

Kikis Thomas
Form 4
February 22, 2019

FORM 4

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kikis Thomas

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)

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/21/2019		D ⁽¹⁾	Amount <u>588,293</u> (1)	Price \$ 2.85 0 (1)	D	
Common Stock	02/21/2019		D ⁽¹⁾	Amount <u>58,032</u> (1)	Price \$ 2.85 0 (1)	I	See footnote (2)
Common Stock	02/21/2019		D ⁽¹⁾	Amount <u>155,000</u> (1)	Price \$ 2.85 0 (1)	I	See footnote (3)

Edgar Filing: Kikis Thomas - Form 4

Common Stock	02/21/2019	D ⁽¹⁾	85,000 ⁽¹⁾	D	\$ 2.85	0	I	See footnote (4)
-----------------	------------	------------------	-----------------------	---	------------	---	---	------------------------

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 or Number of Shares
Stock Options	\$ 2.4	02/21/2019		D ⁽⁵⁾		35,000		05/27/2010	05/26/2020	Common Stock	35,000
Stock Options	\$ 1.42	02/21/2019		D ⁽⁵⁾		35,000		09/13/2011	09/12/2021	Common Stock	35,000
Stock Options	\$ 1.28	02/21/2019		D ⁽⁵⁾		35,000		04/05/2012	04/04/2022	Common Stock	35,000
Stock Options	\$ 1.61	02/21/2019		D ⁽⁵⁾		25,000		06/03/2013	06/02/2023	Common Stock	25,000
Stock Options	\$ 1.8	02/21/2019		D ⁽⁵⁾		25,000		07/17/2014	07/16/2024	Common Stock	25,000
Restricted Stock Units	<u>(6)</u>	02/21/2019		D ⁽⁷⁾		25,000		<u>(8)</u>	<u>(8)</u>	Common Stock	25,000
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

Kikis Thomas
C/O COMMAND SECURITY CORPORATION
512 HERNDON PARKWAY, SUITE A
HERNDON, VA 20170

X X

Signatures

/s/ Thomas P.
Kikis 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) These shares are held by the Reporting Person's wife. The Reporting Person has discretion to vote and dispose of shares of the Issuer held by his wife.

(3) These shares are held by the Reporting Person's children. The Reporting Person has discretion to vote and dispose of shares of the Issuer held by his children.

(4) These shares are held by the Kikis Family Foundation, over which the Reporting Person has discretionary investment authority.

(5) 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.

(6) 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).

(7) 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.

(8) This award was granted on 09/14/2017 and was scheduled to vest in 36 equal monthly installments with a vesting commencement date of July 21, 2017, 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.

(9) This award was granted on 08/29/2018 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.

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.