

Byron Marc V  
Form 4  
June 15, 2012

**FORM 4**

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

OMB APPROVAL

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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

(Last) (First) (Middle)

2200 FLETCHER AVENUE, 4TH FLOOR

(Street)

FORT LEE, NJ 07024

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

HUGHES Telematics, Inc. [HUTC]

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

06/14/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Beneficial Ownership (Instr. 4)  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D) Code V Amount Price                                    |   |  |  |
| Common Stock                    | 06/14/2012                           |  | S                              | 621,293 D \$ 11.8499  | 0   | I  | Held by Byron Business Ventures XX, LLC <sup>(1)</sup> |
| Common Stock                    |                                      |  |                                |   | 36,000  | D  |  |
| Common Stock                    |                                      |  |                                |   | 105,050   | I  | Held by Trivergance, LLC <sup>(2)</sup>                |

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.

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(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) | 8. Pr Deri Secu (Inst |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                 | Amount or Number of Shares |
| Common Stock                               | \$ 0   |                                      |  |                                |   | (3) 03/31/2014   | Common Stock  |                       | 333,026                    |
| Common Stock                               | \$ 0   |                                      |  |                                |   | (4) 03/31/2014   | Common Stock  |                       | 241,893                    |

## Reporting Owners

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

## Signatures

/s/ Marc V. 06/15/2012  
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) Mr. Byron controls Byron Business Ventures XX, LLC.

(2) Mr. Byron has a pecuniary interest in the shares of common stock held by Trivergance, LLC.

(3) Shares of common stock held in escrow to be released to the Reporting Person if the trading price of the Company's common stock equals or exceeds \$20.00 per share for any 20 trading days within a 30 trading-day period prior to March 31, 2014.

Shares of common stock held in escrow 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 Company's common stock equals or exceeds \$20.00 per share for any 20 trading days within a 30 trading-day period prior to March 31, 2014; (ii) the second tranche of 30% of such shares will be released if the trading price of the Company's common stock equals or exceeds \$24.50 per share for any 20 trading days within a 30 trading-day period prior to March 31, 2014; and the third tranche of 30% of such shares will be released if the trading price of the Company's common stock equals or exceeds \$30.50 per share for any 20 trading days within a 30 trading-day period prior to March 31, 2014.

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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