Sullivan Mark J.
Form 4
February 22, 2019

FORM 4

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sullivan Mark J.

(Last) (First) (Middle)

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

(Street)

HERNDON, VA 20170

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Options	$ 1.43	02/21/2019		D[(1)(2)]			50,000	[(3)]	07/21/2023	Common Stock	50,0
Stock Options	$ 1.8	02/21/2019		D[(1)(2)]			25,000	07/17/2014	07/16/2024	Common Stock	25,0
Restricted Stock Units	[(4)]	02/21/2019		D[(5)]			25,000	[(6)]	[(6)]	Common Stock	25,0
Restricted Stock Units	[(4)]	02/21/2019		D[(5)]			25,000	[(7)]	[(7)]	Common Stock	25,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sullivan Mark J. C/O COMMAND SECURITY CORPORATION 512 HERNDON PARKWAY, SUITE A HERNDON, VA 20170	X			

Signatures

/s/ Mark J. Sullivan	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.

(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.

(3) The options were granted on 07/22/2013 and vested and became exercisable as to 1/12 of the shares of common stock subject to the options at the end of each month during which the Reporting Person has served as a director.

(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).

(5) 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.

(6) 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.

(7) 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.
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