

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

COMMAND SECURITY CORP

CIK: **864509** | IRS No.: **141626307** | State of Incorporation: **NY** | Fiscal Year End: **0331**
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SIC: **7381** Detective, guard & armored car services

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 11, 2013

COMMAND SECURITY CORPORATION
(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
of incorporation)

001-33525
(Commission
File Number)

14-1626307
(I.R.S. Employer
Identification No.)

1133 Route 55, Suite D
Lagrangeville, New York
(Address of principal executive offices)

12540
(Zip Code)

(845) 454-3703
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 17, 2013, Command Security Corporation (the “Company”) announced the appointment of N. Paul Brost as the Company’s Chief Financial Officer. Mr. Brost’s appointment was effective immediately on his employment start date of January 14, 2013. Prior to joining the Company, Mr. Brost, age 59, served as the Vice President, Finance and Chief Financial Officer of UNISYS Federal Systems (NYSE: UIS) from 2009 until 2010. In addition, from 2001 until 2009, he was the Senior Vice President, Finance for Orbital Sciences Corporation (NYSE: ORB). Mr. Brost is a CPA, a former Partner with Ernst & Young LLP and a graduate of Southern Illinois University.

Pursuant to the terms of an employment offer letter dated January 11, 2013 (the “Brost Employment Agreement”), Mr. Brost’s initial annual base salary will be \$250,000. Mr. Brost is also eligible to receive an annual bonus of up to 40% of his annual base salary, payable at the discretion of the Company’s Board of Directors (the “Board”). Additionally, upon the commencement of Mr. Brost’s employment, the Board will consider a grant to Mr. Brost of the option to purchase an aggregate of 165,000 shares, of which one-third (1/3) of such stock options shall vest on the first, second and third anniversary, respectively, of Mr. Brost’s employment commencement date with the Company. The option exercise price will be the closing stock price on the grant date. Upon an involuntary termination of employment without cause, Mr. Brost is eligible to receive a severance payment of twelve (12) months base salary.

The foregoing description of the Brost Employment Agreement is only a summary of the material terms of the Brost Employment Agreement and is qualified in its entirety by reference to the Brost Employment Agreement filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference herein.

On January 17, 2013, the Company also announced that Barry Regenstein stepped down as Chief Financial Officer, effective upon Mr. Brost’s appointment. Mr. Regenstein is entitled to receive severance and certain benefits in accordance with his existing employment agreement previously filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ended December 31, 2009. By mutual agreement, Mr. Regenstein will remain with the Company in his role of President through the end of the Company’s current fiscal year, which ends March 31, 2013 and will be eligible for a 2013 annual bonus, dependent upon performance. The Company thanks Mr. Regenstein for his innumerable contributions and tremendous efforts in the over 8 years he has been with the Company and wishes him well in his future endeavors.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Brost Employment Offer Letter dated January 11, 2013
99.1	Press Release dated January 17, 2013

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COMMAND SECURITY CORPORATION

Dated: January 17, 2013

By: /s/ Barry Regenstein

Name: Barry Regenstein

Title: President

Exhibit Index

Exhibit No.	Description
10.1	Brost Employment Offer Letter dated January 11, 2013
99.1	Press Release dated January 17, 2013

January 11, 2013

N. Paul Brost
18301 Mid Ocean Place
Leesburg, VA 20176

Dear Paul:

Command Security Corporation (the "Company") is pleased to offer you full-time employment as Chief Financial Officer, commencing on or before January 14, 2013 ("Employment Date"), on the following terms and conditions. Our offer is contingent upon satisfactory results from all Company pre-employment background checks. Your offer is contingent upon your representation to the Company that you are not bound by any type of agreement that would restrict your ability to work for the Company as Chief Financial Officer ("CFO"), and that you have not misappropriated any of your previous employer's confidential business information for the benefit of the Company.

