

CalAmp Corp.  
Form 10-Q  
June 29, 2016

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

**Form 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended May 31, 2016**

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from to**

**COMMISSION FILE NUMBER: 0-12182**

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**CALAMP CORP.**

(Exact name of Registrant as specified in its Charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**95-3647070**  
(I.R.S. Employer  
Identification No.)

**15635 Alton Parkway, Suite 250**  
**Irvine, California**  
(Address of principal executive offices)

**92618**  
(Zip Code)

**(949) 600-5600**  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer  
Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of the registrant's common stock as of June 24, 2016 was 36,750,232.

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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

**CALAMP CORP.**  
**CONSOLIDATED BALANCE SHEETS**  
(Unaudited; amounts in thousands, except par value)

	May 31, 2016	February 29, 2016
<b>Assets</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 67,490	\$ 139,388
Short-term marketable securities	50,140	88,718
Accounts receivable, less allowance for doubtful accounts of \$680 and \$622 at May 31, 2016 and February 29, 2016, respectively	69,390	49,432
Inventories	27,650	16,731
Prepaid expenses and other current assets	7,221	4,498
Total current assets	221,891	298,767
Property, equipment and improvements, net of accumulated depreciation and amortization	19,306	11,225
Deferred income tax assets	28,076	30,213
Goodwill	66,880	16,508
Other intangible assets, net	78,740	17,010
Other assets	10,696	10,640
	\$ 425,589	\$ 384,363
<b>Liabilities and Stockholders' Equity</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 36,141	\$ 24,938
Accrued payroll and employee benefits	10,833	6,814
Deferred revenue	16,823	9,438
Other current liabilities	18,843	8,375
Total current liabilities	82,640	49,565
1.625% convertible senior unsecured notes	141,499	139,800
Other non-current liabilities	12,624	5,551
Total liabilities	236,763	194,916
<b>Commitments and contingencies</b>		
<b>Stockholders' equity:</b>		
Preferred stock, \$.01 par value; 3,000 shares authorized; no shares issued or outstanding	-	-
Common stock, \$.01 par value; 80,000 shares authorized; 36,749 and 36,667 shares issued and outstanding at May 31, 2016 and February 29, 2016, respectively	367	367
Additional paid-in capital	231,704	229,159
Accumulated deficit	(42,512)	(39,853)
Accumulated other comprehensive loss	(733)	(226)
Total stockholders' equity	188,826	189,447
	\$ 425,589	\$ 384,363

See accompanying notes to consolidated financial statements.



## CALAMP CORP.

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
(Unaudited; in thousands, except per share amounts)

	Three Months Ended	
	2016	May 31, 2015
<b>Revenues:</b>		
Products	\$ 76,421	\$ 54,797
Application subscriptions and other services	14,726	10,632
Total revenues	91,147	65,429
<b>Cost of revenues:</b>		
Products	48,889	37,337
Application subscriptions and other services	7,424	4,566
Total cost of revenues	56,313	41,903
Gross profit	34,834	23,526
<b>Operating expenses:</b>		
Research and development	6,091	4,565
Selling	11,308	5,498
General and administrative	15,983	4,775
Intangible asset amortization	3,490	1,644
Total operating expenses	36,872	16,482
Operating income (loss)	(2,038)	7,044
<b>Non-operating income (expense):</b>		
Investment income	453	28
Interest expense	(2,424)	(648)
Other income (expense)	543	(11)
	(1,428)	(631)
Income (loss) before income taxes and equity in net loss of affiliate	(3,466)	6,413
Income tax benefit (provision)	1,119	(2,354)
Income (loss) before equity in net loss of affiliate	(2,347)	4,059
Equity in net loss of affiliate	(312)	-
Net income (loss)	\$ (2,659)	\$ 4,059
<b>Earnings (loss) per share:</b>		
Basic	\$ (0.07)	\$ 0.11
Diluted	\$ (0.07)	0.11
<b>Shares used in computing earnings (loss) per share:</b>		
Basic	36,699	35,964
Diluted	36,699	36,666
<b>Comprehensive income (loss):</b>		
Net income (loss)	\$ (2,659)	\$ 4,059
<b>Other comprehensive income (loss):</b>		
Foreign currency translation adjustment	(515)	-
Unrealized gain on equity investment in French licensee, net of tax	8	-
Total comprehensive income (loss)	\$ (3,166 )	\$ 4,059

See accompanying notes to consolidated financial statements.

**CALAMP CORP.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited; amounts in thousands)

	Three Months Ended	
	2016	May 31, 2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income (loss)	\$ (2,659)	\$ 4,059
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation expense	1,821	792
Intangible assets amortization expense	3,490	1,644
Stock-based compensation expense	1,984	1,220
Amortization of convertible debt issue costs and discount	1,699	450
Deferred tax assets, net	(1,494)	2,181
Equity in net loss of affiliate	312	-
Impairment of internal use software	1,364	-
Changes in operating assets and liabilities:		
Accounts receivable	4,779	2,845
Inventories	2,442	2,623
Prepaid expenses and other assets	(259)	9
Accounts payable	(1,032)	1,922
Accrued liabilities	(10,724)	(164)
Deferred revenue	6,599	(1,253)
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>8,322</b>	<b>16,328</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Proceeds from maturities of marketable securities	38,578	4,389
Purchases of marketable securities	-	(87,084)
Capital expenditures	(1,620)	(1,264)
Acquisition of Crashboxx	-	(1,500)
Acquisition of LoJack, net of cash acquired	(116,982)	-
Advances to affiliate	(737)	-
Other	(20)	-
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(80,781)</b>	<b>(85,459)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from issuance of convertible senior notes	-	172,500
Payment of debt issuance costs	-	(5,276)
Purchase of convertible note hedges	-	(31,343)
Proceeds from issuance of warrants	-	15,991
Payment of acquisition-related note and contingent consideration	-	(625)
Taxes paid related to net share settlement of vested equity awards	(160)	(7)
Proceeds from exercise of stock options	721	137
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>	<b>561</b>	<b>151,377</b>
Net change in cash and cash equivalents	(71,898)	82,246
Cash and cash equivalents at beginning of period	139,388	34,184
Cash and cash equivalents at end of period	\$ 67,490	\$ 116,430

See accompanying notes to consolidated financial statements.

**CALAMP CORP.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
**THREE MONTHS ENDED MAY 31, 2016 AND 2015**

**NOTE 1 - DESCRIPTION OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Description of Business**

CalAmp Corp. ( CalAmp or the Company ) is a leading provider of wireless communications solutions for a broad array of applications to customers globally. The Company's business activities are organized into its Wireless DataCom and Satellite business segments.

In March 2016, the Company completed the acquisition of all outstanding common stock of LoJack Corporation ( LoJack ), a global leader in security and protection products and services for tracking and recovering cars, trucks and other valuable mobile assets. See Note 2 for a description of this acquisition.

The Company's satellite products are sold to EchoStar, an affiliate of Dish Network, for incorporation into complete subscription satellite television systems. In April, 2016, EchoStar notified us that it will stop purchasing products from CalAmp as a result of a consolidation of its supplier base and reduced demand for the products that we currently supply. Consequently, we expect that our Satellite business will cease operations at or around the end of August 2016.

Certain notes and other information are condensed or omitted from the interim financial statements presented in this Quarterly Report on Form 10-Q. Therefore, these financial statements should be read in conjunction with the Company's 2016 Annual Report on Form 10-K as filed with the Securities and Exchange Commission on April 20, 2016.

In the opinion of the Company's management, the accompanying unaudited consolidated financial statements reflect all adjustments (consisting of normal recurring adjustments) considered necessary to present fairly the Company's financial position at May 31, 2016 and its results of operations for the three months ended May 31, 2016 and 2015. The results of operations for such periods are not necessarily indicative of results to be expected for the full fiscal year.

All significant intercompany transactions and accounts have been eliminated in consolidation.

**Revenue Recognition**

The Company recognizes revenue from product sales when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable and collection of the sales price is reasonably assured. Generally, for product sales that are not bundled with an application service these criteria are met at the time product is shipped, except for shipments made on the basis of "FOB Destination" terms, in which case title transfers to the customer and the revenue is recorded by the Company when the shipment reaches the customer. Customers generally do not have a right of return except for defective products returned during the warranty period. The Company records estimated commitments related to customer incentive programs as reductions of revenues.

