

COMMAND SECURITY CORP  
Form DEF 14A  
July 29, 2013

SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant   
Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to 14a-12

COMMAND SECURITY CORPORATION  
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

COMMAND SECURITY CORPORATION  
512 Herndon Parkway, Suite A  
Herndon, VA 20170

**July 29, 2013**

Dear Fellow Shareholder:

On behalf of your Board of Directors, I cordially invite you to attend the 2013 Annual Meeting of Shareholders of Command Security Corporation, which will be held on September 19, 2013 at 1:00 p.m., Eastern Daylight Time. We are very pleased that this year's Annual Meeting will again be a completely virtual meeting of the shareholders, which will be conducted via live webcast. You will be able to attend the 2013 Annual Meeting, online, vote your shares electronically and submit your questions during the Annual Meeting by visiting [www.virtualshareholdermeeting.com/MOC2013](http://www.virtualshareholdermeeting.com/MOC2013).

We are also very pleased to be using the Securities and Exchange Commission rule allowing companies to furnish proxy materials to shareholders electronically. We believe that the e-proxy process expedites our shareholders' receipt of proxy materials, lowers the cost of distribution and reduces the environmental impact of our Annual Meeting.

In accordance with this rule, we will send a Notice of Internet Availability of Proxy Materials ("Notice of Internet Availability") on or about August 8, 2013 to shareholders of record as of the close of business on August 1, 2013. The Notice of Internet Availability contains instructions on how to access our Proxy Statement and our Annual Report for the fiscal year ended March 31, 2013 and vote online. If you did not receive a printed copy of our proxy materials and would like to receive one from us instead of downloading a printable version, please follow the instructions for requesting such materials included in the Notice of Internet Availability, as well as in the attached Proxy Statement. Details of the business to be conducted at the Annual Meeting are given in the attached Notice of Annual Meeting of Shareholders and the attached Proxy Statement. At the Annual Meeting, we will also respond to your questions.

Your vote is important. Whether or not you plan to attend the Annual Meeting, we urge you to read our Proxy Statement and vote. You may submit your proxy electronically, by telephone or by mail.

I look forward to our 2013 Annual Meeting of Shareholders.

Sincerely,

Craig P. Coy  
Chief Executive Officer

COMMAND SECURITY CORPORATION  
512 Herndon Parkway, Suite A,  
Herndon, VA 20170

NOTICE OF 2013 ANNUAL MEETING OF SHAREHOLDERS

**WHAT:** The 2013 Annual Meeting of Shareholders (the “Annual Meeting”) of Command Security Corporation, a New York corporation (the “Company”).

**WHEN:** 1:00 p.m. EDT, on September 19, 2013

**WHERE:** You will be able to attend the Annual Meeting online, vote your shares electronically and submit your questions during the Annual Meeting by visiting [www.virtualshareholdermeeting.com/MOC2013](http://www.virtualshareholdermeeting.com/MOC2013). You will need the 12-digit control number included on your Notice of Internet Availability or your proxy card (if you received a printed copy of the proxy materials) to enter the meeting.

**ITEMS OF BUSINESS:**

1. To elect as members of Class I of our Board of Directors the two nominees named in the Proxy Statement accompanying this Notice of 2013 Annual Meeting of Shareholders (the “Notice of 2013 Annual Meeting”), to serve on our Board of Directors (the “Board”) until our 2015 Annual Meeting of Shareholders, or until their respective successors have been duly elected and qualified;
2. To ratify the appointment of D’Arcangelo & Co., LLP as our independent registered public accounting firm for our fiscal year ending March 31, 2014;
3. To hold an advisory vote to approve the compensation of our named executive officers;
4. To hold an advisory vote on the frequency of the shareholder vote to approve the compensation of our named executive officers; and
5. To transact such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof. Our Board is not presently aware of any other matter that may be raised for consideration at the Annual Meeting.

**WHO MAY VOTE:** You may vote if you are a shareholder of record as of the close of business on August 1, 2013.

**ANNUAL REPORT:** A copy of our Annual Report for the fiscal year ended March 31, 2013 is available at [www.proxyvote.com](http://www.proxyvote.com).

**DATE OF MAILING**  
**OR**  
**AVAILABILITY:** This Notice of 2013 Annual Meeting and this Proxy Statement will first be mailed or made available, as the case may be, to shareholders on or about August 8, 2013.

