

LOJACK CORP

Filed by
CALAMP CORP.

FORM SC TO-T/A

(Amended tender offer statement by Third Party)

Filed 03/18/16

Address	40 PEQUOT WAY CANTON, MA 02021
Telephone	781-302-4200
CIK	0000355777
Symbol	LOJN
SIC Code	3663 - Radio and Television Broadcasting and Communications Equipment
Industry	Communications Equipment
Sector	Technology
Fiscal Year	12/31

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

SCHEDULE TO

(RULE 14d-100)

Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934

(Amendment No. 2)

LOJACK CORPORATION

(Name of Subject Company)

LEXUS ACQUISITION SUB, INC.

(Offeror)

CALAMP CORP.

(Parent of Offeror)

(Names of Filing Persons)

COMMON STOCK, \$0.01 PAR VALUE PER SHARE

(Title of Class of Securities)

539451104

(CUSIP Number of Class of Securities)

Stephen M. Moran

Vice President and General Counsel

CalAmp Corp.

1401 N. Rice Avenue

Oxnard, California 93030

(805) 987-9000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copy to:

Peter W. Wardle

Gibson, Dunn & Crutcher LLP

333 South Grand Avenue

Los Angeles, California 90071

(213) 229-7900

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$125,319,945.45	\$12,619.72

* Estimated for purposes of calculating the filing fee only. The transaction value was calculated by adding (i) 18,969,614 shares of common stock, par value \$0.01 per share ("Shares"), of LoJack Corporation ("LoJack") issued and outstanding as of January 29, 2016 multiplied by the offer price of \$6.45 per share (the "Offer Price"); (ii) 714,289 Shares underlying LoJack restricted stock awards as of January 29, 2016, which will accelerate and become fully vested in connection with the transaction, multiplied by the Offer Price; (iii) 1,447,866 Shares subject to issuance pursuant to LoJack options as of January 29, 2016, multiplied by the Offer Price less the weighted average exercise price for such options of \$3.85; and (iv) 12,010 Shares subject to issuance pursuant to LoJack restricted stock units as of January 29, 2016, multiplied by the Offer Price; and subtracting an amount equal to (a) 850,100 Shares beneficially owned as of the date of this document by Parent of Offeror, Offeror and its subsidiaries, multiplied by (b) the Offer Price. The calculation of the filing fee is based on information provided by LoJack as of January 29, 2016.

** The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, by multiplying the transaction valuation by .0001007.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$12,619.72	Filing Party:	CalAmp Corp.
Form or Registration No.:	Schedule TO	Date Filed:	February 16, 2016

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 2 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO filed with the U.S. Securities and Exchange Commission on February 16, 2016 (together with any amendments and supplements thereto, including this Amendment, the "Schedule TO") by CalAmp Corp., a Delaware corporation ("CalAmp"), and Lexus Acquisition Sub, Inc. ("Purchaser"), a Massachusetts corporation and a wholly-owned subsidiary of CalAmp. This Schedule TO relates to the offer by Purchaser to purchase all outstanding shares of common stock, par value \$0.01 per share (the "Shares"), of LoJack Corporation, a Massachusetts corporation ("LoJack"), at \$6.45 per Share (the "Offer Price"), net to the seller in cash, without interest and less any applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated February 16, 2016 (the "Offer to Purchase"), and in the related Letter of Transmittal, copies of which are attached hereto as Exhibits (a)(1)(A) and (a)(1)(B), respectively (which, together with any amendments or supplements thereto, collectively constitute the "Offer"). Capitalized terms used and not otherwise defined in this Amendment shall have the meanings assigned to such terms in the Offer to Purchase.

Items 1, 4, 8 and 11 of the Schedule TO are amended and supplemented by the following:

The subsequent offering period expired at 12:00 midnight (Eastern time) on Thursday, March 17, 2016 (one minute after 11:59 P.M., Eastern time, on Thursday, March 17, 2016). The Depositary for the Offer has advised CalAmp and Purchaser that, as of such time, an aggregate of 16,148,232 Shares were tendered into, and not withdrawn from, the Offer during the initial offering period and the subsequent offering period (excluding 4,120 Shares tendered pursuant to guaranteed delivery procedures that have not yet been delivered in settlement or satisfaction of such guarantee), representing approximately 82.1% of the outstanding Shares on a fully-diluted basis. Such Shares, when combined with the 850,100 Shares already owned by Purchaser, represent approximately 86.4% of the outstanding Shares on a fully-diluted basis. Purchaser has accepted for payment all Shares that were validly tendered during the subsequent offering period, and payment will be made promptly in accordance with the terms of the Offer at the Offer Price, net to the seller in cash, without interest and less any applicable withholding taxes.