In addition to product sales, the Company provides Software as a Service (SaaS) subscriptions for its fleet management and automotive telematics applications through which customers are provided with the ability to wirelessly communicate with monitoring devices installed in vehicles and other mobile or remote assets via software applications hosted by the Company. Generally, the Company defers the recognition of revenue for the products that are sold with application subscriptions because the products are not functional without the application services. In such circumstances, the associated product costs are recorded as deferred costs in the balance sheet. The deferred product revenue and deferred product cost amounts are amortized to application subscriptions revenue and cost of revenue on a straight-line basis over minimum contractual subscription periods of one to five years. Revenues from renewals of data communication services after the initial contract term are recognized as application subscriptions revenue when the services are provided. When customers prepay application subscription renewals, such amounts are recorded as deferred revenues and are recognized ratably over the renewal term.

The Company generally recognizes revenue on LoJack product sales with no continuing obligations upon installation. Revenue relating to sales made to the Company's third party installation partners, who purchase the Company's products and perform installations themselves, is recognized upon shipment, which is prior to the installation of the related products in the consumer's vehicle. Revenue from the sales of products and components to international licensees is recognized upon shipment to the licensee or when payment becomes reasonably assured, whichever is later.





Revenue relating to the sale of LoJack service contracts is recognized over the life of the contract. The purchase of an initial service contract is a requirement at the time the consumer purchases a LoJack Unit in Italy. The service contracts, which are sold separately from the LoJack hardware, are offered in terms ranging from 12 to 60 months and are generally payable in full upon activation of the related unit or renewal of a previous service contract. Customers are also offered a month-to-month option.

The Company offers several types of contractual extended warranties. For those warranties for which an independent third party insurer, and not the Company, is the primary obligor, the Company recognizes payments for these contracts in revenue at the time of sale. For those warranty products to which the Company is the primary obligor, revenue is deferred and is recognized over the term of the warranties, determined to be equivalent to the estimated life of new vehicle ownership, which is estimated to be five years. For the majority of extended warranty contracts originated after 2011, the Company recognizes revenue upon delivery as opposed to deferring the revenue and recognizing it over the life of the contract.

For those warranties for which a third party, and not the Company, is the primary obligor, the Company records revenue on a gross basis, with related unit costs being included in cost of goods sold. The Company considered the factors for gross and net revenue recording and determined that despite not being the primary obligor for the majority of these arrangements, gross revenue reporting was appropriate based on the relevant accounting guidance. Specifically, the Company has latitude in establishing price; it can change the product offering; it has discretion in supplier selection; it is involved in the determination of product or service specifications; it bears the credit risk; and the amount that it earns on each contract is not fixed.

### **Cash and Cash Equivalents**

The Company considers all highly liquid investments with remaining maturities at date of purchase of three months or less to be cash equivalents.

### **Fair Value Measurements**

The Company applies fair value accounting for all financial assets and liabilities and non-financial assets and liabilities that are recognized or disclosed at fair value in the financial statements. The Company defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly manner in an arms-length transaction between market participants at the measurement date. Fair value is estimated by applying the following hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

*Level 1* Quoted prices in active markets for identical assets or liabilities.

*Level 2* Observable inputs other than quoted prices in active markets for identical assets and liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

*Level 3* Inputs that are generally unobservable and typically reflect management's estimate of assumptions that market participants would use in pricing the asset or liability.

In accordance with the fair value accounting requirements, companies may choose to measure eligible financial instruments and certain other items at fair value. The Company has elected the fair value option for its investment in marketable securities on a contract-by-contract basis at the time each contract is initially recognized in the financial statements or upon an event that gives rise to a new basis of accounting for the items.

### **Recently Issued Accounting Standards**

In March 2016, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update 2016-09, Compensation – Stock Compensation: Improvements to Employee Share-Based Payment Accounting ( ASU 2016-09 ). This update is intended to provide simplification of the accounting for share-based payment transactions, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the statement of cash flows. The amendments in this update are effective for annual periods beginning after December 15, 2016, and interim periods within those fiscal years. The Company is currently evaluating the impact of adoption of the new standard on its consolidated financial statements.

In February 2016, the FASB issued Accounting Standards Update 2016-02, Leases. The new standard establishes a right-of-use ( ROU ) model that requires a lessee to record a ROU asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with the classification affecting the pattern of expense recognition in the income statement. The new standard is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. A modified retrospective transition approach is required for lessees for capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. Early adoption is permitted. The Company is currently evaluating the impact of adoption of the new standard on its consolidated financial statements.

In January 2016, the FASB issued Accounting Standards Update 2016-01, Financial Instruments – Overall: Recognition and Measurement of Financial Assets and Financial Liabilities ( ASU 2016-01 ). This standard revises an entity's accounting related to (1) the classification and measurement of investments in equity securities and (2) the presentation of certain fair value changes for financial liabilities measured at fair value. It also amends certain disclosure requirements associated with the fair value of financial instruments. Under the new guidance, entities will have to measure equity investments that do not result in consolidation and are not accounted under the equity method at fair value and recognize any changes in fair value in net income unless the investments qualify for the new practicality exception. ASU 2016-01 is effective for financial statements issued for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The Company is currently evaluating the impact of this standard on its consolidated financial statements.

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers ( ASU 2014-09 ). The revenue recognition standard provides a five-step analysis of transactions to determine when and how revenue is recognized. The core principle is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In August 2015, the FASB issued ASU No. 2015-14, Revenue from Contracts with Customers: Deferral of the Effective Date, which deferred the effective date of this revenue standard for periods beginning after December 15, 2016 to December 15, 2017, with early adoption permitted but not earlier than the original effective date. ASU 2014-09 must be applied retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption. The Company is continuing to evaluate the effect and methodology of adopting this accounting standard on its results of operations, cash flows and financial position.

**NOTE 2 LOJACK ACQUISITION**

In March 2016, the Company completed the acquisition of all outstanding common stock of LoJack. As a result of the acquisition, LoJack became a wholly-owned subsidiary of CalAmp and is consolidated with the Company's financial statements as of March 15, 2016 as a component of the Company's Wireless DataCom business segment. The Company funded the acquisition from cash on hand. The total purchase price was \$131.7 million, which included the \$5.5 million fair value of the 850,100 shares of LoJack common stock that CalAmp purchased in the open market in November and December 2015, prior to entering into a definitive acquisition agreement with LoJack.

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Pursuant to the Company's business combinations accounting policy, the Company estimated the preliminary fair values of net tangible and intangible assets acquired, and the excess of the consideration transferred over the aggregate of such fair values was recorded as goodwill. The preliminary fair values of net tangible assets and intangible assets acquired were based upon preliminary valuations. The Company's estimates and assumptions reflected in such preliminary valuations are subject to change within the measurement period (up to one year from the acquisition date). The primary areas that remain preliminary relate to the fair values of intangible assets acquired, certain tangible assets and liabilities acquired, certain legal matters, deferred income taxes and goodwill. The Company expects to continue to obtain information to assist in determining the fair values of the net assets acquired during the measurement period. The following is the preliminary purchase price allocation for LoJack (in thousands):

Purchase price		\$ 131,735
Less cash acquired, net of debt assumed		(9,287)
Net cash paid		122,448
Fair value of net assets acquired:		
Current assets other than cash	\$ 41,986	
Property and equipment	9,646	
Developed technology	8,200	
Tradename	35,500	
Customer lists	4,650	
Dealer relationships	16,850	
Other non-current assets	4,180	
Deferred tax liability	(3,631)	
Current liabilities	(34,218)	
Non-current liabilities	(11,087)	
Total fair value of net assets acquired		72,076
Goodwill		\$ 50,372

The Company paid a premium (i.e., goodwill) over the fair value of the net tangible and identified intangible assets acquired. The Company believes the acquisition aligns with CalAmp's strategy to deliver innovative, next generation connected vehicle telematics technologies, thereby accelerating the Company's strategic roadmap in this large and fast growing market. The Company believes that combining CalAmp's leading portfolio of wireless connectivity devices, software, services and applications, with LoJack's world-renowned brand, proprietary stolen vehicle recovery product, unique law enforcement network and strong relationships with auto dealers, heavy equipment providers and global licensees, will create a market leader that is well-positioned to drive the broad adoption of connected vehicle telematics technologies and applications worldwide. The combined enterprise will offer customers access to integrated, turnkey offerings that enable a multitude of high value applications encompassing vehicle security and enhanced driver safety. Furthermore, the combination of CalAmp's and LoJack's technology offerings is expected to provide global customers with connected vehicle applications to help ensure that retail auto dealers remain competitive and relevant in today's rapidly evolving markets.