**Whether or not you plan to attend the Annual Meeting online, please vote electronically or by telephone or, if you have received a paper copy of the proxy, please sign and date the enclosed proxy card and return it promptly.** If shares are held in a bank or brokerage account, you may vote by submitting voting instructions to your bank or broker. You may revoke a previously delivered proxy at any time prior to the Annual Meeting. Any shareholder may vote at the Annual Meeting, thereby canceling any previous proxy, provided that if your shares are held in a bank or brokerage account you will need to obtain a proxy, executed in your favor, from the shareholder of record (broker or nominee) to be able to vote by proxy at the Annual Meeting.

By Order of the Board of Directors

Craig P. Coy  
Chief Executive Officer

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COMMAND SECURITY CORPORATION  
512 Herndon Parkway, Suite A,  
Herndon, VA 20170

## PROXY STATEMENT

### FOR 2013 ANNUAL MEETING OF SHAREHOLDERS

#### ANNUAL MEETING MATTERS

These proxy materials are being made available to you electronically or, upon your request, printed versions of these materials have been delivered to you by mail in connection with the solicitation of proxies by the Board of Directors (the “Board”) of Command Security Corporation, a New York corporation (referred to herein as “we,” “us,” “Command” or the “Company”), for the Company’s fiscal 2013 Annual Meeting of Shareholders (the “Annual Meeting”) to be held at 1:00 p.m. EDT on Thursday, September 19, 2013.

#### GENERAL INFORMATION ABOUT VOTING

##### General

This Proxy Statement has information about the Annual Meeting and was prepared by our management for our Board. We will send the Notice of Internet Availability on or about August 8, 2013 to shareholders of record entitled to vote at the Annual Meeting. All shareholders have the ability to access the proxy materials online and to download printable versions of the proxy materials or to request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials electronically or to request a printed copy can be found in the Notice of Internet Availability and in this Proxy Statement.

##### Purpose of the meeting



The specific proposals to be considered and acted upon at the Annual Meeting are summarized in the accompanying Notice of 2013 Annual Meeting. Each proposal is described in more detail in this Proxy Statement.

#### Who can vote?

You can vote your shares of common stock if our records show that you own the shares on the record date of August 1, 2013. At August 1, 2013, we expect to have 9,093,598 shares of common stock outstanding, all of which will be eligible to vote at the Annual Meeting. Shareholders are entitled to one vote for each share of common stock held. Only holders of the Company's common stock as of the record date are entitled to notice of and to vote on some or all of the matters listed in this Proxy Statement and the accompanying Notice of 2013 Annual Meeting. The stock transfer books will not be closed between the record date and the date of the meeting. A list of shareholders entitled to vote at the Annual Meeting will be available for examination at the Company's principal executive offices at the address listed above for a period of at least 10 days prior to the Annual Meeting and during the Annual Meeting such list will be available for examination at [www.virtualshareholdermeeting.com/MOC2013](http://www.virtualshareholdermeeting.com/MOC2013).

The Securities and Exchange Commission's ("SEC") rules permit us to deliver a single Notice of 2013 Annual Meeting or set of proxy materials to one address shared by two or more of our shareholders. This delivery method is referred to as "householding" and can result in significant cost savings. To take advantage of this opportunity, we have delivered only one Notice of 2013 Annual Meeting to multiple shareholders who share an address, unless we received contrary instructions from the impacted shareholders prior to the mailing date. We agree to deliver promptly, upon written or oral request, a separate copy of the Notice of 2013 Annual Meeting and, if applicable, proxy materials, as requested, to any shareholder at the shared address to which a single copy of these documents was delivered. If you prefer to receive separate copies of the Notice of 2013 Annual Meeting, proxy statement or annual report, contact Broadridge Financial Solutions, Inc. by calling 1-800-542-1061 or in writing at Broadridge Financial Solutions, Inc., Householding Department, 51 Mercedes Way, Edgewood, New York 11717.

In addition, if you currently are a shareholder who shares an address with another shareholder and would like to receive only one copy of future notices and proxy materials for your household, you may notify your broker if your shares are held in a brokerage account or you may notify us if you hold registered shares. Registered shareholders may notify us by contacting Broadridge Financial Solutions, Inc. at the above telephone number or address.

