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CalAmp Corp.
Form 8-K
January 20, 2009

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

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): January 15, 2009

Exact Name of Registrant as Specified in Its Charter: CALAMP CORP.

DELAWARE	0-12182	95-3647070
State or Other Jurisdiction of Incorporation or Organization	Commission File Number	I.R.S. Employer Identification No.

Address of Principal Executive Offices: 1401 N. Rice Avenue
Oxnard, CA 93030

Registrant's Telephone Number, Including Area Code: (805) 987-9000

Former Name or Former Address, if Changed Since Last Report: Not applicable

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14.a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 1.01. Entry into a Material Definitive Agreement

Effective January 15, 2009, CalAmp Corp. (the "Company") entered into the Sixth Amendment to the Credit Agreement dated May 26, 2006 (the "Sixth Amendment") with Bank of Montreal, as administrative agent, and certain other banks that are parties thereto. As previously disclosed, under the terms of the Fifth amendment to the Credit Agreement entered into on October 24, 2008, the Company was obligated to make a principal reduction on the Company's bank term loan equal to 50% of the net cash proceeds of any litigation settlement reached with Rogers Corporation ("Rogers"). Also as previously disclosed, on January 6, 2009 the Company entered into an out-of-court litigation settlement with Rogers pursuant to which Rogers made a cash payment of \$9 million to the Company. After deducting legal expenses incurred for this matter, the net cash proceeds to the Company amounted to approximately \$8,233,000.

Pursuant to the Sixth Amendment, the Company agreed to increase the principal payment on its bank term loan from 50% of the net cash proceeds of the Rogers settlement to 75%, or \$6,175,000, and the banks agreed to waive previously assessed fees totaling \$704,000. The Company made the term loan principal payment of \$6,175,000 on January 20, 2009.

Also effective January 15, 2009, the banks waived (the "Waiver Letter") an event of default arising from the Company's noncompliance with the financial covenant that requires the Company to achieve a specified level of Wireless DataCom revenues for the three-month period ended December 27, 2008.

The Sixth Amendment and the Waiver Letter are filed as Exhibits 10.1 and 10.2, respectively, to this Current Report on Form 8-K and the information contained therein is incorporated into this Item 1.01 by reference.

ITEM 9.01. Financial Statements and Exhibits

(c) Exhibits

- 10.1 Sixth Amendment dated January 15, 2009 to the Credit Agreement dated May 26, 2006 between CalAmp Corp., Bank of Montreal and other lenders party thereto.
- 10.2 Waiver Letter dated January 15, 2009.

SIGNATURE

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

CALAMP CORP.

January 20, 2009

By: /s/ Richard Vitelle

Date

Richard Vitelle,
VP Finance & Chief Financial Officer