The goodwill arising from the LoJack acquisition is not deductible for income tax purposes.

The fair value of the LoJack trade receivables at March 15, 2016 was \$24.7 million, comprised of a gross contractual amount of \$25.8 million net of receivables of \$1.1 million not expected to be collected.

In connection with the acquisition of LoJack, the Company has assumed liabilities related to quality assurance programs, warranty claims and contract obligations which are included in accrued expenses and other current liabilities in the purchase price allocation described above. The fair value of inventories acquired included an acquisition accounting fair market value step-up of \$4.6 million. In the three months ended May 31, 2016, the Company recognized \$4.0 million as a component of cost of revenue that reflects the extent to which the inventory that was subject to step-up was sold to the Company's customers in such period. Included in inventory as of May 31, 2016 was \$0.6 million relating to the remaining fair value step-up associated with the LoJack acquisition.

Acquisition and integration-related costs of \$3.5 million were included in selling, general, and administrative expenses in the Company's statement of comprehensive income (loss) for the three months ended May 31, 2016.

Revenues of LoJack included in the consolidated statements of operations for the three months ended May 31, 2016 were \$27.9 million. Post-acquisition earnings of LoJack on a standalone basis are impracticable to determine, as on the acquisition date we began to immediately integrate LoJack into CalAmp's existing operations.



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The following is unaudited pro forma consolidated financial information for CalAmp presented as if the acquisition had occurred on March 1, 2015.

(in thousands except per share amounts)

	<b>Pro Forma Three Months Ended May 31,</b>	
	<b>2016</b>	<b>2015</b>
Revenues	\$ 96,401	\$ 98,490
Net income (loss)	\$ 3,321	\$ (1,230)
<b>Earnings (loss) per share:</b>		
Basic	\$ 0.09	\$ (0.03)
Diluted	\$ 0.09	\$ (0.03)
<b>Shares used in computing earnings per share:</b>		
Basic	36,699	35,964
Diluted	37,173	35,964

The following adjustments were included in the unaudited pro forma financial information:

	<b>Pro Forma Three Months Ended May 31,</b>	
	<b>2016</b>	<b>2015</b>
LoJack standalone net income:		
From March 1 to March 14, 2016	\$ 973	\$ -
For three months ended June 30, 2015		1,188
Increase (decrease) in revenue for fair valuation of deferred revenue	581	(581)
(Increase) decrease in costs and expenses:		
Amortization of inventory step-up	4,010	(4,010)
Amortization of intangible assets and depreciation of property, equipment and improvements acquired	(309)	(1,851)
Acquisition and integration expenses	3,539	(3,195)
Net increase (decrease) in pretax income (loss)	8,794	(8,449)
Income tax effects	(2,814)	3,160
Change in net income	5,980	(5,289)
Net income (loss) as reported	(2,659)	4,059
Pro forma net income (loss)	\$ 3,321	\$ (1,230)

The pro forma consolidated financial information is not necessarily indicative of what the Company's actual results of operations would have been had LoJack been included in the Company's historical consolidated financial statements for the three months ended May 31, 2016 and 2015. In addition, the pro forma consolidated financial information does not attempt to project the future results of operations of the combined company.

**NOTE 3 CASH, CASH EQUIVALENTS AND INVESTMENTS**

The following table summarizes the Company's financial instrument assets using the hierarchy described in Note 1 under the heading "Fair Value Measurements" (in thousands):

	As of May 31, 2016						
	Adjusted Cost	Unrealized Gains (Losses)	Fair Value	Balance Sheet Classification of Fair Value			Other Assets
				Cash and Cash Equivalents	Short-Term Marketable Securities		
Cash	\$ 32,517	\$ -	\$ 32,517	\$ 32,517	\$ -	\$ -	\$ -
Level 1:							
Commercial paper	73	-	73	73	-	-	-
Mutual funds (1)	4,781	(83)	4,698	-	-	-	4,698
Equity investment in French licensee (2)	296	14	310	-	-	-	310
Level 2:							
Repurchase agreements	34,900	-	34,900	34,900	-	-	-
Corporate bonds	50,148	(8)	50,140	-	50,140	-	-
<b>Total</b>	<b>\$ 122,715</b>	<b>\$ (77)</b>	<b>\$ 122,638</b>	<b>\$ 67,490</b>	<b>\$ 50,140</b>	<b>\$ -</b>	<b>\$ 5,008</b>

	As of February 29, 2016						
	Adjusted Cost	Unrealized Gains (Losses)	Fair Value	Balance Sheet Classification of Fair Value			Other Assets
				Cash and Cash Equivalents	Short-Term Marketable Securities		
Cash	\$ 6,890	\$ -	\$ 6,890	\$ 6,890	\$ -	\$ -	\$ -
Level 1:							
Mutual funds (1)	3,753	(383)	3,370	-	-	-	3,370
LoJack common stock (3)	4,050	1,416	5,466	-	-	-	5,466
Level 2:							
Repurchase agreements	130,900	-	130,900	130,900	-	-	-
Corporate bonds	82,300	(16)	82,284	1,556	80,728	-	-
Commercial paper	8,032	-	8,032	42	7,990	-	-
<b>Total</b>	<b>\$ 235,925</b>	<b>\$ 1,017</b>	<b>\$ 236,942</b>	<b>\$ 139,388</b>	<b>\$ 88,718</b>	<b>\$ -</b>	<b>\$ 8,836</b>

- (1) The Company has established a non-qualified deferred compensation plan for certain members of management and all non-employee directors. The Company is informally funding its obligations under the deferred compensation plan by purchasing shares in various equity, bond and money market mutual funds that are held in a Rabbi Trust and are restricted for payment of obligations to plan participants. The deferred compensation plan liability is included in Other Non-current Liabilities in the accompanying consolidated balance sheets.
- (2) The equity investment in a French licensee, in the form of a publicly-traded common stock, is accounted for as an available-for-sale security and is valued at the quoted closing price on its market exchange. The related unrealized gains or losses are included in accumulated other comprehensive income (loss) in the stockholders' equity section of the consolidated balance sheet.
- (3) The Company purchased 850,100 shares of LoJack common stock in the open market in November and December 2015, prior to entering into a definitive agreement to acquire 100% of LoJack's common stock. These shares were considered trading securities and were recorded at fair value as of February 29, 2016.



**NOTE 4 - INVENTORIES**

Inventories consist of the following (in thousands):

	May 31, 2016	February 29, 2016
Raw materials	\$ 15,233	\$ 14,145
Work in process	643	180
Finished goods	11,774	2,406
	\$ 27,650	\$ 16,731

**NOTE 5 GOODWILL AND OTHER INTANGIBLE ASSETS**

Changes in goodwill are as follows (in thousands):

	Three Months Ended May 31,	
	2016	2015
Balance at beginning of period	\$ 16,508	\$ 15,483
Acquisition of LoJack	50,372	-
Acquisition of Crashboxx	-	1,025
Balance at end of period	\$ 66,880	\$ 16,508

Other intangible assets are comprised as follows (in thousands):

	Amortization Period	Gross		Accumulated Amortization			Net		
		Feb. 29, 2016	May 31, 2016	Feb. 29, 2016	Expense May 31, 2016	May 31, 2016	Feb. 29, 2016		
Supply contract	5 years	\$ 2,220	\$ 2,220	\$ 1,679	\$ 108	\$ 1,787	\$ 433	\$ 541	
Developed technology	2-7 years	14,080	8,200	22,280	6,427	923	7,350	14,930	7,653
Tradenames	7-10 years	2,143	35,500	37,643	1,522	816	2,338	35,305	621
Customer lists	5-7 years	18,300	4,650	22,950	10,358	1,128	11,486	11,464	7,942
Dealer relationships	7 years	-	16,850	16,850	-	501	501	16,349	-
Covenants not to compete	5 years	170	170	170	128	9	137	33	42
Patents	5 years	273	20	293	62	5	67	226	211
		\$ 37,186	\$ 65,220	\$ 102,406	\$ 20,176	\$ 3,490	\$ 23,666	\$ 78,740	\$ 17,010

