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CalAmp Corp.
Form DEF 14A
June 14, 2012

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 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant
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| <input type="checkbox"/> | Preliminary Proxy Statement | <input type="checkbox"/> | Soliciting Material Under Rule 14a-12 |
| <input type="checkbox"/> | Confidential, For Use of the
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CalAmp Corp.

(Name of Registrant as Specified In Its Charter)

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1) Amount previously paid:

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

June 14, 2012

Dear Stockholder:

You are cordially invited to attend the 2012 Annual Meeting of Stockholders of CalAmp Corp. to be held at the Westlake Village Inn, 31943 Agoura Road, Westlake Village, California 91361, on Tuesday, July 31, 2012 at 10:00 a.m. local time. We describe in detail the actions we expect to take at our 2012 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 2012 Annual Meeting. Only stockholders of record at the close of business on June 6, 2012 may vote at the 2012 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, 2012, 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 2012 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 2012 Annual Meeting and Voting" section of the following Proxy Statement beginning on page 2.

THANK YOU FOR ACTING PROMPTLY

**CALAMP CORP.
PROXY STATEMENT
2012 ANNUAL MEETING OF STOCKHOLDERS
TABLE OF CONTENTS**

	Page
Notice of 2012 Annual Meeting of Stockholders	1
Questions and Answers about the 2012 Annual Meeting and Voting	2
The Board of Directors and Corporate Governance	11
Committees of the Board	13
Compensation of Directors	15
Proposal One Election of Directors	16
Proposal Two Say-on-Pay	19
Proposal Three Say-on-Frequency	21
Proposal Four Increase in Authorized Common Stock Shares	22
Proposal Five Ratification of Independent Auditing Firm	24
Report of the Audit Committee	25
Ownership of Securities	26
Securities Authorized for Issuance under Equity Compensation Plans	28
Executive Compensation and Related Information	29
Compensation Committee Report on Executive Compensation	35
Compensation Committee Interlocks and Insider Participation	35
Summary Compensation Table	36
Grants of Plan-Based Awards for Fiscal 2012	37
Option Exercises and Stock Vested in Fiscal 2012	38
Outstanding Equity Awards at the End of Fiscal 2012	39
Employment Contracts and Change-in-Control Arrangements	40
Stock Performance Graph	41
Section 16(a) Beneficial Ownership Reporting Compliance	42
Certain Relationships and Related Party Transactions	42

Edgar Filing: CalAmp Corp. - Form DEF 14A

Annual Report	43
Stockholder Proposals	43
Other Matters	43

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

PROXY STATEMENT

NOTICE OF 2012 ANNUAL MEETING OF STOCKHOLDERS

Approximate Date of Mailing: June 14, 2012

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 2012 Annual Meeting of Stockholders (the "Annual Meeting"), to be held at 10:00 a.m. local time on Tuesday, July 31, 2012 at the 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 approve on a non-binding, advisory basis the compensation of the Company's named executive officers, or NEOs, as disclosed in the Proxy Statement accompanying this notice (the "Proxy Statement") pursuant to the compensation disclosure rules of the Securities and Exchange Commission ("Say-on-Pay");
3. To approve on a non-binding, advisory basis whether a Say-on-Pay vote should occur every one year, every two years or every three years;
4. To approve an amendment to the Company's certificate of incorporation to increase the Company's authorized common stock from 40,000,000 to 80,000,000 shares;
5. To ratify the selection of SingerLewak LLP as the independent auditing firm for the Company for the fiscal year ending February 28, 2013; and
6. 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 6, 2012 (the "Record Date"). On the Record Date, CalAmp had issued and outstanding 28,725,676 shares of Common Stock, par value \$0.01 per share, 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 2012 Annual Meeting. Please read it carefully.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JULY 31, 2012:

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 2012 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 Frank Perna, Chairman, and Michael Burdick, President and CEO, 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, 2012, to you in connection with the solicitation of proxies for use at our Annual Meeting to be held on Tuesday, July 31, 2012, 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, Householding 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 is 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 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 30, 2012, 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 Tuesday, July 31, 2012, 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 2012 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 28,725,676 shares of outstanding Common Stock, which were held by approximately 1,700 Stockholders of Record.

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

You are being asked to vote 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 approval on a non-binding, advisory basis of the compensation of CalAmp's named executive officers, or NEOs, as disclosed in this Proxy Statement pursuant to the compensation disclosure rules of the SEC (Say-on-Pay);
- the approval on a non-binding, advisory basis of whether a Say-on-Pay vote should occur every one, every two or every three years;
- the approval of an amendment to CalAmp's certificate of incorporation to increase the authorized common stock from 40,000,000 to 80,000,000 shares;
- the ratification of the selection of SingerLewak LLP as our independent auditing firm for the fiscal year ending February 28, 2013; and
- any other business that may properly come before the 2012 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 approval, on a non-binding, advisory basis of the compensation of our NEOs as disclosed in this Proxy Statement pursuant to the compensation disclosure rules of the SEC;
- For **ONE YEAR** for the approval on a non-binding, advisory basis of whether a Say-on-Pay vote should occur every one, two or three years;
- **For** the approval of an amendment to the certificate of incorporation to increase the authorized common stock from 40,000,000 to 80,000,000 shares;
- **For** the ratification of the selection of SingerLewak LLP as our independent auditing firm for the fiscal year ending February 28, 2013; 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 28,725,676 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.

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.

Say-On-Pay. The affirmative vote of the holders of a majority in voting power of the shares of common stock which are present in person or by proxy and entitled to vote on the proposal is required for approval. Because your vote on the Say-on-Pay proposal is advisory, it will not be binding on the Board, the Compensation Committee of the Board or CalAmp. However, the Board will review the voting results and take them into consideration when making future decisions about executive compensation. Abstentions have the same effect as a vote against this proposal. Broker non-votes will have no effect on the outcome of this proposal.