Position and Compensation

Position: You will serve as the Company's CFO reporting to the Chief Executive Officer ("CEO"). Your duties, responsibilities and authority will be as is customary for a CFO, and include but are not limited to, managing the financial affairs of the Company, implementing policies and procedures to ensure compliance with relevant laws and accounting standards, and setting goals, monitoring work, and evaluating results to ensure that departmental and organizational requirements are being met.

Base Salary: Your base annual salary is \$250,000, paid in accordance with the Company's payroll practices.

Discretionary Performance Bonus: You will be eligible to receive a discretionary performance bonus up to forty percent (40 %) of your base salary. Cash portions of your bonus, if any, will be paid to you when approved by the Board of Directors if you are actively employed by the Company at the time such bonuses are due to be paid. The Company reserves all rights in determining bonuses, including whether a bonus is to be paid. If applicable, the discretionary performance bonus for the Fiscal Year ending March 31, 2013, will be prorated to reflect the actual period of your employment with the Company during the Fiscal Year.

Stock Options: (i) Option Grant. On the Employment Date, I will recommend to the Company's Board of Directors that they grant you a stock option (the "Option") to purchase an aggregate of 165,000 shares (as adjusted for any recapitalization, stock split, stock dividend or similar event affecting the number of the Company's outstanding shares of Common Stock (as defined below) generally (the "Option Shares") of the Company's common stock, par value \$0.001 per share ("Common Stock"), subject to such terms and conditions as the Board may establish in its discretion.

(ii) Exercise Price. Under the Option, the Option Shares will have an exercise price/share based upon the closing price of the Common Stock on the NYSE/AMEX on the date the Options are granted.

(iii) Vesting. The Option will vest, and may be exercised by you, during the time and so long as you are actively employed by the Company as its CFO, with respect to (A) one-third (1/3rd) of the Option Shares (ratably, across all exercise prices) following the end of the first anniversary of the Employment Date; (B) an additional one-third (1/3rd) of the Option Shares (ratably, across all exercise prices) following the end of second anniversary of the Employment Date; and (C) an additional one-third (1/3rd) of the Option Shares (ratably, across all exercise prices) following the end of third anniversary of the Employment Date. Notwithstanding the foregoing (but subject to the following two paragraphs), the Option will expire 10 years from the date of grant, similar to stock options granted to other executives of the Company.

Withholding Taxes: All forms of compensation referred to in this letter are subject to reduction to reflect applicable withholding and payroll taxes and other deductions required by law.

No Fixed Term

Your employment with the Company will be “at will,” meaning that either you or the Company may terminate your employment at any time and for any reason, with or without cause. Although your job duties, title, compensation and benefits, as well as the Company’s personnel policies and procedures, may change from time to time, the “at will” nature of your employment may only be changed in an express written agreement signed by you and a duly authorized officer of the Company.

Indemnification

In accordance with the law, the Company’s By-Laws and the terms of any applicable Directors, any Officers Liability Insurance, as may be amended from time to time, the Company will indemnify you against any and all expenses in connection with any claim or proceeding to which you are, was or at any time become a party, or are threatened to be made a party, by reason of the fact that you are or were acting within the scope of your duties as CFO of the Company.

Termination

If the Company terminates you without cause, upon your execution, no later than 60 days after such termination, of a general release in the form and substance acceptable to the Company, you shall receive a lump sum severance payment of twelve (12) months pay. Additionally, if the Company terminates you without cause, all outstanding stock options, restricted stock and other equity-based awards granted to you but which have not vested as of the date of termination shall become fully vested, and all options not yet exercisable shall become exercisable.

Change in Control

In the event that there is change of control of the Company, you will be entitled to participate in any change in control benefits that may be available at the time of such an event to executive Company management in accordance with the same terms and definitions that apply to the Company's executive managers.

Insurance and Benefits

You will be entitled to participate in the Company sponsored benefit plans according to the terms and conditions of each plan or program. You will also be subject to the terms of the Company's Employee Manual. You will be entitled to four weeks of vacation annually.