Estimated future amortization expense for the fiscal years ending February 28 is as follows (in thousands):

<u>Fiscal Year</u>	
2017 (remainder)	\$ 11,590
2018	15,000
2019	11,654
2020	9,647
2021	7,824
Thereafter	23,025
	\$ 78,740

**NOTE 6 OTHER ASSETS**

Other assets consist of the following (in thousands):

	May 31, 2016	February 29, 2016
Deferred compensation plan assets	\$ 4,698	\$ 3,370
Investment in international licensees	2,351	-
Equity investment in and loans to U.K. affiliate	1,644	1,167
Other	2,003	637
Investment in LoJack common stock	-	5,466
	\$ 10,696	\$ 10,640

Included in the assets acquired from LoJack are investments in international licensees at LoJack's carrying cost of \$2,351,000 consisting of a 12.5% equity interest in LoJack's Mexican licensee, totaling \$1,541,000, a 17.5% equity interest in LoJack's Benelux licensee, totaling \$500,000, and a 5.5% interest in LoJack's French licensee, totaling \$310,000. The Company has not yet obtained all information required to complete the valuation of the Mexican and Benelux investments. The investment in LoJack's French licensee, in the form of a marketable equity security, is accounted for as an available-for-sale security and is valued at the quoted closing price of its market exchange as of the reporting date.

Equity investment and loans to the Company's U.K. affiliate of \$1,644,000 includes a 49% equity interest in and loans to Smart Driver Club Limited. The investment is accounted for under the equity method since the Company has significant influence over the investee. The Company's equity in the net loss of this affiliate amounted to \$312,000 in the quarter ended May 31, 2016. In May 2016, the Company made an interest bearing loan of \$737,000 to Smart Driver Club Limited at an annual interest rate of 8%, with principal and all unpaid interest due May 19, 2020.

LoJack became a wholly-owned subsidiary of the Company in March 2016, at which time the investment of \$5.5 million as of February 29, 2016 became part of the purchase price of the LoJack acquisition, as described in Note 2.

**NOTE 7 - FINANCING ARRANGEMENTS****Bank Credit Facility**

The Company has a credit facility with Square 1 Bank that provides for borrowings up to \$15 million or 85% of eligible accounts receivable, whichever is less. The credit facility expires on March 1, 2017. Borrowings under this line of credit bear interest at the bank's prime rate. There were no borrowings outstanding under this credit facility at May 31, 2016 or February 29, 2016.

The bank credit facility contains financial covenants that require the Company to maintain a minimum level of earnings before interest, income taxes, depreciation, amortization and other noncash charges (EBITDA) and a minimum debt coverage ratio, both measured monthly on a rolling 12-month basis. At May 31, 2016, the Company was in compliance with its debt covenants under the credit facility.

**1.625% Convertible Senior Unsecured Notes**

As of May 31, 2016, the Company had \$172.5 million aggregate principal amount of convertible senior unsecured notes (the "Notes") outstanding. The Notes are senior unsecured obligations of the Company and bear interest at a rate of 1.625% per year payable in cash on May 15 and November 15 of each year beginning on November 15, 2015. The Notes will mature on May 15, 2020 unless earlier converted or repurchased in accordance with their terms. The Company may not redeem the Notes prior to their stated maturity date. The Notes will be convertible into cash, shares of the Company's common stock or a combination of cash and shares of common stock, at the Company's election, based on an initial conversion rate of 36.2398 shares of common stock per \$1,000 principal amount of Notes, which is equivalent to an initial conversion price of \$27.594 per share of common stock, subject to customary adjustments. Holders may convert their Notes at their option at any time prior to November 15, 2019 upon the occurrence of certain events in the future, as defined in the indenture agreement. During the period from November 15, 2019 to May 13, 2020, holders may convert all or any portion of their Notes regardless of the foregoing conditions. The Company's intent is to settle the principal amount of the Notes in cash upon conversion. If the conversion value exceeds the Note principal amount, the Company would deliver shares of its common stock in respect to the remainder of its conversion obligation in excess of the aggregate principal amount (the "conversion spread"). The shares associated with the conversion spread, if any, would be included in the denominator for the computation of diluted earnings per share, with such shares calculated using the average closing price of the Company's common stock during each period. As of May 31, 2016, none of the conditions allowing holders of the Notes to convert have been met.



If the Company undergoes a fundamental change (as defined in the indenture agreement), holders of the Notes may require the Company to repurchase their Notes at a repurchase price of 100% of the principal amount of the Notes, plus any accrued and unpaid interest, if any, to but not including the fundamental change repurchase date.

In addition, following certain corporate events that occur prior to maturity, the Company will increase the conversion rate for a holder who elects to convert its Notes in connection with such a corporate event in certain circumstances. In such event, an aggregate of up to 2.5 million additional shares of common stock could be issued upon conversions in connection with such corporate events, subject to adjustment in the same manner as the conversion rate.

Balances attributable to the Notes consist of the following (in thousands):

	<b>May 31,</b>	<b>February 29,</b>
	<b>2016</b>	<b>2016</b>
Principal	\$ 172,500	\$ 172,500
Less: Unamortized debt discount	(27,495)	(29,002)
Unamortized debt issuance costs	(3,506)	(3,698)
Net carrying amount of the Notes	\$ 141,499	\$ 139,800

The Notes are carried at their principal amount, net of unamortized debt discount and issuance costs, and are not marked to market each period. The issuance date fair value of the liability component of the Notes in the amount of \$138.9 million was determined using a discounted cash flow analysis, in which the projected interest and principal payments were discounted back to the issuance date of the Notes at a market interest rate for nonconvertible debt of 6.2%, which represents a Level 3 fair value measurement. The debt discount of \$33.6 million is being amortized to interest expense using the effective interest method with an effective interest rate of 6.2% over the period from the issuance date through the contractual maturity date of the Notes of May 15, 2020. The approximate fair value of the Notes as of May 31, 2016 was \$158 million, which was estimated on the basis of inputs that are observable in the market and which is considered a Level 2 measurement method in the fair value hierarchy.

See Note 13 for information related to interest expense on the Notes.

#### **NOTE 8 - INCOME TAXES**

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and for income tax purposes. The Company evaluates the realizability of its deferred income tax assets and a valuation allowance is provided, as necessary. In assessing this valuation allowance, the Company reviews historical and future expected operating results and other factors, including its recent cumulative earnings experience, expectations of future taxable income by taxing jurisdiction and the carryforward periods available for tax reporting purposes, to determine whether it is more likely than not that deferred tax assets are realizable.

The Company files income tax returns in the U.S. federal jurisdiction, various U.S. states and Puerto Rico, Canada, United Kingdom, Ireland, Italy, Netherlands, Brazil, Mexico, Uruguay and New Zealand. Income tax returns filed for fiscal year 2011 and earlier are not subject to examination by U.S. federal and state tax authorities. Certain income tax returns for fiscal years 2012 through 2016 remain open to examination by U.S. federal and state tax authorities. However, to the extent allowed by law, the tax authorities may have the right to

examine prior periods in which net operating losses or tax credits were generated and carried forward, and to make adjustments up to the net operating loss or tax credit carryforward amount. Income tax returns for fiscal years 2012 through 2016 remain open to examination by tax authorities in Canada, United Kingdom, Ireland, Italy, Netherlands, Brazil, Mexico, Uruguay, New Zealand, and Puerto Rico.

For the three months ended May 31, 2016 and 2015, the Company recorded an income tax benefit of \$1.1 million and an income tax provision of \$2.4 million, respectively.

