

HUGHES Telematics, Inc.
Form 424B3
August 10, 2011
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Filed Pursuant to Rule 424(b)(3)
File No. 333-160787

SUPPLEMENT NO. 15 TO PROSPECTUS DATED AUGUST 19, 2009
THE DATE OF THIS SUPPLEMENT IS AUGUST 9, 2011

On August 9, 2011, HUGHES Telematics, Inc. filed the attached Quarterly Report on Form 10-Q with the Securities and Exchange Commission.

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

x Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended June 30, 2011, or

o Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Commission file number 001-33860
HUGHES Telematics, Inc.
(Exact name of registrant as specified in its charter)

Delaware 26-0443717
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)

2002 Summit Boulevard, Suite 1800 30319
Atlanta, Georgia
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (404) 573-5800

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of August 8, 2011, 94,129,838 shares of the registrant's common stock were outstanding.

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

HUGHES TELEMATICS, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

(In thousands, except share data)

	June 30, 2011	December 31, 2010
Assets		
Current assets:		
Cash and cash equivalents	\$14,569	\$14,596
Short-term investments	1,100	2,263
Accounts receivable, net	6,068	10,661
Prepaid expenses	1,236	933
Other current assets	3,780	3,078
Total current assets	26,753	31,531
Restricted cash	1,291	1,333
Property and equipment, net	22,524	24,516
Capitalized software, net	19,980	18,476
Intangible assets, net	10,884	12,591
Goodwill	5,169	5,169
Debt issuance costs	3,221	3,958
Other assets	10,736	11,243
Total assets	\$100,558	\$108,817
Liabilities and Stockholders' Deficit		
Current liabilities:		
Accounts payable	\$7,678	\$6,688
Accrued liabilities	22,101	18,868
Deferred revenue	18,291	12,972
Current portion of capital lease obligations	1,398	1,772
Current portion of long-term debt	5,027	5,632
Other current liabilities	607	1,585
Total current liabilities	55,102	47,517
Long-term debt, net of current portion	111,568	102,669
Capital lease obligations	120	152
Long-term deferred revenue	27,587	19,337
Other liabilities	1,075	1,504
Total liabilities	195,452	171,179
Commitments and contingencies (Note 11)		
Stockholders' deficit:		
Preferred stock, \$0.0001 par value. Authorized 10,000,000 shares, no shares issued and outstanding at June 30, 2011 and December 31, 2010	—	—
Common stock, \$0.0001 par value. Authorized 155,000,000 shares; issued and outstanding 94,137,129 shares at June 30, 2011 and 92,675,404 shares at December 31, 2010	9	9
Additional paid-in capital	378,051	370,229
Accumulated deficit	(486,618)	(445,450)
Total HUGHES Telematics, Inc. stockholders' deficit	(108,558)	(75,212)
Non-controlling interests in consolidated subsidiary	13,664	12,850

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Total stockholders' deficit	(94,894)	(62,362)
Total liabilities and stockholders' deficit	\$100,558	\$108,817

The accompanying notes are an integral part of these condensed consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

(In thousands, except share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Revenues:				
Services	\$14,499	\$6,468	\$28,100	\$12,524
Hardware	2,576	2,959	4,938	5,070
Total revenues	17,075	9,427	33,038	17,594
Operating costs and expenses (exclusive of depreciation and amortization shown separately):				
Cost of services	5,650	5,249	11,517	10,477
Cost of hardware sold	1,805	2,153	3,372	3,740
Research and development	4,378	1,946	8,656	3,966
Sales and marketing	5,904	5,026	12,808	10,158
General and administrative	10,206	8,401	21,040	16,586
Depreciation and amortization	3,568	3,424	7,096	6,905
Total operating costs and expenses	31,511	26,199	64,489	51,832