Frequency of a Say-On-Pay vote. The affirmative vote of the holders of a majority in voting power of the shares of common stock which are present in person or by proxy and entitled to vote on the proposal is required for approval. You may vote to approve, on an advisory basis, the frequency of a Say-On-Pay vote every one year, every two years or every three years, or you may abstain from voting on this proposal. With respect to this item, if none of the frequency alternatives (one year, two years or three years) receives a majority vote, we will consider the frequency that receives the highest number of votes by stockholders to be the frequency that has been selected by our stockholders. However, as your vote on this proposal is advisory and will not be binding on the Board, the Compensation Committee of the Board or CalAmp, the Board may decide that it is in the best interests of CalAmp and its stockholders to hold a stockholder advisory vote on executive compensation more or less frequently than the option recommended by our stockholders. Abstentions and broker non-votes will have no effect on the outcome of this proposal.

Increase in the number of authorized shares of common stock. The proposed amendment to CalAmp's certificate of incorporation to increase the authorized shares of common stock requires the affirmative vote of a majority of the 28,725,676 shares of common stock outstanding on June 6, 2012, which is the Record Date for this Annual Meeting.

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, 2013 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 of shares held in street name, it is critical that you cast your vote if you want it to count in the election of directors (Proposal One); the advisory vote on executive compensation (Proposal Two); the advisory vote on the frequency of holding future advisory votes on executive compensation (Proposal Three); and the approval of an amendment to the Company's Certificate of Incorporation to increase the authorized number of common stock shares (Proposal Four).** 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, the advisory vote on executive compensation, the advisory vote on the frequency of holding future advisory votes on executive compensation, and the approval of an amendment to the Company's Certificate of Incorporation to increase the authorized number of common stock shares, 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 Five).

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 the election of directors (Proposal One) and the advisory vote on the frequency of holding future advisory votes on executive compensation (Proposal Three) are determined on the basis of plurality votes, if you abstain from voting on Proposal One or Proposal Three, your abstention will have no effect on the voting outcome of these proposals. If you abstain from voting on the advisory vote on CalAmp's executive compensation (Proposal Two) or the proposal to ratify the appointment of SingerLewak as the Company's independent auditing firm (Proposal Five), your abstention will have the same effect as a vote against these proposals. If you abstain from voting on the proposal to amend the Company's Certificate of Incorporation to increase the authorized number of common stock shares (Proposal Four), 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 (Proposal Five) 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 (Proposal One), the advisory vote on executive compensation (Proposal Two), the**

advisory vote on the frequency of holding future advisory votes on executive compensation (Proposal Three), and the approval of an amendment to the Company's Certificate of Incorporation to increase the authorized number of common stock shares (Proposal Four), so it is very important that you instruct your broker or bank how to vote on the proposals.

What is the voting requirement to approve each of the proposals discussed in this proxy statement?

The voting requirement to approve each of the proposals is as follows:

- A plurality of the votes cast is required for the election of directors (Proposal One) and to approve the advisory vote on the frequency of holding future advisory votes on executive compensation (Proposal Three).
- The affirmative vote of a majority of votes cast is required to approve the advisory vote on CalAmp's executive compensation (Proposal Two) and to ratify the appointment of SingerLewak LLP as CalAmp's independent registered public accounting firm (Proposal Five).
- The affirmative vote of a majority of the shares entitled to vote at the 2012 Annual Meeting is required to approve the amendment to CalAmp's Certificate of Incorporation to increase the number of authorized common stock shares (Proposal Four).

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 and follow the enrollment instructions. To enroll in the online program you will need to enter the 12 digit control number from your Proxy Card or vote Instruction Form. 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 and follow the enrollment instructions. To enroll in the online program you will need to enter the 12 digit control number from your Proxy Card or vote Instruction Form. 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 2012 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.

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 2013 annual meeting of stockholders, stockholder proposals must be received by our Corporate Secretary no later than February 14, 2013 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. 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 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 7 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.

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 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 of \$40,000. At the end of fiscal 2012, all directors were in compliance with the stock ownership guidelines. The stock ownership guidelines for executive officers are discussed on page 34.

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 except Larry Wolfe, who could not attend due to a temporary medical condition.

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. 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.

The following table provides membership for each of the Board committees during fiscal 2012.

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 25.

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 29.

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 2012, the Board of Directors held eight meetings, the Audit Committee held five meetings, the Compensation Committee held seven meetings, and the Governance and Nominating Committee held three 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 2012.

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 2012.

Name	Fees Earned or Paid in Cash	Grant Date Fair Value for Stock Awards	Total
	(A)	(B)	
Frank Perna, Jr.	\$ 80,000	\$ 55,000	\$ 135,000
Kimberly Alexy	50,000	55,000	105,000
A.J. "Bert" Moyer	55,000	55,000	110,000
Thomas Pardun	55,000	55,000	110,000
Larry Wolfe	65,000	55,000	120,000

(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 28, 2011, each incumbent non-employee director received a restricted stock grant of 14,745 shares that had a grant date fair value of \$55,000, calculated in accordance with FASB ASC Topic 718. These restricted stock awards will vest on July 28, 2012, one year from date of grant. In addition to these shares of restricted stock, at February 28, 2012, 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 position or positions each currently holds with the Company:

Name	Age	Capacities in Which Served	Director Since
Frank Perna, Jr.	74	Chairman of the Board of Directors	2000
Kimberly Alexy	42	Director	2008
Michael Burdick	53	Director, President and Chief Executive Officer	2011
Richard Gold	57	Vice Chairman of the Board and former CEO	2000
A.J. "Bert" Moyer	68	Director	2004
Thomas Pardun	68	Director	2006
Larry Wolfe	61	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 single sign-on and identity management software, Chairman of Interneer, Inc., a private company providing products and services for web-based enterprise applications, and a director of 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 12 years of service on CalAmp's Board, including the last 4 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 served on the boards of SMART Modular Technologies (WWH), Inc., a supplier of memory modules and solid state drives, from September 2009 until August 2011 (when SMART Modular was taken private), 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 Burdiek 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. Burdiek was appointed President and Chief Executive Officer of the Company and was also appointed to the Board of Directors. Prior to joining CalAmp, Mr. Burdiek 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. Burdiek 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. Burdiek 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. Burdiek's general management experience in the wireless industry and his six 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. Burdiek to President and Chief Operating Officer. Effective June 1, 2011, Mr. Gold was appointed Vice Chairman of the Board of Directors upon Mr. Burdiek'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 12 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. Mr. Moyer holds an Advanced Professional Director Certification from the American College of Corporate Directors, a national public company director education and credentialing organization.