**NOTE 9 - EARNINGS PER SHARE**

Basic earnings per share is computed by dividing net income for the period by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing net income for the period by the weighted average number of common shares outstanding during the period, plus the dilutive effect of outstanding stock options and restricted stock-based awards using the treasury stock method. The following table sets forth the composition of weighted average shares used in the computation of basic and diluted earnings per share (in thousands):

	<b>Three Months Ended May 31,</b>	
	<b>2016</b>	<b>2015</b>
Net income (loss)	\$(2,659 )	\$4,059
Basic weighted average number of common shares outstanding	36,699	35,964
Effect of stock options and restricted stock units computed on treasury stock method	-	702
Diluted weighted average number of common shares outstanding	36,699	36,666

All outstanding options and restricted stock units at May 31, 2016 were excluded from the computation of diluted earnings per share because we reported a net loss and the effect of inclusion would be antidilutive. Shares subject to anti-dilutive stock options and restricted stock-based awards of 137,000 at May 31, 2015 were excluded from the calculations of diluted earnings per share for the three months then ended.

The Company has the option to pay cash, issue shares of common stock or any combination thereof for the aggregate amount due upon conversion of the Notes. The Company's intent is to settle the principal amount of the Notes in cash upon conversion. As a result, only the shares issuable for the conversion value, if any, in excess of the principal amounts of the Notes would be included in diluted earnings per share. From the time of the issuance of Notes, the average market price of the Company's common stock has been less than the \$27.594 initial conversion price of the Notes, and consequently no shares have been included in diluted earnings per share for the conversion value of the Notes.

**NOTE 10 STOCK-BASED COMPENSATION**

Stock-based compensation expense is included in the following captions of the unaudited consolidated statements of comprehensive income (loss) (in thousands):

	<b>Three Months Ended May 31,</b>	
	<b>2016</b>	<b>2015</b>
Cost of revenues	\$ 49	\$ 65
Research and development	181	164
Selling	295	200
General and administrative	1,459	791
	<b>\$ 1,984</b>	<b>\$ 1,220</b>

Changes in the Company's outstanding stock options during the three months ended May 31, 2016 were as follows (options in thousands):

	<b>Number of Options</b>	<b>Weighted Average Exercise Price</b>
Outstanding at February 29, 2016	860	\$ 6.96
Granted	-	-
Exercised	(64)	11.23
Forfeited or expired	(2)	13.66
Outstanding at May 31, 2016	794	\$ 6.60
Exercisable at May 31, 2016	622	\$ 3.95

Changes in the Company's outstanding restricted stock shares, performance stock units ( PSUs ) and restricted stock units ( RSUs ) during the three months ended May 31, 2016 were as follows (shares, PSUs and RSUs in thousands):

	<b>Number of Restricted Shares, PSUs and RSUs</b>	<b>Weighted Average Grant Date Fair Value</b>
Outstanding at February 29, 2016	953	\$ 16.66
Granted	22	16.76
Vested	(27)	15.96
Forfeited	(17)	16.15
Outstanding at May 31, 2016	931	\$ 16.69

During the three months ended May 31, 2016, the Company retained 9,420 shares of the vested RSUs to satisfy the minimum required statutory amount of employee withholding taxes.

As of May 31, 2016, there was \$11.5 million of total unrecognized stock-based compensation cost related to outstanding nonvested equity awards that is expected to be recognized as expense over a weighted-average remaining vesting period of 2.6 years.

**NOTE 11 - CONCENTRATION OF RISK**

One Wireless DataCom customer in the heavy equipment industry accounted for 9% and 15% of consolidated accounts receivable at May 31, 2016 and February 29, 2016, respectively. The sole customer of the Company's Satellite segment accounted for 9% and 10% of consolidated accounts receivable at May 31, 2016 and February 29, 2016.

The Company has a contract manufacturing arrangement with a sole source supplier for our LoJack units and components. As of May 31, 2016, this supplier accounted for less than 10% of the Company's total accounts payable. Some of the Company's other components, assemblies and electronic manufacturing services are also purchased from sole source suppliers. In addition, a substantial portion of the Company's inventory is purchased from one supplier that functions as an independent foreign procurement agent and contract manufacturer. This supplier accounted for 47% and 56% of the Company's total inventory purchases in the three months ended May 31, 2016 and 2015, respectively. As of May 31, 2016, this supplier accounted for 53% of the Company's total accounts payable. A third supplier accounted for 9% and 16% of the Company's total inventory purchases in the three months ended May 31, 2016 and 2015, respectively, and 9% of the Company's total accounts payable as of May 31, 2016.

**NOTE 12 - PRODUCT WARRANTIES**

The Company generally warrants its products against defects over periods ranging from 12 to 24 months. An accrual for estimated future costs relating to products returned under warranty is recorded as an expense when products are shipped. At the end of each fiscal quarter, the Company adjusts its liability for warranty claims based on its actual warranty claims experience as a percentage of revenues for the preceding one to two years and also considers the impact of the known operational issues that may have a greater impact than historical trends. The warranty reserve is included in Other Current Liabilities in the unaudited consolidated balance sheets. Activity in the accrued warranty costs liability for the three months ended May 31, 2016 and 2015 is as follows (in thousands):

	<b>Three Months Ended</b>	
	<b>May 31,</b>	
	<b>2016</b>	<b>2015</b>
Balance at beginning of period	\$ 1,892	\$ 1,819
Assumed from acquisition of LoJack	1,883	\$ -
Charged to costs and expenses	317	339
Deductions	(577)	(304)
Balance at end of period	\$ 3,515	\$ 1,854

In LoJack's efforts to maintain a high recovery rate of stolen vehicles with LoJack units, in September 2014, LoJack commenced a quality assurance program in the U.S. related to a battery performance issue in self-powered LoJack units under base or extended warranty. LoJack also entered into agreements to support quality assurance programs with all major international licensees that identified performance issues in certain self-powered units equipped with the battery pack.

At May 31, 2016, we had a reserve of \$1.4 million for certain costs associated with this program, quality assurance programs in other countries and markets, and other business concessions related to the battery performance matter as further described in Note 15. As of the date of this report, we anticipate that the U.S. quality assurance program will be completed by the end of fiscal 2017.

**NOTE 13 OTHER FINANCIAL INFORMATION****Supplemental Balance Sheet Information**

Other non-current liabilities consist of the following (in thousands):

	May 31, 2016	February 29, 2016
Deferred compensation plan liability	\$ 4,725	\$ 3,392
Deferred revenue	5,734	1,070
Deferred rent	505	559
Acquisition-related contingent consideration	556	530
Other	1,104	-
	\$ 12,624	\$ 5,551

The acquisition-related contingent consideration is comprised of the estimated earn-out payable to the sellers in conjunction with the April 2015 acquisition of Crashboxx.

**Supplemental Statement of Operations Information**

Investment income consists of the following (in thousands):

	Three Months Ended May 31,	
	2016	2015
Investment income (loss) on cash equivalents and marketable securities	\$ 176	\$ (4)
Investment income on Rabbi Trust assets	277	32
Total investment income	\$ 453	\$ 28

Interest expense consists of the following (in thousands):

	Three Months Ended May 31,	
	2016	2015
Interest expense on convertible senior unsecured notes:		
Stated interest at 1.625% per annum	\$ 701	\$ 181
Amortization of note discount	1,507	383
Amortization of debt issue costs	192	48
	2,400	612
Other interest expense	24	36
Total interest expense	\$ 2,424	\$ 648



**Supplemental Cash Flow Information**

Net cash provided by operating activities includes cash payments for interest and income taxes as follows (in thousands):

	<b>Three Months Ended</b>	
	<b>May 31,</b>	
	<b>2016</b>	<b>2015</b>
Interest expense paid	\$ 1,449	\$ 38
Income tax paid	\$ 67	\$ 49

Following is the supplemental schedule of non-cash investing and financing activities (in thousands):

	<b>Three Months Ended</b>	
	<b>May 31,</b>	
	<b>2016</b>	<b>2015</b>
Acquisition of Crashboxx in April 2015:		
Accrued liability for earn-out consideration	\$ -	\$ 455

**NOTE 14 - SEGMENT INFORMATION**

Segment information for the three months ended May 31, 2016 and 2015 is as follows (dollars in thousands):

	<b>Three Months Ended May 31, 2016</b>				<b>Three Months Ended May 31, 2015</b>			
	<b>Operating Segments</b>			<b>Corporate Expenses</b>	<b>Operating Segments</b>			<b>Corporate Expenses</b>
	<b>Wireless DataCom</b>	<b>Satellite</b>	<b>Total</b>		<b>Wireless DataCom</b>	<b>Satellite</b>	<b>Total</b>	
Revenues	\$ 82,750	\$ 8,397	\$ 91,147	\$ 57,826	\$ 7,603	\$ 65,429		
Gross profit	\$ 32,510	\$ 2,324	\$ 34,834	\$ 21,588	\$ 1,938	\$ 23,526		
Gross margin	39.3%	27.7%	38.2%	37.3%	25.5%	36.0%		
Operating income (loss)	\$ 1,492	\$ 953	\$ (4,483)	\$ (2,038)	\$ 7,298	\$ 812	\$ (1,066)	\$ 7,044

The Company considers operating income to be a primary measure of operating performance of its business segments. The amount shown for each period in the Corporate Expenses column above consists of expenses that are not allocated to the business segments. These non-allocated corporate expenses include salaries and benefits of certain corporate staff and expenses such as audit fees, investor relations, stock listing fees, director and officer liability insurance, and director fees and expenses.

