

HUGHES Telematics, Inc.
Form SC 13D/A
June 10, 2011

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO**

13d-2(a)

(Amendment No. 2)

HUGHES TELEMATICS, INC.

(Name of Issuer)

Common Stock, par value \$0.0001

(Title of Class of Securities)

73104R102

(CUSIP Number)

John F. Hartigan, Esq.

Morgan, Lewis & Bockius LLP

300 S. Grand Avenue

Los Angeles, CA 90071

(213) 612-2500

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(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 8, 2011

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. ☐

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 73104R102

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Communications Investors LLC
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
	7 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8 Shared Voting Power 53,814,291 shares of Common Stock
	9 Sole Dispositive Power
	10 Shared Dispositive Power 12,373,560 shares of Common Stock
11	Aggregate Amount Beneficially Owned by Each Reporting Person 53,814,291 shares of Common Stock
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 57.2%
14	Type of Reporting Person OO

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CUSIP No. 73104R102

13D

- | | |
|---|---|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
Apollo German Partners V GmbH & Co. KG |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Germany |
| | 7 Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 Shared Voting Power
381,567 shares of Common Stock |
| | 9 Sole Dispositive Power |
| | 10 Shared Dispositive Power
110,619 shares of Common Stock |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
381,567 shares of Common Stock |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
0.4% |
| 14 | Type of Reporting Person
PN |

CUSIP No. 73104R102

13D

- | | |
|---|---|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Verwaltungs V GmbH |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Germany |
| | 7 Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 Shared Voting Power
381,567 shares of Common Stock |
| | 9 Sole Dispositive Power |
| | 10 Shared Dispositive Power
110,619 shares of Common Stock |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
381,567 shares of Common Stock |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
0.4% |
| 14 | Type of Reporting Person
OO |

CUSIP No. 73104R102

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Management V, L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a) ☐
(b) ☒
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
53,814,291 shares of Common Stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
12,373,560 shares of Common Stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
53,814,291 shares of Common Stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒
- 13 Percent of Class Represented by Amount in Row (11)
57.2%
- 14 Type of Reporting Person
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 73104R102

13D

- | | |
|----|--|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
AIF V Management, LLC |
| 2 | Check the Appropriate Box if a Member of a Group
(a) o
(b) x |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o |
| 6 | Citizenship or Place of Organization
Delaware |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
53,814,291 shares of Common Stock |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
12,373,560 shares of Common Stock |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
53,814,291 shares of Common Stock |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x |
| 13 | Percent of Class Represented by Amount in Row (11)
57.2% |
| 14 | Type of Reporting Person
OO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 73104R102

13D

- | | |
|---|---|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Management, L.P. |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Delaware |
| | 7 Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 Shared Voting Power
53,814,291 shares of Common Stock |
| | 9 Sole Dispositive Power |
| | 10 Shared Dispositive Power
12,373,560 shares of Common Stock |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
53,814,291 shares of Common Stock |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
57.2% |
| 14 | Type of Reporting Person
PN |

CUSIP No. 73104R102

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Management GP, LLC
- 2 Check the Appropriate Box if a Member of a Group
(a) ☐
(b) ☒
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
53,814,291 shares of Common Stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
12,373,560 shares of Common Stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
53,814,291 shares of Common Stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒
- 13 Percent of Class Represented by Amount in Row (11)
57.2%
- 14 Type of Reporting Person
OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 73104R102

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Management Holdings, L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a) ☐
(b) ☒
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
53,814,291 shares of Common Stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
12,373,560 shares of Common Stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
53,814,291 shares of Common Stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒
- 13 Percent of Class Represented by Amount in Row (11)
57.2%
- 14 Type of Reporting Person
PN

CUSIP No. 73104R102

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Management Holdings GP, LLC
- 2 Check the Appropriate Box if a Member of a Group
(a) ☐
(b) ☒
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
53,814,291 shares of Common Stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
12,373,560 shares of Common Stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
53,814,291 shares of Common Stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒
- 13 Percent of Class Represented by Amount in Row (11)
57.2%
- 14 Type of Reporting Person
OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 73104R102

13D

1	Name of Reporting Person I.R.S. Identification of Above Person PLASE HT, LLC
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
	7 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8 Shared Voting Power 6,402,993 shares of Common Stock
	9 Sole Dispositive Power
	10 Shared Dispositive Power 4,292,660 shares of Common Stock
11	Aggregate Amount Beneficially Owned by Each Reporting Person 6,402,993 shares of Common Stock
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 6.8%
14	Type of Reporting Person OO

CUSIP No. 73104R102

13D

- | | |
|----|---|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Investment Fund V (PLASE), L.P. |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Delaware |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
6,402,993 shares of Common Stock |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
4,292,660 shares of Common Stock |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
6,402,993 shares of Common Stock |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
6.8% |
| 14 | Type of Reporting Person
PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 73104R102

13D

- | | |
|----|---|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Advisors V, L.P. |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Delaware |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
6,784,560 shares of Common Stock |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
4,403,279 shares of Common Stock |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
6,784,560 shares of Common Stock |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
7.2% |
| 14 | Type of Reporting Person
PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 73104R102

13D

- | | |
|----|---|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Capital Management V, Inc. |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Delaware |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
6,784,560 shares of Common Stock |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
4,403,279 shares of Common Stock |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
6,784,560 shares of Common Stock |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
7.2% |
| 14 | Type of Reporting Person
CO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 73104R102

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Principal Holdings I, L.P.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
7	Sole Voting Power
8	Shared Voting Power 6,784,560 shares of Common Stock
9	Sole Dispositive Power
10	Shared Dispositive Power 4,403,279 shares of Common Stock
11	Aggregate Amount Beneficially Owned by Each Reporting Person 6,784,560 shares of Common Stock
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 7.2%
14	Type of Reporting Person PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 73104R102

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Principal Holdings I GP, LLC
- 2 Check the Appropriate Box if a Member of a Group
(a) ☐
(b) ☒
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
- 6 Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power
	8	Shared Voting Power 6,784,560 shares of Common Stock