What do I need in order to be able to attend the Annual Meeting online?

The Company will be hosting the Annual Meeting live online. Any shareholder can attend the Annual Meeting live online at [www.virtualshareholdermeeting.com/MOC2013](http://www.virtualshareholdermeeting.com/MOC2013). You will need the 12-digit control number included in your Notice of Internet Availability or your proxy card (if you received a printed copy of the proxy materials) in order to be able to enter the Annual Meeting. Instructions on how to attend and participate online, including how to demonstrate proof of stock ownership, are posted at [www.virtualshareholdermeeting.com/MOC2013](http://www.virtualshareholdermeeting.com/MOC2013).

How do I vote if my shares are held in “street name”?

If on August 1, 2013, your shares are held in the name of your broker, dealer, bank, trustee or other nominee, that party should give you instructions for voting your shares. You should follow those instructions to vote directly, electronically or by telephone or mail. **The instructions set forth below apply to shareholders of record (also referred to as “registered holders”) only and not those whose shares are held in the name of a nominee.**

How do I vote by proxy if I am a registered holder?

If on August 1, 2013, your shares are registered directly in your name with our transfer agent, Computershare Investor Services, then you are a registered holder. If you are a registered holder you may vote by granting a proxy. The proxy holders will vote your shares as you instruct. If you grant a proxy but do not vote on a proposal, the proxy holders will vote for you on that proposal. Unless you instruct otherwise, the proxy holders will vote in the manner set forth below:

1. FOR the election of two (2) Class I directors listed below in Proposal No. 1 to serve on our Board until our 2015 Annual Meeting of Shareholders, or until their respective successors have been duly elected and qualified;
2. FOR the ratification of the appointment of D’Arcangelo & Co., LLP as our independent registered public accounting firm for the fiscal year ending March 31, 2014 as described in Proposal No. 2;

3. FOR the approval, on an advisory basis, of the compensation of our named executive officers as described in Proposal No. 3;

4. THREE YEARS on the frequency of the shareholder vote to approve the compensation of our named executive officers as described in Proposal No. 4; and

5. In the manner that the proxy holders deem appropriate for any other proposal to be considered at the Annual Meeting.

You can vote by proxy electronically or by telephone or mail by following the instructions set forth below:

#### Voting Electronically

You can vote at [www.proxyvote.com](http://www.proxyvote.com), 24 hours a day, seven days a week. You will need the 12-digit control number included on your Notice of Internet Availability or your proxy card (if you received a printed copy of the proxy materials).

### Voting By Telephone

You can vote using a touch-tone telephone by calling 1-800-690-6903, 24 hours a day, seven days a week. You will need the 12-digit control number included on your Notice of Internet Availability or your proxy card (if you received a printed copy of the proxy materials).

The online and telephone voting procedures, which comply with New York law, are designed to authenticate shareholder's identities, to allow shareholders to vote their shares and to confirm that their instructions have been properly recorded.

### Voting By Mail

If you have received a printed copy of the proxy materials by mail, you may complete, sign and return by mail the proxy card sent to you together with the printed copies of the proxy materials. The proxy card should be mailed to Command Security Corporation, c/o Broadridge Financial Solutions, 51 Mercedes Way, Edgewood, NY 11717.

Is there a deadline for submitting proxies electronically or by telephone or mail?

Proxies submitted electronically or by telephone as described above must be received by 11:59 p.m. EDT on September 18, 2013.

Proxies submitted by mail should be received by the Company before 1:00 p.m. EDT on September 19, 2013.

On what matters may I vote?

1. The election of two (2) Class I directors named herein to serve on our Board until our 2015 Annual Meeting of Shareholders, or until their respective successors have been duly elected and qualified.

2.

The ratification of the appointment of D'Arcangelo & Co., LLP as our independent registered public accounting firm for the fiscal year ending March 31, 2014.

3. The approval, on an advisory basis, of the compensation of our named executive officers.

4. The frequency of the shareholder vote to approve the compensation of our named executive officers.

To transact such other business as may properly come before the Annual Meeting and any adjournments or  
5. postponements thereof. Our Board is not presently aware of any other matter that may be raised for consideration at the Annual Meeting.