The Company's satellite products are sold to EchoStar, an affiliate of Dish Network, for incorporation into complete subscription satellite television systems. In April, 2016, EchoStar notified us that it will stop purchasing products from CalAmp as a result of a consolidation of its supplier base and reduced demand for the products that we currently supply. Consequently, we expect that our Satellite business will cease operations at or around the end of August 2016.

**NOTE 15 - COMMITMENTS AND CONTINGENCIES****Lease Commitments**

A summary of future payments of operating lease commitments is as follows (dollars in thousands):

<b>2017 (remainder)</b>	\$ 5,309
<b>2018</b>	5,511
<b>2019</b>	3,990
<b>2020</b>	2,538
<b>2021</b>	1,330
<b>Thereafter</b>	3,623
<b>Total</b>	\$ 22,301

**Legal Proceedings**

In December 2013, a patent infringement lawsuit was filed against the Company by Omega Patents, LLC, ( Omega ), a non-practicing entity. Omega alleged that certain of the Company's vehicle tracking products infringed on certain patents asserted by Omega. On February 24, 2016, a jury in the U.S. District Court for the Middle District of Florida awarded Omega damages of \$2.9 million, for which CalAmp recorded a full reserve in the fiscal 2016 fourth quarter. Following trial, Omega brought a motion seeking entry of judgment, an injunction and requesting the court to exercise its discretion to treble damages and assess attorneys' fees. The Company filed an opposition to Omega's motion, and the judge's ruling has not yet been rendered. Motions for judgment as a matter of law and a new trial have not yet been filed because no judgment has been entered. If, following resolution of all post-trial motions, judgment is ultimately entered in Omega's favor, CalAmp intends to pursue an appeal at the Court of Appeals for the Federal Circuit. In addition to its appeal, CalAmp is seeking to invalidate a number of Omega's patents in actions filed with the U.S. Patent and Trademark Office. Notwithstanding the adverse jury verdict, the Company continues to believe that its products do not infringe Omega's patents and that Omega's patents are not valid, and thus CalAmp intends to continue pursuing its judicial and administrative options. While it is not feasible to predict with certainty the outcome of this litigation, its ultimate resolution could be material to cash flows and results of operations. Furthermore, if an injunction is issued by the court, the Company could be prevented from manufacturing and selling a number of our products, which could have a material adverse effect on the Company's business, results of operations, financial condition and cash flows.

On April 7, 2016, a patent infringement lawsuit was filed against the Company by Orbcomm Inc. ( Orbcomm ) in the U.S. District Court for the Eastern District of Virginia. Orbcomm alleged that certain of the Company's systems for tracking, monitoring, and controlling vehicles, machinery, and other assets infringed on certain patents asserted by Orbcomm. Orbcomm has not yet made a specific damages claim, but seeks compensatory damages, treble damages, and an injunction. The Company believes that its products and services do not infringe Orbcomm's patents and/or that Orbcomm's patents are invalid. Thus, on May 27, 2016, the Company filed a motion to dismiss Orbcomm's claims on the basis, *inter alia*, that Orbcomm's patents are directed at ineligible subject matter and are therefore invalid under 35 U.S.C. § 101. Regardless of the outcome of this motion, the Company intends to vigorously defend itself against Orbcomm's claims and otherwise assert the Company's intellectual property rights. At this early stage of the lawsuit, it is not feasible to predict with any certainty the outcome of this litigation.

In connection with the Company's acquisition of LoJack in March 2016, the Company assumed the following LoJack legal proceedings.

On October 13, 2010, a suit was filed by G.L.M. Security & Sound, Inc. ( G.L.M. ) against LoJack in the United States District Court for the Eastern District of New York (the Court) alleging breach of contract, misrepresentation, and violation of the New York franchise law, Mass. Gen. Laws c. 93A and the Robinson-Patman Act, among other claims. G.L.M. sought damages of \$10,000,000, punitive damages, interest and attorney's fees, and treble damages. On September 19, 2014, the Court entered summary judgment in favor of LoJack on G.L.M.'s three remaining claims for breach of contract, breach of the duty of good faith and fair dealing, and violation of Mass. Gen. Laws c. 93A. The Court denied G.L.M.'s attempt to amend its complaint on the basis of futility and undue delay. The Court also entered summary judgment in favor of LoJack on its counterclaim for breach of contract. The Court set a deadline for the parties to provide a schedule to brief the issue of monetary damages related to the Company's successful counterclaim for breach of contract.

On August 21, 2015, the Court issued a Memorandum and Opinion with respect to LoJack's claim for damages on its breach of contract counterclaim. The Court found that LoJack is entitled to recover damages and interest on its counterclaim in the total amount of \$1.9 million. The Court ordered that judgment enter in that amount and that the case be closed. On August 25, 2015, the clerk of the Court entered judgment in LoJack's favor.

On September 23, 2015, G.L.M. filed a notice of appeal. The case will proceed to appeal in the Second Circuit Court of Appeals. The Company will vigorously defend against the appeal, but there can be no assurances that the Company will be able to recover the full amount of the

judgment, if any.

LoJack was notified in 2013 by some of its international licensees that some of the batteries manufactured by LoJack's former battery supplier, EVE Energy Co., Ltd. ( "EVE" ), and included in self-powered LoJack units these licensees had purchased from LoJack, exhibited degraded performance below LoJack's quality standards. These notifications led LoJack to perform its own investigation. As a result of this investigation, LoJack confirmed that batteries manufactured by EVE that were included in certain self-powered LoJack units sold in the United States and to LoJack's international licensees were exhibiting variability in performance that could impact the ability of the LoJack unit to transmit a signal when called upon for stolen vehicle recovery. LoJack manufactures both vehicle and self-powered (battery) units and this degraded performance potentially affects only the transmit battery pack in the self-powered units. As of the date of this report, the majority of LoJack units in circulation are vehicle powered.

LoJack has incurred, and expects to continue to incur, costs and expenses related to the actions that it decided to take to address this matter. These costs and expenses may include, among others, those related to quality assurance programs, product or battery replacements, warranty claims, extension of product warranties, legal and other professional fees, litigation, and payments or other business concessions to LoJack's customers. Because of the ongoing nature of this matter, the Company cannot predict what other actions will be required, nor can it predict the outcome nor estimate the possible loss or range of loss with respect to any such actions.

LoJack filed a formal claim under its relevant insurance policy and was paid \$5,000,000.

On October 27, 2014, LoJack and LoJack Ireland, a wholly-owned subsidiary, commenced arbitration proceedings against EVE by filing a notice of arbitration with the Hong Kong International Arbitration Centre. The filing alleges that EVE breached representations and warranties made in a supply agreement relating to the quality and performance of batteries supplied by EVE. The arbitration proceedings against EVE began on June 6, 2016, and are expected to be concluded by the end of fiscal 2017. At the present time, the Company cannot estimate when the arbitration panel will render its decision, nor can the Company predict the ultimate outcome of the arbitration proceedings or the amount of damages, if any, that the Company may be awarded by the arbitration panel.