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 his 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 .

Vote Required and Recommendation of the Board of Directors

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.

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

PROPOSAL TWO

APPROVAL ON A NON-BINDING, ADVISORY BASIS OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS (SAY-ON-PAY)

We are seeking an advisory vote from our stockholders to approve the compensation paid to our NEOs, as disclosed in this Proxy Statement pursuant to the compensation disclosure rules of the SEC.

In deciding how to vote on this proposal, you are encouraged to consider CalAmp's executive compensation philosophy and objectives, the design principles and the elements of CalAmp's executive compensation program described in the Compensation Discussion and Analysis section beginning on page 29. As described more fully in the Compensation Discussion and Analysis , our executive compensation program is designed and reviewed at least annually to achieve the following goals:

- attract, develop, reward and retain highly qualified and talented individuals;
- motivate executives to improve the overall performance of our company as a whole as well as the business group for which each executive is responsible, and reward executives when specified measurable results have been achieved;
- encourage accountability by determining salaries and incentive awards based on each executive's individual contribution and performance;
- tie incentive awards to financial metrics that drive the performance of our common stock over the long term to further reinforce the linkage between the interests of our stockholders and our executives; and
- help ensure compensation levels are both externally competitive and internally equitable.

We urge stockholders to read the Compensation Discussion and Analysis section which describes how our executive compensation program is designed to achieve these goals and key fiscal 2012 compensation decisions. Highlights of our executive compensation program include the following:

- *Base Salary.* We target base salaries for executive officers at the median of composite market data in order to help attract and retain highly qualified executive talent and to compensate executives for sustained individual performance.

- *Annual Bonus.* Our executive officers are eligible to earn annual incentive pay under our short-term incentive plan based on our performance against pre-established performance goals, generally consolidated revenues and consolidated earnings before interest, taxes, depreciation and amortization, commonly referred to as EBITDA. Our short-term incentive plan is designed primarily to motivate executives to achieve specified performance goals that are important to the continued growth and success of the company and to align the interests of management with the interests of stockholders. We target bonus opportunities at a level such that when added to base salary, the executive officer's target total cash compensation is near the median based on composite market data.
- *Long-Term Incentives.* Our executive officers are also eligible to receive long-term incentive pay in the form of a combination of stock options and restricted stock awards. These long-term incentives are generally granted annually and vest over a four-year period, resulting in overlapping vesting periods that are designed to discourage short-term risk-taking, reinforce the link between the interests of stockholders and our executives and motivate executives to improve the multi-year financial performance of the Company. We target long-term incentive opportunities at a level such that when added to target total cash compensation, the executive's target total direct compensation is near the median based on composite market data.

You have the opportunity to vote For or Against or to Abstain from voting on the following non-binding resolution relating to executive compensation:

Resolved, that the stockholders approve, on an advisory basis, the compensation paid to the Company's NEOs as disclosed in the Company's proxy statement for the 2012 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the SEC, including the compensation discussion and analysis, the compensation tables and the narrative discussion of the proxy statement.

Vote Required and Recommendation of the Board of Directors

To be approved, on a non-binding and advisory basis, the compensation paid to our NEOs, as disclosed in this Proxy Statement pursuant to Section 14A of the Securities Exchange Act, must receive a For vote from the holders of a majority in voting power of the shares of common stock which are present in person or by proxy and entitled to vote on the proposal. Abstentions and broker non-votes will be counted towards a quorum. Abstentions will have the same effect as an Against vote for purposes of determining whether this matter has been approved. Broker non-votes will not be counted for any purpose in determining whether this matter has been approved.

While your vote on this proposal is advisory and will not be binding on the Board, the Compensation Committee of the Board or CalAmp, the Board values the opinions of CalAmp's stockholders on executive compensation matters and will take the results of this advisory vote into consideration when making future decisions regarding CalAmp's executive compensation program.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL OF THE
COMPENSATION PAID TO THE NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THIS
PROXY STATEMENT PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SEC.**

PROPOSAL THREE

APPROVAL ON A NON-BINDING, ADVISORY BASIS WHETHER SAY-ON-PAY SHOULD OCCUR EVERY ONE YEAR, EVERY TWO YEARS OR EVERY THREE YEARS (SAY-ON-FREQUENCY)

We are seeking an advisory vote from our stockholders as to whether the stockholder advisory vote on executive compensation (similar to that set forth in Proposal Two described in this Proxy Statement) should occur every one year, every two years, or every three years. Accordingly, you have the opportunity to choose the option of every One year, every Two years, every Three years, or to Abstain from voting on the following non-binding resolution relating to the frequency of the stockholder advisory vote on executive compensation:

Resolved, that the option of every 1 year, every 2 years, or every 3 years that receives the affirmative vote of the holders of a majority in voting power of the shares of the Company's common stock entitled to vote at the meeting will be determined to be the recommended frequency for which the Company should hold a stockholder advisory vote to approve the compensation paid to the Company's NEOs as disclosed pursuant to the compensation disclosure rules of the SEC, including the compensation discussion and analysis, the compensation tables, the narrative discussion and any related material disclosed in this proxy statement, provided that if none of the options receives a majority vote, the option receiving the greatest number of votes cast will be determined to be the recommended frequency for which the Company should hold such a stockholder advisory vote.

Vote Required and Recommendation of the Board of Directors

To constitute the recommendation of the stockholders, on a non-binding and advisory basis, regarding the frequency of stockholder advisory votes on executive compensation, the applicable One year, Two years or Three years option must receive the affirmative vote of the holders of a majority in voting power of the shares of common stock which are present in person or by proxy and entitled to vote on this proposal. However, if none of the frequency alternatives (one year, two years or three years) receives a majority vote, we will consider the frequency that receives the highest number of votes by stockholders to be the frequency that has been selected by our stockholders. Abstentions and broker non-votes will be counted towards a quorum, but will otherwise not be counted for any purpose in determining whether this matter has been approved.

