

Byron Marc V  
Form 4  
June 15, 2012

**FORM 4**

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

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

## OMB APPROVAL

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

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)  |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------|
| Common<br>Stock                       | 06/14/2012                              |                                                             | S                                       | 621,293 D                                                               | \$<br>11.8499 0                                                                                                    | I                                                                          | Held by<br>Byron<br>Business<br>Ventures<br>XX, LLC <sup>(1)</sup> |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 36,000                                                                                                             | D                                                                          |                                                                    |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 105,050                                                                                                            | I                                                                          | Held by<br>Trivergance,<br>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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                  | 8. Pr<br>Deri<br>Secu<br>(Inst |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------|--------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount or<br>Number of<br>Shares |                                |
| Common<br>Stock                                     | \$ 0                                                               |                                         |                                                             |                                      |                                                                                                                    | (3)                                                            | 03/31/2014         | Common<br>Stock                                                     | 333,026                          |                                |
| Common<br>Stock                                     | \$ 0                                                               |                                         |                                                             |                                      |                                                                                                                    | (4)                                                            | 03/31/2014         | Common<br>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.  
Byron 06/15/2012

        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.

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