

Brost Nicholas Paul Jr.
Form 4
February 22, 2019

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Brost Nicholas Paul Jr.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

(Last) (First) (Middle)

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

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

(Street)

HERNDON, VA 20170

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

(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⁾		5,834	D		\$ 2.85
					<u>(1)</u>			<u>(1)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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 Number Shares
Stock Options	\$ 1.91	02/21/2019		D ⁽²⁾	165,000	⁽³⁾	01/16/2023	Common Stock	165,000
Stock Options	\$ 3.25	02/21/2019		D ⁽²⁾	40,000	⁽⁴⁾	12/15/2024	Common Stock	40,000
Restricted Stock Units	⁽⁵⁾	02/21/2019		D ⁽⁶⁾	29,166	⁽⁷⁾	⁽⁷⁾	Common Stock	29,166

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Brost Nicholas Paul Jr.
C/O COMMAND SECURITY CORPORATION
512 HERNDON PARKWAY, SUITE A
HERNDON, VA 20170

Chief Financial Officer

Signatures

/s/ Paul Brost 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).

(1) 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.

(2) 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, was 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.

Edgar Filing: Brost Nicholas Paul Jr. - Form 4

- (3) The options were granted on 01/17/2013 and became vested and exercisable as to one-third (1/3) of the aggregate number of shares subject to the options on each of the first three anniversaries of the grant date.
- The options were granted on 12/16/2014 and became vested and exercisable with respect to one-twelfth (1/12) of the aggregate shares of
- (4) common stock subject to the options beginning on January 16, 2015, and an additional 1/12 of the aggregate shares of Common Stock subject to the options vested on the same date of each month thereafter.
- (5) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock.
- 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
- (6) 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
- (7) 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, and the underlying shares of the Issuer's common stock were scheduled to settle by March 15 in the year after they vest.

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.