

Edgar Filing: CalAmp Corp. - Form 10-K/A

CalAmp Corp.
Form 10-K/A
September 03, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES ACT OF 1934

FOR THE FISCAL YEAR ENDED FEBRUARY 28, 2004

COMMISSION FILE NUMBER: 0-12182

CALAMP CORP.

(Exact name of Registrant as specified in its Charter)

DELAWARE

95-3647070

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

1401 N. RICE AVENUE, OXNARD, CALIFORNIA

93030

(Address of principal executive offices)

(Zip Code)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (805) 987-9000

FORMER NAME, IF CHANGED SINCE LAST REPORT: CALIFORNIA AMPLIFIER, INC.

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

TITLE OF EACH CLASS

NAME OF EACH EXCHANGE

None

None

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

\$.01 PAR VALUE COMMON STOCK

(Title of Class)

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes [] No [X]

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The aggregate market value of the common stock of the Registrant held by non-affiliates computed by reference to the price at which the common stock was last sold as of the last business day of the Registrant's second fiscal quarter ended August 31, 2003 was approximately \$54,455,000.

There were 23,070,097 shares of the Registrant's Common Stock outstanding as of May 24, 2003.

EXPLANATORY NOTE REGARDING THIS AMENDMENT TO FORM 10-K

On September 1, 2004, CalAmp Corp. (formerly known as California Amplifier, Inc.) (the "Company") discovered that it had inadvertently filed a superseded form of the officers' certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 in its Form 10-K for the year ended February 28, 2004 that was filed with the Securities and Exchange Commission on May 28, 2004 (the "fiscal 2004 Form 10-K"). The Company also discovered that there was a typographical error in the officers' certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that was included in the fiscal 2004 Form 10-K.

The purpose of this amendment to the fiscal 2004 Form 10-K is to provide the correct form of the Section 302 officers' certification, and to correct the typographical error in the Section 906 officers' certification.

The accompanying revised certifications are dated May 27, 2004, the same date as the original certifications, but these revised certifications were executed on September 2, 2004, and the statements made in these revised certifications are also true and correct as of this later date.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on September 2, 2004.

/s/ Fred M. Sturm

Fred M. Sturm
Chief Executive Officer

/s/ Richard K. Vitelle

Richard K. Vitelle
Chief Financial Officer