cast pursuant to the authority granted by the enclosed proxy in accordance with the best judgment of the person or person(s) acting under the proxy.

By Order of the Board of Directors,

Richard K. Vitelle  
Corporate Secretary

Oxnard, California  
June 16, 2011

CALAMP CORP.  
1401 N. RICE AVE.  
OXNARD, CA 93030

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

**TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:**

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION TO THE COMPANY**

|   |  |                 |                   |
|---|--|-----------------|-------------------|
|   | For<br>All                             | Withhold<br>All | For All<br>Except |
|   | <hr style="border: 1px solid black;"/> |                 |                   |
| The Board of Directors recommends that you vote FOR all of the following director nominees: |  |                 |                   |
| 1. Election of Directors Nominees   | o                                      | o               | o                 |

To withhold authority to vote for any individual nominee(s), mark “For All Except” and write the number(s) of the nominee(s) on the line below.

|                     |                   |                    |                 |                      |
|---------------------|-------------------|--------------------|-----------------|----------------------|
| 01 Frank Perna, Jr. | 02 Kimberly Alexy | 03 Michael Burdick | 04 Richard Gold | 05 A.J. "Bert" Moyer |
| 06 Thomas Pardun    | 07 Larry Wolfe    |                    |                 |                      |

|  | For | Against | Abstain |
|--|-----|---------|---------|
| The Board of Directors recommends that you vote FOR proposals 2 and 3.   |     |         |         |
| 2 Ratify the selection of SingerLewak LLP as CalAmp's independent auditing firm for the fiscal year ending February 28, 2012.  | o   | o       | o       |
| 3 In their discretion, the Proxies are authorized to vote upon such other business as may properly come before such meeting and any and all postponements or adjournments thereof. | o   | o       | o       |

For address change/comments, mark here. 

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 (see reverse for instructions) o

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

|           |      |           |      |
|-----------|------|-----------|------|
| Signature | Date | Signature | Date |
| [PLEASE   |      | (Joint    |      |
| SIGN      |      | Owners)   |      |



WITHIN  
BOX]

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Annual Report, Notice & Proxy Statement is/are available at [www.proxyvote.com](http://www.proxyvote.com).

CALAMP CORP.  
1401 N. Rice Avenue  
Oxnard, California 93030

PROXY FOR 2011 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JULY 28, 2011.  
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF CALAMP CORP.

The undersigned stockholder of CalAmp Corp. (the "Company") hereby acknowledges receipt of the Notice of Annual Meeting of Stockholders and the accompanying Proxy Statement for the 2011 Annual Meeting of Stockholders, and hereby appoints Frank Perna and Richard Gold, and each of them, as Proxies of the undersigned, each with the power to appoint his substitute, and hereby authorizes each of them to represent and to vote as designated on the reverse side, and to vote in their discretion with respect to such other matters (including matters incident to the conduct of the meeting) as may properly come before the meeting, all the shares of Common Stock of the Company held of record by the undersigned on June 8, 2011 at the Annual Meeting of Stockholders to be held on July 28, 2011 and at any postponements or adjournments thereof.

PLEASE MARK, SIGN, DATE AND RETURN THE PROXY CARD PROMPTLY, USING THE ENCLOSED ENVELOPE. THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE INSTRUCTIONS INDICATED; HOWEVER, IF NO INSTRUCTIONS ARE GIVEN, THIS PROXY WILL BE VOTED IN FAVOR OF THE NOMINEES FOR DIRECTOR LISTED AND IN THE DISCRETION OF THE PROXIES ON MATTERS DESCRIBED IN PROPOSALS 2 AND 3 ON THE REVERSE SIDE.

Address change/comments:

(If you noted any Address Changes and/or Comments above, please mark corresponding box on the reverse side.)

Continued and to be signed on reverse side

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