The foregoing items of business are more fully described in the Proxy Statement. None of the proposals requires the approval of any other proposal to become effective.

How does the Board of Directors recommend that I vote on the proposals?

The Board of Directors recommends a vote FOR the election of two (2) Class I directors named herein to serve on our Board (Proposal One); FOR the ratification of the appointment of D'Arcangelo & Co., LLP as our independent registered public accounting firm for the fiscal year ending March 31, 2014 (Proposal Two); FOR the approval, on an advisory basis, of the compensation of our named executive officers (Proposal Three); and every THREE YEARS on the frequency of the shareholder vote to approve the compensation of our named executive officers (Proposal Four).

What if other matters are presented at the Annual Meeting?

The matters described in this Proxy Statement are the only matters we know will be voted at the Annual Meeting. If other matters are properly presented at the Annual Meeting, the persons named as proxies on the enclosed proxy card will vote on those matters in accordance with their judgment as to the best interests of the Company.

Can I change my vote after I return my proxy?

Yes. At any time before the vote on a proposal, you can change your vote either by giving our Chief Executive Officer a written notice revoking your proxy, by attending the Annual Meeting online, by signing, dating and returning to us a new proxy or by voting again electronically or by telephone at a later time before the closing of those voting facilities at 11:59 p.m. EDT on September 18, 2013. We will honor the proxy with the latest date. However, no revocation will be effective unless we receive notice of such revocation at or prior to the Annual Meeting. For those shareholders who submit a proxy electronically or by telephone, the date on which the proxy is submitted in accordance with the instructions listed on the Notice of Internet Availability or proxy card is the date of the proxy.

Can I vote at the Annual Meeting rather than by completing a proxy?

Although we encourage you to complete and return a proxy prior to the Annual Meeting, you can attend the Annual Meeting and vote your shares online by visiting [www.virtualshareholdermeeting.com/MOC2013](http://www.virtualshareholdermeeting.com/MOC2013). You will need the 12-digit control number included on your Notice of Internet Availability or proxy card (if you receive a printed copy of the proxy materials) in order to be able to vote during the Annual Meeting. If you vote by proxy and also attend the Annual Meeting, there is no need to vote again at the Annual Meeting unless you wish to change your vote.

How is a quorum obtained?

We will hold the Annual Meeting if a quorum is present. A quorum will be present if holders of a majority of the outstanding shares of common stock entitled to vote on a matter at the Annual Meeting are present in person or represented by proxy at the Annual Meeting. If a quorum is not present at the Annual Meeting, the Annual Meeting may be adjourned from time to time until a quorum is obtained. If you submit a proxy, your shares will be counted to determine whether we have a quorum even if you abstain or fail to provide voting instructions on any of the proposals listed on the proxy card. If your shares are held in the name of a nominee, and you do not tell the nominee how to vote your shares, these shares will be counted for purposes of determining the presence or absence of a quorum for the transaction of business.

How many votes are required to approve the proposals?

A plurality of the votes cast of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on the election of directors is required for the election of directors. Accordingly, the two nominees for Class I director receiving the highest number of affirmative votes for such class will be elected. Because the nominees will be elected by a plurality vote, neither broker non-votes nor shares abstaining from the vote on the proposal to elect the slate of nominees will have an effect on the outcome of the election.

The affirmative vote of a majority of the votes cast in person or represented by proxy and entitled to vote at the Annual Meeting is required to ratify the Board's appointment of our independent registered public accounting firm. With respect to the ratification of the appointment of the independent registered public accountants, abstentions are considered to be shares present and entitled to be cast and will have the effect of a negative vote on the matter, and broker non-votes are not counted as shares eligible to vote and will have no effect on the outcome of the matter. Shareholder ratification of the appointment of D'Arcangelo & Co., LLP as our independent registered public accountants is not required by our By-laws or other applicable legal requirement. However, the Board is submitting the selection of D'Arcangelo & Co., LLP to the shareholders for ratification as a matter of good corporate governance. If the shareholders fail to ratify the selection, the audit committee of our Board (the "Audit Committee") will reconsider whether or not to retain that firm. Even if the selection is ratified, the Audit Committee at its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the Company's and our shareholders' best interests.