The Board has determined that an advisory Say-on-Pay vote on the compensation of our NEOs that occurs on an *annual* basis is the most appropriate alternative for CalAmp. Accordingly, the Board recommends that the advisory vote on the compensation of our NEOs occur *every year*. The Board believes that an annual advisory say-on-pay vote will allow our stockholders to provide timely, direct input on CalAmp's executive compensation philosophy, policies and practices as disclosed in the proxy statement each year.

As your vote on this proposal is advisory and will not be binding on the Board, the Compensation Committee of the Board, or CalAmp, the Board may decide that it is in the best interests of CalAmp and its stockholders to hold a stockholder advisory vote on executive compensation more or less frequently than the option recommended by our stockholders. However, we value the opinions of our stockholders on executive compensation matters and we will take the results of this advisory vote into consideration when making future decisions regarding the frequency with which CalAmp holds a stockholder advisory vote on the compensation paid to the Company's NEOs.

This non-binding Say-on Frequency vote is required to be submitted to our stockholders at least once every six years.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ONE YEAR REGARDING THE FREQUENCY OF THE STOCKHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION.

PROPOSAL FOUR

**APPROVAL OF AN AMENDMENT TO CALAMP'S CERTIFICATE OF INCORPORATION
TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK**

Background

CalAmp is currently authorized to issue 43,000,000 shares of capital stock, divided into 40,000,000 shares of common stock, \$0.01 par value per share, and 3,000,000 shares of preferred stock, \$0.01 par value per share. As of June 6, 2012, 28,725,676 shares of CalAmp common stock were issued and outstanding, 2,068,899 authorized but unissued shares were reserved for exercise of outstanding stock options, 1,038,250 authorized but unissued shares were reserved for vesting of outstanding restricted stock unit awards to employees, 797,729 authorized but unissued shares were reserved for equity awards available for grant under the Company's 2004 Incentive Stock Plan, and 485,000 authorized but unissued shares were reserved for exercise of issued and outstanding common stock purchase warrants, leaving 6,884,446 unreserved authorized shares available for issuance. As of June 6, 2012, there were no shares of CalAmp preferred stock issued or outstanding.

If this amendment to increase the authorized number of shares of common stock is approved by the stockholders, it will become effective when we file with the Secretary of State of the State of Delaware the Amended and Restated Certificate of Incorporation.

We believe that it is advisable and in the best interests of the stockholders to have available additional authorized shares of common stock in an amount adequate to provide for our future needs. We currently have no specific plans to issue the additional 40 million shares of common stock that would be authorized by this proposal. However, these shares will provide additional flexibility to use our capital stock for business and financial purposes in the future. The additional shares may be used for various purposes, including the following:

- raising capital;
- expanding our business or product lines through the acquisition of other businesses or products; and
- establishing strategic relationships with other companies.

Increase of Authorized Shares of Common Stock from 40,000,000 Shares to 80,000,000 Shares

On April 24, 2012, the Board of Directors of the Company adopted a resolution approving the amendment to CalAmp's certificate of incorporation. The Board of Directors unanimously recommends the proposed amendment to CalAmp's certificate of incorporation, which would increase the number of authorized shares of CalAmp common stock from 40,000,000 shares to 80,000,000 shares. The effect of the proposed amendment is to give the Board the flexibility to issue shares of CalAmp common stock to meet the recurring needs of the Company's business (including in connection with potential future acquisitions) without undue delay. This increase would not affect the rights of CalAmp's stockholders to approve an issuance of CalAmp common stock in circumstances specified by the Company's by-laws, the rules of NASDAQ or applicable law.

All shares of CalAmp common stock, including those now authorized and those that would be authorized by the proposed amendment to the Company's certificate of incorporation, are equal in rank and have the same voting, dividend and liquidation rights. Holders of CalAmp common stock do not have preemptive rights.

Ability of Board to Issue Authorized Shares; Certain Issuances Requiring Stockholder Approval

Once authorized, additional shares of CalAmp common stock may be issued upon approval by the Board of Directors and without further approval of the stockholders unless stockholder approval is required by applicable law or the rules of NASDAQ.

The rules of NASDAQ require the prior approval of stockholders representing the majority of the votes cast (assuming the presence of a quorum) in the following situations:

- when a stock option or purchase plan is to be established or materially amended or other equity compensation arrangement made or materially amended, pursuant to which options or stock may be acquired by officers, directors, employees, or consultants, except for:
- warrants or rights issued generally to all security holders of the company or stock purchase plans available on equal terms to all security holders of the company (such as a typical dividend reinvestment plan); or
- tax qualified, non-discriminatory employee benefit plans (e.g., plans that meet the requirements of Section 401(a) or 423 of the Internal Revenue Code) or parallel nonqualified plans, provided such plans are approved by the issuer's independent compensation committee or a majority of the issuer's independent directors; or plans that merely provide a convenient way to purchase shares on the open market or from the issuer at fair market value; or
- plans or arrangements relating to an acquisition or merger as permitted under the rules of NASDAQ; or
- issuances to a person not previously an employee or director of the company, or following a bona fide period of non-employment, as an inducement material to the individual's entering into employment with the company, provided such issuances are approved by either the issuer's independent compensation committee or a majority of the issuer's independent directors. Promptly following an issuance of any employment inducement grant in reliance on this exception, a company must disclose in a press release the material terms of the grant, including the recipient(s) of the grant and the number of shares involved.
- when the issuance or potential issuance will result in a change of control of the issuer;
- in connection with the acquisition of the stock or assets of another company if:
 - any director, officer or substantial stockholder of the issuer has a 5% or greater interest (or such persons collectively have a 10% or greater interest), directly or indirectly, in the company or assets to be acquired or in the consideration to be paid in the transaction or series of related transactions and the present or potential issuance of common stock, or securities convertible into or exercisable for common stock, could result in an increase in outstanding common shares or voting power of 5% or more; or
 - where, due to the present or potential issuance of common stock, or securities convertible into or exercisable for common stock, other than a public offering for cash:
 - the common stock has or will have upon issuance voting power equal to or in excess of 20% of the voting power outstanding before the issuance of stock or securities convertible into or exercisable for common stock; or
 - the number of shares of common stock to be issued is or will be equal to or in excess of 20% of the number of shares or common stock outstanding before the issuance of the stock or securities.
- in connection with a transaction other than a public offering involving:
 - the sale, issuance or potential issuance by the issuer of common stock (or securities convertible into or exercisable for common stock) at a price less than the greater of book or market value which together with sales by officers, directors or substantial stockholders of the company equals 20% or more of common stock or 20% or more of the voting power outstanding before the issuance; or

- the sale, issuance or potential issuance by the company of common stock (or securities convertible into or exercisable common stock) equal to 20% or more of the common stock or 20% or more of the voting power outstanding before the issuance for less than the greater of book or market value of the stock.

