

Byron Marc V
Form 4
April 02, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Byron Marc V

2. Issuer Name and Ticker or Trading Symbol
HUGHES Telematics, Inc. [HTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2200 FLETCHER AVENUE, 4TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
FORT LEE, NJ 07024

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 03/31/2009 | | D | 44,759 D <u>(1)</u> | 954,319 | I | Held by Byron Business Ventures XX, LLC <u>(2)</u> |
| Common Stock | 03/31/2009 | | D | 333,026 <u>(3)</u> D <u>(4)</u> | 621,293 | I | Held by Byron Business Ventures XX, LLC <u>(2)</u> |
| Common Stock | 03/31/2009 | | A | 72,224 A <u>(4)</u> | 693,517 | I | Held by Trivergance, |

| | | | | | | | | |
|--------------|------------|---|--------|---|-------|---------|---|---|
| Common Stock | 03/31/2009 | P | 32,826 | A | \$ 10 | 726,343 | I | LLC ⁽⁵⁾ Held by Trivergance, LLC ⁽⁵⁾ |
|--------------|------------|---|--------|---|-------|---------|---|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Common Stock | <u>(3)</u> | 03/31/2009 | | <u>A(3)</u> | 333,026 | <u>(3)</u> 03/31/2014 | Common Stock 333,026 |
| Common Stock | <u>(6)</u> | 03/31/2009 | | <u>A(6)</u> | 241,893 | <u>(6)</u> 03/31/2014 | Common Stock 241,893 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Byron Marc V 2200 FLETCHER AVENUE 4TH FLOOR FORT LEE, NJ 07024 | X | | | |

Signatures

/s/ Marc V. 04/02/2009
Byron

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares delivered to the Issuer and cancelled in connection with the merger between HUGHES Telematics, Inc. and Polaris Acquisition Corp. (the "Merger").
- (2) Marc V. Byron controls Byron Business Ventures XX, LLC.
- (3) Shares deposited into escrow to be released to the Reporting Person if the trading price of the Issuer's common stock equals or exceeds \$20.00 for any 20 trading days within a 30 trading-day period between the first and fifth anniversaries of the closing of the Merger.
- (4) Merger consideration.
- (5) Marc V. Byron has a pecuniary interest in shares held by Trivergance, LLC.

Shares issued into escrow as Merger consideration to be released to the Reporting Person in three tranches, as follows: (i) the first tranche of 40% of such shares will be released if the trading price of the Issuer's common stock equals or exceeds \$20.00 for any 20 trading days within a 30 trading-day period between the first and fifth anniversaries of the closing of the Merger; (ii) the second tranche of 30% of

- (6) such shares will be released if the trading price of the Issuer's common stock equals or exceeds \$24.50 for any 20 trading days within a 30 trading-day period between the second and fifth anniversaries of the closing of the Merger; and (iii) the third tranche of 30% of such shares will be released if the trading price of the Issuer's common stock equals or exceeds \$30.50 for any 20 trading days within a 30 trading-day period between the third and fifth anniversaries of the closing of the Merger.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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