Byron Marc V Form 4 April 02, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

1(b).

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)

2. Issuer Name and Ticker or Trading Byron Marc V Issuer Symbol **HUGHES Telematics, Inc. [HTC]** (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 2200 FLETCHER AVENUE, 4TH 03/31/2009

FLOOR

(State)

1. Name and Address of Reporting Person *

4. If Amendment, Date Original (Street)

(Zin)

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

(Check all applicable)

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

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

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

FORT LEE, NJ 07024

(City)

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	ecuri	ties Acc	quired, Disposed	of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities on(A) or Disp (Instr. 3, 4 a	osed c	of (D)	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)
Common Stock	03/31/2009		D	44,759	D	(1)	954,319	I	Held by Byron Business Ventures XX, LLC (2)
Common Stock	03/31/2009		D	333,026 (3)	D	<u>(4)</u>	621,293	I	Held by Byron Business Ventures XX, LLC (2)
Common Stock	03/31/2009		A	72,224	A	<u>(4)</u>	693,517	I	Held by Trivergance,

Common Stock O3/31/2009 P 32,826 A \$ 10 726,343 I Trivergance, LLC $\underline{^{(5)}}$

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

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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. Transactio Code (Instr. 8)	FransactionDerivative Code Securities		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 o Number o Shares	
Common Stock	<u>(3)</u>	03/31/2009		A(3)	333,026	(3)	03/31/2014	Common Stock	333,026	
Common Stock	<u>(6)</u>	03/31/2009		A(6)	241,893	<u>(6)</u>	03/31/2014	Common Stock	241,893	

Reporting Owners

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

Signatures

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

**Signature of Date
Reporting Person

Reporting Owners 2

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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. 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.