Following the expiration of the subsequent offering period, Purchaser exercised the Top-Up Option to purchase additional Shares from LoJack at a purchase price of \$6.45 per Share, which, together with the Shares purchased in the Offer and the 850,100 Shares already owned by Purchaser, represent at least 90% of the outstanding Shares on a fully diluted basis.

Purchaser intends to effectuate a short-form merger in accordance with the Merger Agreement and Section 11.05 of the MBCA, without the action of LoJack's board of directors or the other stockholders of LoJack. As a result of the Merger, the Purchaser will be merged with and into LoJack, with LoJack surviving the Merger as a direct, wholly-owned subsidiary of CalAmp. At the Effective Time, each Share (other than Shares owned by (i) CalAmp or Purchaser, which will be cancelled with no consideration; and (ii) any shareholders of LoJack who properly exercise their appraisal rights, if applicable) will be cancelled and converted into the right to receive \$6.45 per Share, net to the seller in cash, without interest and less any applicable withholding taxes. LoJack will be delisted from the NASDAQ Global Select Market following the Merger.

The full text of the joint press release issued by CalAmp and LoJack announcing the expiration of the subsequent offering period and the completion of the Offer is attached hereto as Exhibit (a)(5)(C) and is incorporated herein by reference.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following:

Exhibit	Exhibit Name
(a)(5)(C)	Joint Press Release issued by CalAmp Corp. and LoJack Corporation on March 18, 2016.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 18, 2016

CALAMP CORP.

By: /s/ Richard Vitelle

Name: Richard Vitelle

Title: Executive Vice President, Chief Financial Officer and Secretary

LEXUS ACQUISITION SUB, INC.

By: /s/ Richard Vitelle

Name: Richard Vitelle

Title: Treasurer and Secretary

EXHIBIT INDEX

Index No.

- (a)(1)(A) Offer to Purchase, dated February 16, 2016.*
 - (a)(1)(B) Form of Letter of Transmittal.*
 - (a)(1)(C) Form of Notice of Guaranteed Delivery.*
 - (a)(1)(D) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
 - (a)(1)(E) Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
 - (a)(1)(F) Form of Summary Advertisement, dated February 16, 2016.*
 - (a)(5)(A) Joint Press Release issued by CalAmp Corp. and LoJack Corporation on February 16, 2016.*
 - (a)(5)(B) Joint Press Release issued by CalAmp Corp. and LoJack Corporation on March 15, 2016.*
 - (a)(5)(C) Joint Press Release issued by CalAmp Corp. and LoJack Corporation on March 18, 2016.
 - (b) Not applicable.
 - (d) Agreement and Plan of Merger, dated February 1, 2016, by and among LoJack Corporation, CalAmp Corp. and Lexus Acquisition Sub, Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by CalAmp Corp. on February 2, 2016).*
 - (g) Not applicable.
 - (h) Not applicable.
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* Previously filed.

NEWS BULLETIN

FROM:



FOR IMMEDIATE RELEASE

**CALAMP ANNOUNCES EXPIRATION OF SUBSEQUENT OFFERING PERIOD
AND COMPLETION OF TENDER OFFER FOR SHARES OF LOJACK**

OXNARD, CA and CANTON, MA – March 18, 2016 – CalAmp Corp. (NASDAQ: CAMP) (“CalAmp”) and LoJack Corporation (NASDAQ: LOJN) (“LoJack”) announced today the expiration of the subsequent offering period of the cash tender offer by CalAmp’s wholly-owned subsidiary, Lexus Acquisition Sub, Inc. (“Purchaser”), for all of the outstanding shares of common stock of LoJack at a price of \$6.45 per share, net to the seller in cash, without interest and less any applicable withholding taxes.

The subsequent offering period expired at 12:00 midnight (Eastern time) on Thursday, March 17, 2016 (one minute after 11:59 P.M., Eastern time, on Thursday, March 17, 2016). Computershare Trust Company, N.A., the depository for the tender offer, has advised Purchaser that a total of 16,148,232 shares of LoJack common stock were validly tendered and not withdrawn pursuant to the tender offer in the initial offering period and the subsequent offering period (excluding 4,120 shares tendered pursuant to guaranteed delivery procedures that have not yet been delivered in settlement or satisfaction of such guarantees). Such shares, when combined with the 850,100 shares of LoJack common stock currently owned by Purchaser, represent approximately 86.4% of the issued and outstanding shares of LoJack common stock on a fully-diluted basis.

