

SIERRA WIRELESS INC  
Form 40-F  
March 18, 2011

# U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 40-F

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**REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934**

**OR**

**ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2010**

**Commission File No.: 0-30718**

**SIERRA WIRELESS, INC.**

(Exact name of Registrant as specified in its charter)

**Canada**

(Jurisdiction of incorporation or organization)

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Primary Standard Industrial Classification Doe (if applicable): **3663**

I.R.S. Employer Identification Number (if applicable): **94-3338019**

**13811 Wireless Way, Richmond**

**British Columbia, Canada V6V 3A4**

**(604) 231-1100**

(Address and telephone number of principal executive offices)

**CT Corporation  
111 Eighth Avenue  
New York, New York 10011**

**(212) 894-8940**

(Agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

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**Common Shares**

(Title of Class)

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Name of exchange on which securities are registered:  
**Toronto Stock Exchange, The Nasdaq Global Market**

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

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For annual reports, indicate by check mark the information filed with this Form:

Annual Information Form     Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: **31,222,786 Common Shares without par value as at December 31, 2010**

Indicate by check mark whether the Registrant, by filing the information contained in this Form, is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the Exchange Act ). If "yes" is marked, indicate the filing number assigned to the Registrant in connection with such Rule.

Yes    82 -     No

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period 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

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**A. Disclosure Controls and Procedures**

Disclosure controls and procedures are defined by the Securities and Exchange Commission (the "Commission") as those controls and other procedures that are designed to ensure that information required to be disclosed by the Registrant in reports filed or submitted by it under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms.

The Registrant's Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Registrant's disclosure controls and procedures and have determined that such disclosure controls and procedures were effective as of the end of the period covered by this Annual Report. A discussion of the Registrant's disclosure controls and procedures can be found in its Management's Discussion and Analysis of Financial Condition and Results of Operations for the fiscal year ended December 31, 2010, filed as Exhibit No. 1.3 to this Annual Report, under the heading "Disclosure Controls".

**B. Management's Annual Report on Internal Control Over Financial Reporting**

See Management's Discussion and Analysis of Financial Condition and Results of Operations for the fiscal year ended December 31, 2010, filed as Exhibit No. 1.3 to this Annual Report, under the heading "Internal Control Over Financial Reporting - Management's Annual Report on Internal Control Over Financial Reporting".

**C. Attestation Report of the Registered Public Accounting Firm**

The attestation report of KPMG LLP ("KPMG"), the independent registered public accounting firm of the Registrant, is included in KPMG's report, dated March 18, 2011, to the shareholders of the Registrant, which accompanies the Registrant's audited consolidated financial statements for the fiscal year ended December 31, 2010, filed as Exhibit 1.2 to this Annual Report.

**D. Changes in Internal Control Over Financial Reporting**

See Management's Discussion and Analysis of Financial Condition and Results of Operations for the fiscal year ended December 31, 2010, filed as Exhibit No. 1.3 to this Annual Report, under the heading "Internal Control Over Financial Reporting - Changes in Internal Control Over Financial Reporting".

**E. Notice of Pension Fund Blackout Period**

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The Registrant was not required by Rule 104 of Regulation BTR to send any notice to any of its directors or executive officers during the fiscal year ended December 31, 2010.

### **F. Audit Committee Financial Expert**

The Registrant's Board of Directors has determined that S. Jane Rowe is the audit committee financial expert, within the meaning of General Instruction B(8)(b) of Form 40-F. Ms. Rowe is independent within the meaning of Rule 10A-3 under the Exchange Act and as that term is defined by the rules and regulations of the Nasdaq Stock Market, Inc. ( Nasdaq ).

The Commission has indicated that the designation of a person as an audit committee financial expert does not make such person an expert for any purpose, impose any duties, obligations or liability on such person that are greater than those imposed on members of the Audit Committee and the Board of Directors who do not carry this designation, or affect the duties, obligations or liability of any other member of the Audit Committee or Board of Directors.

**G. Code of Ethics**

The Registrant's Board of Directors has adopted a code of ethics (the "Code") that applies to all directors, officers and employees. A copy of the Code may be obtained at [www.sierrawireless.com](http://www.sierrawireless.com). The Registrant will provide a copy of the Code without charge to any person that requests a copy by contacting the Corporate Secretary at the address that appears on the cover of this Annual Report on Form 40-F.