Non-Competition Agreement; Company's Employee Manual

Last, as a condition of employment, you will be required to enter into the enclosed post employment restrictive covenant.

Kindly sign and return a copy of this letter accepting the terms of this offer at your earliest convenience.

We look forward to having you on our senior leadership team.

Sincerely,

Command Security Corporation

/s/ Craig Coy

Craig Coy
Chief Executive Officer

I have read and accept all the terms in this employment offer:

/s/ N. Paul Brost

N. Paul Brost

Dated: January 11, 2013

NEWS RELEASE



COMPANY CONTACT:

Barry Regenstein, President
Command Security Corporation
845-454-3703

COMMAND SECURITY CORPORATION ANNOUNCES NEW CHIEF FINANCIAL OFFICER AND OPENING OF NEW CORPORATE OFFICE

Lagrangeville, New York***January 17, 2013***Command Security Corporation (NYSE MKT: MOC) announced today the appointment of N. Paul Brost as the Company's Chief Financial Officer. Mr. Brost's appointment was effective immediately upon his employment start date of January 14, 2013, in conjunction with the opening of the Company's new corporate office. Prior to joining the Company, Mr. Brost, age 59, served as the Vice President, Finance and Chief Financial Officer of UNISYS Federal Systems (NYSE: UIS) from 2009 until 2010. In addition, from 2001 until 2009, he was the Senior Vice President, Finance for Orbital Sciences Corporation (NYSE: ORB). Mr. Brost is a CPA, a former Partner with Ernst & Young and a graduate of Southern Illinois University.

The Company also announced that Barry Regenstein stepped down as Chief Financial Officer, effective upon Mr. Brost's appointment. At the same time, Mr. Regenstein agreed to remain with the Company in his role of President through the end of the Company's current fiscal year, which ends March 31, 2013. Chief Executive Officer, Craig P. Coy, said, "Mr. Regenstein has been a valuable leader for more than eight years. His experience and industry knowledge is recognized and we appreciate the continuing support he will provide to the Company during this transition."

In addition, the Company opened its new corporate headquarters in Herndon, VA which will consolidate headquarters personnel from three existing office locations. The transition of corporate functions is expected to be completed by February 15, 2013.

About Command Security Corporation

Command Security Corporation and its Aviation Safeguards division provide uniformed security officers, aviation security services and support security services to commercial, financial, industrial, aviation and governmental customers throughout the United States. We safeguard against theft, fraud, fire, intrusion, vandalism and the many other threats that our customers are facing today. By partnering with each customer, we design programs customized to meet their specific security needs and address their particular concerns. We bring years of expertise, including sophisticated systems for hiring, training, supervision and oversight, backed by cutting-edge technology, to every situation that our customers face involving security. Our mission is to enable our customers to operate their businesses without disruption or loss, and to create safe environments for their employees. For more information concerning our company, please refer to our website at www.commandsecurity.com.

Forward-Looking Statements

This announcement by Command Security Corporation (referred to herein as the “Company”) contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934, and within the meaning of the Private Securities Litigation Reform Act of 1995 about the Company that are based on management’s assumptions, expectations and projections about the Company. Such forward-looking statements by their nature involve a degree of risk and uncertainty. The Company cautions that actual results of the Company could differ materially from those projected in the forward-looking statements as a result of various factors, including but not limited to the factors described under the heading “Risk Factors” in the Company’s most recent Annual Report on Form 10-K for the fiscal year ended March 31, 2012, filed with the Securities and Exchange Commission, and such other risks disclosed from time to time in the Company’s periodic and other reports filed with the Securities and Exchange Commission. You should consider the areas of risk described above in connection with any forward-looking statements that may be made by the Company. The Company undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise. You are advised, however, to consult any additional disclosures the Company makes in proxy statements, quarterly reports on Form 10-Q, annual reports on Form 10-K and current reports on Form 8-K filed with the Securities and Exchange Commission, which are publicly available at the Securities and Exchange Commission’s website at www.sec.gov/edgar.shtml.