Vote Required and Recommendation of the Board of Directors

The affirmative vote of the holders of a majority of the outstanding shares of common stock on the Record Date is necessary to approve this amendment to the certificate of incorporation.

The Board of Directors recommends a vote FOR the approval of the amendment to CalAmp's certificate of incorporation to increase the authorized shares of common stock from 40,000,000 shares to 80,000,000 shares.

PROPOSAL FIVE

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 2013. 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, 2013. 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 2012 and 2011 fiscal years are summarized below:

	Fiscal 2012	Fiscal 2011
	Fees	Fees
Audit fees	\$ 438,700	\$ 350,300
Audit-related fees	\$ -0-	\$ 6,000
Tax fees	\$ 2,500	\$ 2,000
All other fees	\$ -0-	\$ -0-

The year-over-year increase in the amount shown for Audit fees reflects the fact that the auditors performed additional work in fiscal 2012 compared to fiscal 2011 because an auditor's attestation report on the Company's evaluation of internal controls over financial reporting was required to be issued for fiscal 2012 but not for fiscal 2011. 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 2012 and 2011, the Company paid fees of \$55,000 and \$56,000 in fiscal 2012 and 2011, 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.

Vote Required and Recommendation of the Board of Directors

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.

THE BOARD OF DIRECTORS HAS UNANIMOUSLY APPROVED THE SELECTION OF SINGERLEWAK LLP TO SERVE AS OUR INDEPENDENT AUDITING FIRM FOR OUR 2013 FISCAL YEAR AND RECOMMENDS THAT THE STOCKHOLDERS VOTE "FOR" THE APPROVAL OF THIS PROPOSAL.

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 April 2012, a copy of which is available on the Company's website at 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, 2012 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 the Statement on Auditing Standards No. 61, as amended (AICPA Professional Standards Vol. 1, AU Section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T. 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, 2012, 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, 2012.

During fiscal 2012, 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, 2012.

Also during fiscal 2012, 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. The Audit Committee also reviewed and discussed with SingerLewak its review and report on the Company's internal control over financial reporting. The Company filed this report with the SEC in its Annual Report on Form 10-K for the fiscal year ended February 28, 2012.

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 6, 2012 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	Ownership
	Beneficially Owned (2)(3)	Percent (4)
Frank Perna, Jr., Chairman of the Board of Directors	404,745	1.4%
Kimberly Alexy, Director	73,885	*
Michael Burdiek, President, Chief Executive Officer and Director	708,906	2.4%
Richard Gold, Vice Chairman of the Board and former CEO	1,239,169	4.2%
A.J. "Bert" Moyer, Director	109,245	*
Thomas Pardun, Director	147,117	*
Larry Wolfe, Director	114,745	*
Garo Sarkissian, Vice President Corporate Development	320,383	1.1%
Richard Vitelle, Vice President Finance and CFO	686,804	2.4%
All directors and executive officers as a group (9 persons)	3,804,999	12.6%

* Less than 1.0% ownership

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

(2) Amounts include shares purchasable upon exercise of stock options that were exercisable as of June 6, 2012 or within 60 days thereafter, in the following amounts:

Frank Perna, Jr.	12,000
Richard Gold	488,000
A.J. "Bert" Moyer	26,000
Thomas Pardun	4,899
Michael Burdiek	315,500
Garo Sarkissian	139,000
Richard Vitelle	363,500
All officers and directors as a group	1,348,899

(3) Amounts include shares purchasable upon exercise of warrants that were exercisable as of June 6, 2012 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 6, 2012 (28,725,676 shares) and the number of shares of Common Stock subject to options and warrants exercisable currently or within 60 days of June 6, 2012 by such persons or by the officer and director group as a whole.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

At February 28, 2012, 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, 2012:

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	3,251,649 (1)	\$ 4.78 (2)	717,041
Common stock purchase warrants not approved by stockholders	520,000 (3)	\$ 3.90	-0-
Total	3,771,649	\$ 4.61 (2)	717,041

(1) Includes 1,088,250 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 1,088,250 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 2002 and which has subsequently been amended from time to time, most recently in 2010. The charter of the Compensation Committee is posted on the Company's website at 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. No outside compensation consultant was engaged for the determination of fiscal 2012 officer compensation. Instead, as described below, an analytical approach used by an outside compensation consultant in earlier years was utilized by the Compensation Committee to evaluate and establish fiscal 2012 compensation of the executive officers.

Determination of Executive Officer Compensation for Fiscal 2012

Comparative Analysis

Prior to the beginning of fiscal 2012, acting pursuant to a directive from the Compensation Committee, management prepared a competitive assessment of the cash and equity compensation for executive management for fiscal 2012 utilizing the same analytical methodology and framework that had been employed by an independent compensation consultant for the preceding year. This competitive compensation analysis was prepared by comparing 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 2012, consisting of 13 companies of similar size and profile to CalAmp, was compiled by management and was approved by the Compensation Committee. These peer companies are Anaren Inc., BigBand Networks Inc., Communications Systems Inc., Digi International Inc., Globecom Systems Inc., KVH Industries Inc., LoJack Corporation, Numerex Corp., Occam Networks Inc., PC-TEL Inc., Spectrum Control Inc., Symmetricom Inc. and Zhone Technologies Inc. At the time of preparing this analysis, CalAmp's consolidated revenue for the trailing 12 month period was at the 42nd percent rank of the Peer Group, and CalAmp's enterprise value was at the 34th 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 population size.