**H. Principal Accountant Fees and Services**

*Audit Fees*

The aggregate fees billed by KPMG, the Registrant's independent auditor, for the fiscal years ended December 31, 2010 and 2009, for professional services rendered by KPMG for the audit of the Registrant's annual financial statements or services that are normally provided by KPMG in connection with statutory and regulatory filings or engagements for such fiscal years were \$1,150,000 and \$859,000, respectively.

*Audit-Related Fees*

The aggregate fees billed by KPMG for the fiscal years ended December 31, 2010 and 2009, for assurance and related services rendered by KPMG that are reasonably related to the performance of the audit or review of the Registrant's financial statements and are not reported above as audit fees were nil and nil, respectively.

*Tax Fees*

The aggregate fees billed by KPMG for the fiscal years ended December 31, 2010 and 2009, for professional services rendered by KPMG for tax compliance, tax advice, transfer pricing services, tax planning and other services were \$55,350 and \$75,000, respectively.

Tax fees for 2010 and 2009 were primarily for tax compliance and transfer pricing services.

*All Other Fees*

There were no fees billed by KPMG for the fiscal years ended December 31, 2010 and 2009, except as described above.

*Audit Committee Pre-Approval Policies and Procedures*

Since the enactment of the Sarbanes-Oxley Act of 2002 on July 30, 2002, all audit and non-audit services performed by the Registrant's outside auditors are pre-approved by the audit committee of the Registrant.

**I. Off-Balance Sheet Arrangements**

The Registrant is not a party to any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

**J. Tabular Disclosure of Contractual Obligations**

See Annual Information Form dated March 18, 2011, filed as Exhibit No. 1.1 to this Annual Report, under the heading Contractual Obligations .

**K. Identification of Audit Committee**

The Registrant has a separately designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act comprised of three individuals: S. Jane Rowe (Chair), Paul G. Cataford and Charles E. Levine. Each of the members of the audit committee is independent, within the meaning of Rule 10A-3 under the Exchange Act and as that term is defined by the rules and regulations of the Nasdaq.

**L. Critical Accounting Policies**

A discussion of the Registrant's critical accounting policies can be found in its Management's Discussion and Analysis of Financial Condition and Results of Operations for the fiscal year ended December 31, 2010, filed as Exhibit No. 1.3 to this Annual Report, under the heading Critical Accounting Estimates .

**M. Nasdaq Exemptions**

The rules and regulations of the Nasdaq require each listed issuer to provide that a quorum for its shareholders' meetings be at least 33 1/3 percent of the issuer's outstanding shares. The Registrant has been granted an exemption from this requirement because it is contrary to generally accepted business practices in Canada, the Registrant's country of domicile. The Registrant has had the benefit of this exemption in the current and prior year.

In determining whether a requirement is contrary to generally accepted business practices, the Nasdaq rules generally look to the requirements of the primary market in the issuer's country of domicile. The rules and policies of the Toronto Stock Exchange, the primary market in Canada, do not contain quorum requirements, and the *Canada Business Corporations Act*, the Registrant's governing statute, defers to the quorum requirements contained in an issuer's By-laws. Under the Registrant's By-laws, a quorum for a meeting of the Registrant's shareholders is two persons present in person, each being a shareholder entitled to vote thereat or a duly appointed proxyholder or representative for a shareholder so entitled.

**N. Interactive Data File**

The Registrant is currently not required to submit to the Commission, nor post on its corporate website, an Interactive Data File.





**UNDERTAKING AND CONSENT TO SERVICE OF PROCESS**

A. Undertaking

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

B. Consent to Service of Process

A Form F-X, as amended, signed by the Registrant and the Registrant's agent for service of process with respect to the Common Shares has previously been filed with the Commission. Any change to the name or address of the Registrant's agent for service shall be communicated promptly to the Commission by amendment to the Form F-X referencing the file number of the Registrant.

**SIGNATURES**

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

**SIERRA WIRELESS, INC.**  
*(Registrant)*

/s/ DAVID G. MCLENNAN  
David G. McLennan,  
Chief Financial Officer and Secretary

Date: March 18, 2011

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Document</b>
1.1	Annual Information Form for the fiscal year ended December 31, 2010, dated March 18, 2011
1.2	Audited Consolidated Financial Statements for the fiscal year ended December 31, 2010, prepared in accordance with U.S. generally accepted accounting principles
1.3	Management's Discussion and Analysis of Financial Condition and Results of Operations for the fiscal year ended December 31, 2010
23.1	Consent of KPMG LLP
31.1	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002