

Coy Craig P
Form 4
February 22, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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)

1. Name and Address of Reporting Person *
Coy Craig P

2. Issuer Name and Ticker or Trading Symbol
COMMAND SECURITY CORP
[MOC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

C/O COMMAND SECURITY CORPORATION, 512 HERNDON PARKWAY, SUITE A

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HERNDON, VA 20170

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/21/2019 | | D ⁽¹⁾ | | 36,160 <u>(1)</u> | D | \$ 2.85 <u>(1)</u> |
| Common Stock | 02/21/2019 | | D ⁽¹⁾ | | 55,896 <u>(1)</u> | I | \$ 2.85 <u>(1)</u> |

See footnote ⁽²⁾

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

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SEC 1474 (9-02)

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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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|-----------------|--|-----------------|---|----------------------|
| | | | | | Acquired (A) | Disposed of (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Stock Options | \$ 1.62 | 02/21/2019 | | D ⁽³⁾ | | 240,000 | <u>(4)</u> | 01/02/2022 | Common Stock | 240,000 |
| Stock Options | \$ 2.3 | 02/21/2019 | | D ⁽³⁾ | | 180,000 | <u>(4)</u> | 01/02/2022 | Common Stock | 180,000 |
| Stock Options | \$ 3 | 02/21/2019 | | D ⁽³⁾ | | 180,000 | <u>(4)</u> | 01/02/2022 | Common Stock | 180,000 |
| Stock Options | \$ 1.79 | 02/21/2019 | | D ⁽³⁾ | | 100,000 | <u>(5)</u> | 12/22/2024 | Common Stock | 100,000 |
| Restricted Stock Units | <u>(6)</u> | 02/21/2019 | | D ⁽⁷⁾ | | 45,000 | <u>(8)</u> | <u>(8)</u> | Common Stock | 45,000 |
| Restricted Stock Units | <u>(6)</u> | 02/21/2019 | | D ⁽⁷⁾ | | 25,000 | <u>(9)</u> | <u>(9)</u> | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Coy Craig P C/O COMMAND SECURITY CORPORATION 512 HERNDON PARKWAY, SUITE A HERNDON, VA 20170 | X | | Chief Executive Officer | |

Signatures

/s/ Craig P. Coy 02/22/2019

**Signature of
Reporting Person

Date

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).

Pursuant to an Agreement and Plan of Merger (the "Merger Agreement") entered into on September 18, 2018 among Command Security Corporation (the "Issuer"), Prosegur SIS (USA) Inc., a Delaware corporation ("Parent"), and Crescent Merger Sub, Inc., a New York corporation and a wholly owned subsidiary of Parent ("Merger Sub"), Merger Sub was merged with and into the Issuer (the "Merger"), with the Issuer surviving the Merger and becoming a wholly owned subsidiary of Parent Pursuant to the Merger Agreement, upon the closing of the Merger on February 21, 2019, each issued and outstanding share of the Issuer's common stock (other than certain excluded shares) was canceled and automatically converted into the right to receive \$2.85 in cash.

(1) These 55,896 common shares were owned by the Coy Consulting 401(k) Profit Sharing Plan, of which the Reporting Person is a trustee and the sole beneficiary.

Pursuant to the Merger Agreement, at the effective time of the Merger, each outstanding option to purchase shares under the Issuer's stock plans, vested or unvested, were canceled and the holders of the options became entitled to receive an amount in cash (less applicable taxes required to be withheld) equal to (i) the total number of shares subject to the option, whether vested or unvested, immediately prior to the effective time multiplied by (ii) the excess, if any, of (1) the merger consideration (\$2.85) over (2) the exercise price per share of the stock option. Any outstanding stock option that had an exercise price per share equal to or in excess of \$2.85 was canceled at the effective time of the Merger for no consideration.

(2) The options were granted on 01/03/2012 and became vested and exercisable as to one-third (1/3) of the aggregate number of shares (ratably, across all exercise prices) on each of the first three anniversaries of the grant date.

(3) The options were granted on 12/23/2014 and became vested and exercisable with respect to one-twelfth (1/12) of the aggregate shares of common stock subject to the options on the third day of each month beginning on February 3, 2015 and ending on January 3, 2016.

(4) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock, exempt under Rule 16b-3(d)(1) and (3).

Pursuant to the Merger Agreement, at the effective time of the Merger, each outstanding RSU granted under the Issuer's stock plans, whether vested or unvested, by virtue of the Merger, was canceled and the holder became entitled to receive an amount in cash (less applicable taxes required to be withheld) equal to (i) the total number of such RSUs, whether vested or unvested, immediately prior to the effective time multiplied by (ii) \$2.85.

This award of RSUs was granted effective September 14, 2017, the date the stockholders of the Issuer approved the amendment and restatement of the Issuer's Amended and Restated 2009 Omnibus Equity Incentive Plan at the Issuer's 2017 annual meeting of stockholders, and was scheduled to vest in 36 equal monthly installments with a vesting commencement date of July 21, 2017, subject to the terms of the Reporting Person's employment offer letter with the Issuer, dated January 11, 2013, as amended, and the underlying shares of the Issuer's common stock were scheduled to settle by March 15 in the year after they vest.

This award of RSUs was granted effective August 29, 2018, the date of the Issuer's 2018 annual meeting of stockholders, and was scheduled to vest in 36 equal monthly installments, and the underlying shares of the Issuer's common stock were scheduled to settle on the earlier of (i) the date that is 6 months following the Reporting Person's termination of service on the Issuer's Board of Directors and (ii) the effective date of a change in control of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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