The competitive compensation analysis for fiscal 2012 was reviewed and discussed at meetings of the Compensation Committee on February 17, 2011 and April 25, 2011.

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.

The base salary of Michael Burdick was increased from \$320,000 to \$400,000 effective June 1, 2011 upon his promotion from President and Chief Operating Officer to President and Chief Executive Officer. In establishing this new base salary amount for Mr. Burdick, the Compensation Committee considered the fact that the competitive compensation analysis for fiscal 2012, described above, indicated that CEO market salaries for companies similar in size and nature of operations to CalAmp are \$372,000 and \$431,000 at the 25th and 50th percentiles, respectively. The Compensation Committee concluded that a starting CEO salary for Mr. Burdick of \$400,000, which is essentially the midpoint of the market salaries at the 25th and 50th percentile levels, would be competitive and appropriate in the circumstances.

Richard Gold, who had served as the Company's CEO from March 2008, voluntarily resigned that position effective June 1, 2011 concurrent with the appointment of Mr. Burdick as the Company's new CEO. The Board of Directors determined that Mr. Gold should continue to serve as a full-time employee with the title of Vice Chairman, a position to which he was appointed effective June 1, 2011. In this capacity, Mr. Gold has continued to serve as a member of the Board of Directors and perform such duties as are reasonably determined by the Board, in consultation with the CEO. In conjunction with the transition in Mr. Gold's role from CEO to Vice Chairman, his base annual salary was reduced from \$425,000 to \$300,000.

Fiscal 2012 base salary amounts for Messrs. Burdick, Gold and the other named executive officers are disclosed in the Summary Compensation Table on page 36.

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 17, 2011 meeting, the CEO presented the proposed parameters of the executive officer short-term incentive plan for fiscal 2012, including weighting factors, incentive amounts as a percentage of base salary, and quantitative goals. The quantitative goals proposed for the fiscal 2012 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 2012 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 2012 executive officer short-term incentive plan at this meeting.

At a meeting on May 17, 2011, the Compensation Committee took certain actions affecting the fiscal 2012 short-term incentive plan in conjunction with the appointments of Mr. Gold to Vice Chairman and Mr. Burdick to President and CEO effective June 1, 2011. First, the Committee approved an amendment to Mr. Gold's employment agreement that, among other provisions, stipulated that for purposes of calculating his bonus for fiscal 2012 his pre-reduction base salary of \$425,000 was to be used. And second, the Committee approved changes in the fiscal 2012 short-term incentive plan for Mr. Burdick in consideration of his increased responsibility associated with his promotion to CEO.

Pursuant to the actions taken by the Compensation Committee at its meetings on February 17 and May 17, 2011, as ratified by the Board of Directors at meetings held on February 27 and May 24, 2011, the fiscal 2012 short-term incentive plan was established consisting of the following payout percentages at the Threshold, Target and Maximum performance levels:

	Incentive Amounts as a % of Base Salary		
	Threshold	Target	Maximum
Vice Chairman and former CEO (Mr. Gold)	15%	50%	100%
President & CEO (Mr. Burdick)	15%	60%	120%
VP Finance & CFO	15%	40%	80%
VP Corporate Development	15%	35%	70%

The Compensation Committee believes that this short-term incentive plan 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 2012, the quantitative goals at the Target level were set equal to consolidated revenue and consolidated EBITDA as shown in the fiscal 2012 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 2012 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 2012 quantitative goals were as follows (in millions):

	Threshold	Target	Maximum
Consolidated revenue	\$ 121.8	\$ 135.3	\$ 155.6
Consolidated EBITDA	\$ 5.6	\$ 8.0	\$ 11.2

For fiscal 2012, the Compensation Committee established weighting factors of 50% each on consolidated revenue and consolidated EBITDA for each of the Company's officers. For fiscal 2012, actual consolidated revenue of \$138.8 million was above the Target performance level, and actual consolidated EBITDA of \$12.2 million was above the Maximum performance level. Incentive plan payout amounts for fiscal 2012 are disclosed in the Summary Compensation Table on page 36.

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.

In conjunction with his promotion to CEO, effective June 1, 2011 Mr. Burdick was granted 200,000 shares of restricted stock and 100,000 non-qualified stock options, both vesting 25% annually over four years. In determining these equity award amounts, the Compensation Committee considered several factors, including the value of annual equity awards made in previous years to the Company's CEO, the time until the next annual grant, and the value associated with the promotion to CEO.

At a meeting of the Compensation Committee held on July 28, 2011, the CEO presented proposed equity awards for the non-CEO 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 2012 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 2012, 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 non-CEO executive officers would be approximately 5% less than 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 2012 table on page 37.

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. Since 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.

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 schedule the granting of equity awards to coincide 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 annual meeting of stockholders, at which time the Compensation Committee reviews and approves annual equity grants for officers and key employees, is typically held during the last week of July on a date 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 2012, 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 40.

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 2012 are included in the All Other Compensation column in the Summary Compensation Table on page 36.

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). The rules and regulations promulgated under Section 162(m), however, are complicated and subject to change from time to time, sometimes with retroactive effect. As such, there can be no assurance that compensation intended to be performance-based for purposes of Section 162(m) will be fully deductible under all circumstances. Additionally, the Committee will balance the costs and burdens involved in complying with Section 162(m) 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 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, 2012.

COMPENSATION COMMITTEE

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

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

During fiscal 2012, the Compensation Committee was comprised of Mr. Pardun, Ms. Alexy, Mr. Perna and Mr. Wolfe. There are no interlocks between the Company and other entities involving the Company's officers and directors who serve as executive officers or directors of other entities.