In addition to the foregoing matters, from time to time as a normal consequence of doing business, various claims and litigation may be asserted or commenced against the Company. In particular, the Company in the ordinary course of business may receive claims concerning contract performance, or claims that its products or services infringe the intellectual property of third parties. While the outcome of any such claims or litigation cannot be predicted with certainty, management does not believe that the outcome of any of such matters existing at the present time would have a material adverse effect on the Company's business, results of operations, financial condition and cash flows.

#### **Loan Guarantees**

LoJack loan guarantees to dealers represents the maximum potential amount of future payments under an agreement with a certain financing company. Pursuant to the agreement, the Company guarantees the amortized value of LoJack units purchased by customers via auto loans underwritten by the financing company. Under this agreement, the Company will reimburse participating dealers the remaining unamortized cost of a financed LoJack unit upon a borrower's default within the initial eighteen months of the auto loan. This agreement was renewed for the year ended December 31, 2016. Payment to the participating dealers is remitted by us under this agreement on a claim-by-claim basis. Based on the unamortized cost of units sold, our maximum potential amount of future payments under this agreement, assuming the default of all participants, is \$4,191,000 as of May 31, 2016. The expected obligation is accrued based on sales to the participating dealers and industry default statistics. As of May 31, 2016, the Company had accrued \$78,000 under this guarantee. Accruals for loan guarantees are recorded as a reduction of revenue in the consolidated statement of operations.

#### **NOTE 16 SUBSEQUENT EVENT**

On June 28, 2016, the Company announced that its Board of Directors has authorized a share repurchase program, under which the Company may repurchase up to \$25 million of its outstanding common stock. Under the stock repurchase program, the Company may repurchase shares in open-market purchases in accordance with all applicable securities laws and regulations, including Rule 10b-18 of the Securities Exchange Act of 1934, as amended. The extent to which CalAmp repurchases its shares, and the timing of such repurchases, will depend upon a variety of factors, including market conditions, regulatory requirements and other corporate considerations, as determined by CalAmp's management team. The repurchase program may be suspended or discontinued at any time. The Company expects to finance the purchases with existing cash balances.

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The Company's discussion and analysis of its financial condition and results of operations are based upon the Company's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and assumptions that may affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues, costs and expenses during the reporting periods. Actual results could differ materially from these estimates. The critical accounting policies listed below involve the Company's more significant accounting judgments and estimates that are used in the preparation of the consolidated financial statements. These policies are described in greater detail in Management's Discussion and Analysis of Financial Condition and Results of Operations ( "MD&A" ) under Part II, Item 7 of the Company's Annual Report on Form 10-K for the year ended February 29, 2016, as filed with the Securities and Exchange Commission on April 20, 2016, and include the following areas:

- Allowance for doubtful accounts;
- Inventory write-downs;
- Product warranties;
- Deferred income tax assets and uncertain tax positions;
- Impairment assessments of goodwill, purchased intangible assets and other long-lived assets;
- Stock-based compensation expense; and
- Revenue recognition.

**RESULTS OF OPERATIONS**

**OUR COMPANY**

The Company is a leading provider of wireless communications solutions for a broad array of applications to customers globally. The Company's business activities are organized into our Wireless DataCom and Satellite business segments.

**WIRELESS DATACOM**

Our Wireless DataCom segments offers an extensive portfolio of intelligent communications devices, robust and scalable cloud service platform, and targeted software applications to streamline otherwise complex Machine-to-Machine (M2M) deployments. In March 2016, the Company completed the acquisition of LoJack. LoJack focuses on providing a differentiated range of connected vehicle solutions including the industry's benchmark system for effective stolen vehicle recovery. CalAmp products and solutions enable customers to optimize their operations by collecting, monitoring and efficiently reporting business critical data and desired intelligence from high-value mobile and remote assets.

**SATELLITE**

The Company's satellite products are sold to EchoStar, an affiliate of Dish Network, for incorporation into complete subscription satellite television systems. In April, 2016, EchoStar notified us that it will stop purchasing products from CalAmp as a result of a consolidation of its supplier base and reduced demand for the products that we currently supply. Consequently, we expect that our Satellite business will cease operations at or around the end of August 2016. We do not believe that the loss of EchoStar as a customer will have a material adverse effect on our business.

**Operating Results by Reporting Segment**

The Company's revenue, gross profit and operating income by reporting segment are as follows:

**REVENUE BY SEGMENT**

Segment	Three Months Ended May 31,			
	2016		2015	
	\$000s	% of Total	\$000s	% of Total
Wireless DataCom	\$ 82,750	90.8%	\$ 57,826	88.4%
Satellite	8,397	9.2%	7,603	11.6%
Total	\$ 91,147	100.0%	\$ 65,429	100.0%

**GROSS PROFIT BY SEGMENT**

Segment	Three Months Ended May 31,			
	2016		2015	
	\$000s	% of Total	\$000s	% of Total
Wireless DataCom	\$ 32,510	93.3%	\$ 21,588	91.8%
Satellite	2,324	6.7%	1,938	8.2%
Total	\$ 34,834	100.0%	\$ 23,526	100.0%

**OPERATING INCOME (LOSS) BY SEGMENT**

Segment	Three Months Ended May 31,			
	2016		2015	
	\$000s	% of Total Revenue	\$000s	% of Total Revenue
Wireless DataCom	\$ 1,492	1.6%	\$ 7,298	11.2%
Satellite	953	1.0%	812	1.3%
Corporate expenses	(4,483)	(4.9%)	(1,066)	(1.6%)
Total	\$ (2,038)	(2.3%)	\$ 7,044	10.9%

**Revenue**

Wireless DataCom revenue increased by \$25.0 million, or 43%, to \$82.8 million in the first quarter of fiscal 2017 compared to the fiscal 2016 first quarter. This increase was due to the revenue contribution of the newly acquired LoJack business, which accounted for revenue of \$27.9 million in the first quarter, offset by a decrease in Mobile Resource Management ( MRM ) product revenues.

Satellite revenue increased by \$0.8 million, or 10%, to \$8.4 million in the three months ended May 31, 2016 compared to the same period last year. The increase was due to the fluctuation in product demand on the part of the Satellite segment's sole customer.

**Gross Profit and Gross Margins**

Wireless DataCom gross profit increased by \$10.9 million to \$32.5 million in the fiscal 2017 first quarter compared to \$21.6 million in the first quarter of last year primarily as a result of higher revenue. Gross margin increased to 39.3% in the first quarter of fiscal 2017 from 37.3% in the first quarter of fiscal 2016. These improvements were primarily due to higher margins for the LoJack business.

Satellite gross profit increased by \$0.4 million in the fiscal 2017 first quarter compared to the first quarter of last year due to higher revenue. Satellite's gross margin increased to 27.7% in the first quarter of fiscal 2017 from 25.5% in the first quarter of fiscal 2016 as a result of the higher revenue and changes in product mix.

## Operating Expenses

Consolidated research and development ( R&D ) expense increased by \$1.5 million to \$6.1 million in the first quarter of fiscal 2017 from \$4.6 million in the first quarter of last year due primarily to higher R&D expense associated with MRM products.

Consolidated selling expense increased by \$5.8 million to \$11.3 million in the first quarter of this year compared to \$5.5 million in the first quarter of last year due primarily to the LoJack acquisition, which accounted for \$5.0 million of the increase. The remaining increase was due to higher payroll expense as a result of additional sales and marketing personnel and stock compensation expenses.

Consolidated general and administrative ( G&A ) expenses increased by \$11.2 million to \$16.0 million in the first quarter of this year compared to \$4.8 million in the first quarter of last year due primarily to the LoJack G&A expenses, which accounted for \$5.7 million of the increase. Also, transaction and integration expenses for the LoJack acquisition were \$3.5 million in the first quarter of this year. The remaining increase in G&A expenses was due to higher legal expenses related to a patent infringement lawsuit and higher stock compensation expenses.

Amortization of intangibles increased from \$1.6 million in the first quarter of last year to \$3.5 million in the first quarter of this year, due to the amortization of new intangibles associated with the acquisition of LoJack in the fiscal 2017 first quarter.

## Non-operating Expense, Net

Investment income was \$453,000 in the first quarter of this year compared to investment income of \$28,000 last year, due to investment income on the net proceeds of the convertible notes issued in May 2015 and on Rabbi Trust assets.