Following the expiration of the subsequent offering period, in accordance with the Agreement and Plan of Merger entered into by CalAmp, Purchaser and LoJack on February 1, 2016, Purchaser exercised a top-up option to purchase a sufficient number of shares of LoJack common stock directly from LoJack to allow the parties to consummate a short-form merger of Purchaser with and into LoJack without the vote of LoJack’s stockholders pursuant to Section 11.05 of the Massachusetts Business Corporation Act.

Upon completion of the merger, LoJack will become a wholly-owned subsidiary of CalAmp. In the merger, each share of LoJack common stock that was not validly tendered in the tender offer (other than shares held by CalAmp or Purchaser, or by any stockholders of LoJack who properly exercise their appraisal rights, if applicable) will be cancelled and converted into the right to receive the same \$6.45 per share, net to the seller in cash, without interest and less any applicable withholding taxes, that was paid in the tender offer. In addition, the parties anticipate that the common stock of LoJack will cease to be traded on the NASDAQ Global Select Market at the close of market on March 18, 2016, following completion of the merger.

About CalAmp Corp.

CalAmp is a proven leader in providing wireless communications solutions to a broad array of vertical market applications and customers. CalAmp’s extensive portfolio of intelligent communications devices, robust and scalable cloud service platform, and targeted software applications streamline otherwise complex Machine-to-Machine (M2M) deployments. These solutions enable customers to optimize their operations by collecting, monitoring and efficiently reporting business critical data and desired intelligence from high-value mobile and remote assets. For more information, please visit www.calamp.com.

About LoJack Corporation

LoJack, the company that has helped more than nine million people protect their vehicles in the event of theft over the past 25+ years, today provides safety, security and protection for an ever-growing range of valuable assets and people. Leveraging its core strengths, including its well-known brand, direct integration with law enforcement and dealer distribution network, LoJack is expanding its business to include its traditional vehicle and equipment theft recovery, people at risk and new telematics-based products and services. LoJack is delivering new telematics-based solutions for on-road and off-road fleet management, as well as dealer inventory management. By expanding its brand beyond stolen vehicle recovery, LoJack is committed to creating a new level of value for its dealer, licensee, customer and investor communities by delivering innovative offerings and multiple technologies in expanding geographies. For more information, visit www.lojack.com.

Forward-Looking Statements

This release contains forward-looking statements related to the proposed transaction and business combination between CalAmp and LoJack, including statements regarding the benefits and timing of the transaction, as well as statements regarding the companies' products, markets and growth opportunities. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this release, including the following, among others: expected synergies and other financial benefits of the transaction may not be realized; integration of the acquisition post-closing may not occur as anticipated; the pendency of the transaction may have resulted in disruptions to LoJack's business that will make it more difficult to maintain relationships with employees, customers, vendors and other business partners; delays, disruptions or increased costs in the integration of LoJack's technology in existing or new products and services may arise; unanticipated restructuring costs may be incurred; attempts to retain key personnel and customers may not succeed; the business combination or the combined companies' products may not be supported by third parties; actions by competitors may negatively impact results; and there may be negative changes in general economic conditions in the regions or the industries in which CalAmp and LoJack operate. In addition, please refer to the documents that CalAmp and LoJack file with the Securities and Exchange Commission (the "SEC") on Forms 10-K, 10-Q, and 8-K, including the specific risk factors included in such filings. These filings identify and address other important risks and uncertainties that could cause events and results to differ materially from those contained in the forward-looking statements set forth in this release. Readers are cautioned not to put undue reliance on these forward-looking statements, and CalAmp and LoJack assume no obligation to update, and do not intend to update, these forward-looking statements, whether as a result of new information, future events or otherwise.

Additional Information

This release relates to a pending business combination transaction between CalAmp and LoJack. No statement in this release constitutes an offer to buy, or the solicitation of an offer to sell, any securities. A solicitation and an offer to buy shares of LoJack was made pursuant to the offer to purchase and related materials that CalAmp filed with the SEC on February 16, 2016. CalAmp is filing today an amendment to its Tender Offer Statement on Schedule TO related to the transaction with the SEC, and thereafter LoJack will file an amendment to its Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer. CalAmp and LoJack may also file other documents with the SEC regarding the transaction. This document is not a substitute for Schedule TO, the Schedule 14D-9 or any other document that CalAmp or LoJack may file with the SEC in connection with the transaction.

AT ADDO COMMUNICATIONS:

Lasse Glassen

General Information

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