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 Principal Position	Fiscal Year	Salary	Bonus	Grant Date Fair Value:		Non-Equity Incentive Plan (Bonus Plan)	All Other Compen- sation	Total
				Stock Awards (1)	Option Awards (1)			
Richard Gold (2) Vice Chairman and former CEO	2012	\$ 332,212	\$ -0-	\$ -0-	\$ -0-	\$ 336,706	\$ 16,930 (3)	\$ 685,848
	2011	425,000	-0-	336,960	110,880	-0-	10,604	883,447
	2010	385,134	-0-	288,000	100,000	36,377	15,660	825,171
Michael Burdick (4) President and CEO	2012	379,385	-0-	644,000	209,000	380,280	16,197 (5)	1,628,862
	2011	315,400	-0-	168,480	55,440	-0-	11,425	550,745
	2010	280,000	-0-	144,000	62,500	27,621	17,335	531,456
Garo Sarkissian VP Corporate Development	2012	235,000	-0-	119,360	38,720	130,325	20,229 (6)	543,634
	2011	225,000	-0-	93,600	30,800	-0-	15,701	365,101
	2010	210,000	-0-	72,000	25,000	18,324	17,966	343,290
Richard Vitelle VP Finance and CFO	2012	290,000	-0-	179,040	58,080	183,802	13,154 (7)	724,076
	2011	290,000	-0-	140,400	46,200	-0-	8,706	485,306
	2010	280,000	-0-	108,000	37,500	20,716	8,000	454,216

- (1) Amounts shown in these columns represent the grant date fair value for equity awards made during fiscal 2010, 2011 and 2012, 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 2012 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 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 \$4,467 for a Company matching contribution under the 401(k) Plan, \$3,731 under an executive medical cost reimbursement program, and \$8,732 for health, disability and life insurance premiums paid by the Company for the benefit of Mr. Gold.
- (4) Mr. Burdick was promoted from Chief Operating Officer to President and Chief Operating Officer effective April 5, 2010, at which time his annual salary was increased from \$280,000 to \$320,000. Effective June 1, 2011, Mr. Burdick was promoted to President and Chief Executive Officer and his annual salary was increased to \$400,000.
- (5) Amount consists of \$5,177 for a Company matching contribution under the 401(k) Plan, \$3,008 under an executive medical cost reimbursement program, and \$8,012 for health, disability and life insurance premiums paid by the Company for the benefit of Mr. Burdick.
- (6) Amount consists of \$4,700 for a Company matching contribution under the 401(k) Plan, \$8,006 under an executive medical cost reimbursement program, and \$7,523 for health, disability and life insurance premiums paid by the Company for the benefit of Mr. Sarkissian.
- (7) Amount consists of \$4,900 for a Company matching contribution under the 401(k) Plan, \$1,704 under an executive medical cost reimbursement program, and \$6,550 for health, disability and life insurance premiums paid by the Company for the benefit of Mr. Vitelle.

GRANTS OF PLAN-BASED AWARDS FOR FISCAL 2012

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 2012.

Name	Grant Date	Approval Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise Price of Option Awards (\$/Sh.)	Market Price on Grant Date (\$/Sh.)	Grant Date Fair Value of Stock and Option Awards (\$)
			Threshold	Target	Maximum					
Richard Gold Vice Chairman and former CEO			\$ 63,800	\$ 212,500	\$ 425,000					
Michael Burdick President & CEO,	6/1/11	5/24/11	\$ 60,000	\$ 240,000	\$ 480,000	200,000		\$ 3.22	\$ 644,000	
	6/1/11	5/24/11					100,000	\$ 3.22	\$ 3.22	\$ 209,000
Garo Sarkissian VP Corporate Development	7/28/11	7/28/11	\$ 35,300	\$ 82,300	\$ 164,500	32,000		\$ 3.73	\$ 119,360	
	7/28/11	7/28/11					16,000	\$ 3.73	\$ 3.73	\$ 38,720
Richard Vitelle VP Finance and CFO	7/28/11	7/28/11	\$ 43,500	\$ 116,000	\$ 232,000	48,000		\$ 3.73	\$ 179,040	
	7/28/11	7/28/11					24,000	\$ 3.73	\$ 3.73	\$ 58,080

(1) The amounts shown in these columns represent the Threshold, Target and Maximum payout levels under the fiscal 2012 executive officer short-term incentive plan. The actual amount of incentive bonus paid to each named executive officer for fiscal 2012 is reported under the Non-Equity Incentive Plan (Bonus Plan) column of the Summary Compensation Table.

OPTION EXERCISES AND STOCK VESTED IN FISCAL 2012

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, 2012, and the associated value realized. There were no option exercises by the named officers during fiscal 2012.

Name and Position	Stock Awards	
	Number of Shares Acquired On Vesting (#)	Value Realized on Vesting (\$)
Richard Gold Vice Chairman and former CEO	126,000	\$ 439,020
Michael Burdick President and CEO	55,500	\$ 208,785
Garo Sarkissian VP Corp. Development	31,250	\$ 117,475
Richard Vitelle VP Finance and CFO	46,250	\$ 173,800

OUTSTANDING EQUITY AWARDS AT THE END OF FISCAL 2012

The following table sets forth the outstanding equity awards of each named executive officer as of the end of fiscal 2012. Except as noted below, 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. The outstanding stock awards reported in this table represent restricted stock that vests in equal annual installments over four years, except as noted below. At the end of fiscal 2012 there were no unearned equity awards under performance-based plans.

Name and Position	Grant Date	Option Awards		Option Exercise Price (\$)	Option Expiration Date	Stock Awards	
		Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#) Unexercisable			Number of Shares of Stock That Have Not Vested (#)	Market Value of Shares of Stock That Have Not Vested (\$)
Richard Gold (1) Vice Chairman and former CEO	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	\$ 209,000
	03/04/08	225,000	75,000	2.73	03/04/18		
	07/30/09	40,000	40,000 (2)	1.80	07/30/19	80,000 (2)	334,400
07/29/10	18,000	54,000 (2)	2.34	07/29/20	108,000 (2)	451,440	
Michael Burdick President & CEO	06/28/06	65,000	0	8.45	06/28/16		
	08/01/07	50,000	0	4.28	08/01/17		
	07/24/08	90,000	30,000	2.13	07/24/18	12,500	52,250
	07/30/09	25,000	25,000	1.80	07/30/19	40,000	167,200
	07/29/10	9,000	27,000	2.34	07/29/20	54,000	225,720
	06/01/11	0	100,000	3.22	06/01/21	200,000	836,000
Garo Sarkissian VP Corporate 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	30,000	0	4.28	08/01/17		
	07/24/08	37,500	12,500	2.13	07/24/18	7,500	31,350
	07/30/09	10,000	10,000	1.80	07/30/19	20,000	83,600
	07/29/10	5,000	15,000	2.34	07/29/20	30,000	125,400
	07/28/11	0	16,000	3.73	07/28/21	32,000	133,760
Richard Vitelle VP Finance and CFO	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	60,000	0	4.28	08/01/17		
	07/24/08	67,500	22,500	2.13	07/24/18	10,000	41,800
	07/30/09	15,000	15,000	1.80	07/30/19	30,000	125,400
	07/29/10	7,500	22,500	2.34	07/29/20	45,000	188,100
07/28/11	0	24,000	3.73	07/28/21	48,000	200,640	