Interest expense increased to \$2.4 million in the first quarter of this year compared to \$648,000 in the first quarter of last year due to interest expense associated with the convertible notes issued in May 2015.

See Note 13 to the accompanying unaudited consolidated financial statements for additional information on investment income and interest expense.

## Income Tax Provision

For the three months ended May 31, 2016 and 2015, the Company recorded an income tax benefit of \$1.1 million and an income tax provision of \$2.4 million, respectively.

## LIQUIDITY AND CAPITAL RESOURCES

In March 2016 the Company completed the acquisition of LoJack. The Company funded the acquisition from cash on hand. The total purchase price was \$131.7 million which included the \$5.5 million fair value of 850,100 shares of LoJack common stock that were purchased by CalAmp in the open market in November and December 2015, prior to entering into a definitive acquisition agreement with LoJack.

In May 2015, the Company issued \$172.5 million aggregate principal amount of 1.625% convertible senior unsecured notes due May 15, 2020. The Company has used, and expects to continue to use, the remaining net proceeds from the offering of the convertible notes for general corporate purposes including, but not limited to, acquisitions or other strategic transactions, working capital and repurchases of the Company's stock as described in Note 16.

The Company has a credit facility with Square 1 Bank that provides for borrowings up to \$15 million or 85% of eligible accounts receivable, whichever is less. The credit facility expires on March 1, 2017. Borrowings under this line of credit bear interest at the bank's prime rate. There were no borrowings outstanding under this credit facility at May 31, 2016 or February 29, 2016.

The Square 1 Bank credit facility contains financial covenants that require the Company to maintain a minimum level of earnings before interest, income taxes, depreciation, amortization and other noncash charges ( EBITDA ) and a minimum debt coverage ratio, both measured monthly on a rolling 12-month basis. At May 31, 2016, the Company was in compliance with its debt covenants under the credit facility.

The Company's primary sources of liquidity are its cash, cash equivalents, marketable securities and the line of credit with Square 1 Bank. During the three months ended May 31, 2016, cash and cash equivalents decreased by \$71.9 million. The decrease was primarily due to the cash used for the acquisition of LoJack, net of cash acquired, of \$117.0 million. Other uses of cash were capital expenditures of \$1.6 million, advances to an unconsolidated affiliate of \$0.7 million, and taxes paid related to net share settlement of vested equity awards of \$0.2 million. Offsetting these uses of cash and cash equivalents was cash provided by operations of \$8.3 million, proceeds from maturities of marketable securities of \$38.6 million, and proceeds from the exercise of options of \$0.7 million.

### Contractual Cash Obligations

Following is a summary of the Company's contractual cash obligations at May 31, 2016 (in thousands):

	Future Estimated Cash Payments Due by Fiscal Year						Total
	2017 (remainder)	2018	2019	2020	2021	Thereafter	
Convertible senior notes principal	\$ -	\$ -	\$ -	\$ -	\$ 172,500	\$ -	\$ 172,500
Convertible senior notes stated interest	1,402	2,803	2,803	2,803	1,402	-	11,213
Operating leases	5,309	5,511	3,990	2,538	1,330	3,623	22,301
Purchase obligations	30,634	-	-	-	-	-	30,634
Other contractual commitments	2,950	-	-	-	-	-	2,950
Total contractual obligations	\$ 40,295	\$ 8,314	\$ 6,793	\$ 5,341	\$ 175,232	\$ 3,623	\$ 239,598

Purchase obligations consist primarily of inventory purchase commitments.

### FORWARD LOOKING STATEMENTS

Forward looking statements in this Form 10-Q which include, without limitation, statements relating to the Company's plans, strategies, objectives, expectations, intentions, projections and other information regarding future performance, are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The words "may", "will", "could", "plans", "intends", "seeks", "believes", "expects", "estimates", "judgment", "goal", and variations of these words and similar expressions, are intended to identify forward-looking statements. These forward-looking statements reflect the Company's current views with respect to future events and financial performance and are subject to certain risks and uncertainties, including, without limitation, product demand, competitive pressures and pricing declines in the Company's markets, the timing of customer approvals of new product designs, intellectual property infringement claims, interruption or failure of our Internet-based systems used to wirelessly configure and communicate with the tracking and monitoring devices that we sell, and other risks and uncertainties that are set forth in Part I, Item 1A of the Annual Report on Form 10-K for the year ended February 29, 2016 as filed with the Securities and Exchange Commission on April 20, 2016. Such risks and uncertainties could cause actual results to differ materially from historical or anticipated results. Although the Company believes the expectations reflected in such forward-looking statements are based upon reasonable assumptions, it can give no assurance that its expectations will be attained. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.



### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

#### Foreign Currency Risk

The Company has international operations, giving rise to exposure to market risks from changes in foreign exchange rates. A cumulative foreign currency translation loss of \$741,000 related to the Company's foreign subsidiaries is included in accumulated other comprehensive income (loss) in the stockholders' equity section of the consolidated balance sheet at May 31, 2016. The aggregate foreign currency transaction exchange rate gains (losses) included in determining income before income taxes were \$545,000 and \$(11,000) in the three months ended May 31, 2016 and 2015, respectively.

#### Interest Rate Risk

The Company's exposure to market rate risk for changes in interest rates relates primarily to its investment portfolio. The primary objective of the Company's investment activities is to preserve principal and liquidity while at the same time maximizing yields without significantly increasing risk. To achieve this objective, the Company maintains its portfolio of short-term and long-term investments in a variety of available-for-sale fixed debt securities, including both government and corporate obligations and money market funds. Investments in fixed rate interest earning instruments carry a degree of interest rate risk. Fixed rate securities may have their fair market value adversely impacted due to a rise in prevailing interest rates. Due in part to these factors, the Company may suffer losses in principal if it needs the funds prior to maturity and chooses to sell securities that have declined in market value due to changes in interest rates or perceived credit risk related to the securities issuers.

The Company has variable-rate bank debt. A fluctuation of one percent in the interest rate on the \$15 million credit facility with Square 1 Bank would have an annual impact of approximately \$150,000 on the Company's results of operations assuming that the full amount of the facility was borrowed. There were no borrowings outstanding on this facility at May 31, 2016.

### ITEM 4. CONTROLS AND PROCEDURES

#### Disclosure Controls and Procedures

The Company's principal executive officer and principal financial officer have concluded, based on their evaluation of disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, (the "Exchange Act")) as of the end of the period covered by this report, that the Company's disclosure controls and procedures are effective to ensure that the information required to be disclosed in reports that are filed or submitted under the Exchange Act is accumulated and communicated to management, including the principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure and that such information is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission.

#### Internal Control Over Financial Reporting

In March 2016, the Company acquired LoJack and, as a result, the Company has begun integrating the processes, systems and controls relating to LoJack into its existing system of internal control over financial reporting in accordance with its integration plans. Except for the processes, systems and controls relating to the integration of LoJack, there have not been any changes in the Company's internal control over financial reporting that occurred during the Company's most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II. OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

See Note 15 Commitments and Contingencies of the Notes to Unaudited Financial Statements above for information regarding the legal proceedings in which we are involved.

**ITEM 1A. RISK FACTORS**

The reader is referred to Part I, Item 1A. Risk Factors in the Company's Annual Report on Form 10-K for the year ended February 29, 2016, as filed with the Securities and Exchange Commission on April 20, 2016, for a discussion of factors that could materially affect the Company's business, financial condition, results of operations, or future results.

**ITEM 6. EXHIBITS**

- Exhibit 10.1 Amendment No. 3 to Employment Agreement between the Company and Michael Burdick dated May 30, 2016
- Exhibit 10.2 Amendment No. 4 to Employment Agreement between the Company and Richard Vitelle dated May 30, 2016
- Exhibit 10.3 Amendment No. 4 to Employment Agreement between the Company and Garo Sarkissian dated May 30, 2016
- Exhibit 31.1 Chief Executive Officer Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- Exhibit 31.2 Chief Financial Officer Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- Exhibit 32 Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CALAMP CORP.

June 28, 2016  
Date

/s/ Richard Vitelle  
Richard Vitelle  
Executive Vice President & CFO  
(Principal Financial Officer and  
Chief Accounting Officer)