- (1) Mr. Gold's options with grant dates of 7/19/02 through 7/27/06 were awarded during the period that he served as a non-employee director.
- (2) In connection with an amendment of Mr. Gold's employment agreement dated 3/1/12, the vesting date for Mr. Gold's equity awards that were originally scheduled to vest on various dates in 2013 and 2014 was changed to 7/31/12, which is the scheduled end of his term of employment.

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. For illustration purposes, if the Change of Control or salary continuation provisions had been triggered as of the end of fiscal 2012 for any of the named executive officers, the total salary continuation benefits payable would have been \$300,000 for Mr. Gold, \$400,000 for Mr. Burdick, \$235,000 for Mr. Sarkissian and \$290,000 for Mr. Vitelle.

The employment agreement of each named executive officer other than Mr. Gold continues in effect until May 30, 2012 and automatically renews for successive one-year terms thereafter; provided, however, that failure by the Company to renew the agreement constitutes termination without Cause. Mr. Gold's employment is scheduled to end on July 31, 2012, as described below.

The employment agreement of Mr. Burdick provides that if his employment with the Company is terminated without Cause, 50% of his then unvested equity awards would become immediately vested. His employment agreement also provides that if the Company experiences a Change of Control and

within a year of such change of control Mr. Burdick's employment with the Company is terminated without Cause or he terminates his employment for Good Reason (as defined above), 75% of his then unvested equity awards would become immediately vested. For illustration purposes, if these provisions had been triggered as of the end of fiscal 2012, the value of the accelerated equity award vesting for Mr. Burdick would have been as follows (based on the closing price of the Company's Common Stock at the end of fiscal 2012 of \$4.18 per share):

Termination without Cause other than in connection with a Change of Control	Termination without Cause or for Good Reason in connection with a Change of Control
\$774,000	\$1,161,000

In connection with an amendment of Mr. Gold's employment agreement dated March 1, 2012, the following changes were made to the terms of his employment: Mr. Gold's monthly base salary was reduced from \$25,000 to \$12,500; July 31, 2012 was established as the end of his term of employment; and the vesting date for his equity awards originally scheduled to vest on various dates in 2013 and 2014 was changed to July 31, 2012. This employment agreement amendment represents the final step in a planned transition in which Mr. Gold is voluntarily ending his term of employment with the Company in order to return to his role as a non-employee member of the Board of Directors, a status that he held from 2000 to 2008.

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 2007.

Years Ended February 28,	2007	2008	2009	2010	2011	2012
CalAmp Corp.	100	31	6	32	34	47
NASDAQ Composite Index	100	93	58	94	119	130
NASDAQ Electronic Components	100	93	55	95	104	103
NASDAQ Telecommunications	100	82	44	77	107	117

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, 2012. 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.

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 Amount of Subordinated Notes	Number of Warrants 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 2012, the Company paid interest on the subordinated promissory notes to Messrs. Perna, Burdick and Vitelle of \$14,926, \$1,866 and \$7,463, respectively. In addition, the Company repaid the note principal in full to all note holders on August 15, 2011. There were no other related party transactions that occurred during the fiscal year ended February 28, 2012.

ANNUAL REPORT

The Annual Report to Stockholders for the fiscal year ended February 28, 2012 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 6, 2012. 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, 2013 must do so by sending the proposal and supporting statements, if any, to the Company no later than February 14, 2013. 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 14, 2012

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

VOTE BY INTERNET - 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:

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

The Board of Directors recommends you vote FOR the following:

For All **Withhold All** **For All Except**

- 1. Election of Directors
Nominees

.. ..

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.

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

The Board of Directors recommends you vote FOR the following proposal:

	For	Against	Abstain
2 Advisory Vote on Named Executive Officer Compensation

The Board of Directors recommends you vote 1 YEAR on the following proposal:

	1 year	2 years	3 years	Abstain
3 Advisory Vote on Frequency of Advisory Vote on Named Executive Officer Compensation

The Board of Directors recommends you vote FOR proposals 4, 5 and 6.

	For	Against	Abstain
4 Approval of an amendment to CalAmp's certificate of incorporation to increase the Company's authorized common stock from 40,000,000 to 80,000,000 shares
5 Ratification of the selection of SingerLewak LLP as the independent auditing firm for the Company for the fiscal year ending February 28, 2013
6 Transact such other business as may properly come before the meeting and any postponements or adjournments thereof

For address change/comments, mark here.
 (see reverse for instructions) ..

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 [PLEASE SIGN WITHIN BOX]	Date	Signature (Joint Owners)	Date
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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.

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

**PROXY FOR 2012 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JULY 31, 2012.
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 2012 Annual Meeting of Stockholders, and hereby appoints Frank Perna and Michael Burdick, 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 6, 2012 at the Annual Meeting of Stockholders to be held on July 31, 2012 and at any postponements or adjournments thereof.

PLEASE MARK, SIGN, DATE AND RETURN THE PROXY CARD PROMPTLY, USING THE ENCLOSED ENVELOPE. THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN ACCORDANCE WITH THE INSTRUCTIONS INDICATED HEREIN. IF NO INSTRUCTIONS ARE GIVEN, THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE BOARD OF DIRECTORS' RECOMMENDATIONS.

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