The affirmative vote of a majority of the votes cast in person or represented by proxy and entitled to vote at the Annual Meeting is required to approve the compensation of our named executive officers. Abstentions are considered to be shares present and entitled to be cast and will have the effect of a negative vote on the matter, and broker non-votes are not counted as shares eligible to vote and will have no effect on the outcome of the matter.

For the advisory vote on the frequency of the shareholder vote to approve the compensation of our named executive officers – every three (3) years, every two (2) years or every (1) year – the alternative receiving the greatest number of votes will be the frequency that the shareholders recommend to the Board of Directors. Abstentions and broker non-votes will have no effect on the outcome of the matter.

What is a “broker non-vote”?

The NYSE MKT LLC (“NYSE MKT”) has rules that govern brokers who have record ownership of listed company stock held in brokerage accounts for their clients who beneficially own the shares. Under these rules, brokers who do not receive voting instructions from their clients have the discretion to vote uninstructed shares on certain matters (“discretionary matters”) but do not have discretion to vote uninstructed shares as to certain other matters (“non-discretionary matters”). A broker may return a proxy card on behalf of a beneficial owner from whom the broker has not received instructions that casts a vote with regard to discretionary matters but expressly states that the broker is not voting on non-discretionary matters. The broker’s inability to vote with respect to the non-discretionary matters with respect to which the broker has not received instructions from the beneficial owner is referred to as a “broker non-vote.” Under current NYSE MKT interpretations, Proposals One, Three and Four are considered non-discretionary matters and Proposal Two is considered a discretionary matter. Broker non-votes will have no effect on the outcome of Proposals One, Three and Four.

Who will count the votes?

Broadridge Financial Solutions, Inc. will count the votes and act as the inspector of election.

Who is making and paying for this proxy solicitation?

This proxy is solicited on behalf of the Board. The Company will pay the cost of distributing this Proxy Statement and related materials. Our officers may solicit proxies by mail or telephone. Upon request, we will furnish copies of these proxy materials to banks, brokers, fiduciaries, custodians and other nominees that hold shares on behalf of beneficial owners so that they may forward the materials to the beneficial owners. The Company may, if appropriate, retain an



independent proxy solicitation firm to assist the Company in soliciting proxies. If the Company does retain a proxy solicitation firm, the Company would pay such firm's customary fees and expenses which fees would be expected to be approximately \$5,000, plus expenses.

Is my vote confidential?

Proxy cards and voting tabulations that identify individual shareholders are mailed or returned directly to Broadridge Financial Solutions and handled in a manner that protects your voting privacy. Your vote will not be disclosed EXCEPT:

1. as needed to permit Broadridge Financial Solutions to tabulate and certify the vote;
2. as required by law; or
3. in limited circumstances such as a proxy contest in opposition to the Board.

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In addition, all comments written on the proxy card or elsewhere will be forwarded to management, but your identity will be kept confidential unless you ask that your name be disclosed.

Company information and mailing address

We were incorporated under New York law on May 9, 1980. Our principal executive offices are located at 512 Herndon Parkway, Suite A, Herndon, VA 20170. Our telephone number is (703) 464-4735. Our website address is [www.commandsecurity.com](http://www.commandsecurity.com).

Information on our website is not intended to be incorporated into this Proxy Statement.

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on September 19, 2013:**

**The Notice of 2013 Annual Meeting, this Proxy Statement and our 2013 Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com). In addition, if you have not received a copy of our proxy materials and would like to receive one for the Annual Meeting or for future shareholder meetings, you may request paper or e-mail copies as follows:**

· By telephone: call 1-800-579-1639 free of charge and follow the instructions;

· By Internet: go to [www.proxyvote.com](http://www.proxyvote.com) and follow the instructions; or

By e-mail: send an e-mail message to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). Please send a blank e-mail and put the 12-digit control number located in your Notice of Internet Availability in the subject line.

PROPOSAL ONE:

ELECTION OF DIRECTORS

Our Board is currently comprised of five (5) members divided into two classes of directors serving staggered two-year terms. Class I currently consists of two (2) directors: Craig P. Coy and Janet L. Steinmayer. Class II currently consists of three (3) directors: James P. Heffernan, Thomas P. Kikis and Mark J. Sullivan.

The Class I directors of the Company to be elected at the Annual Meeting will serve for a term of two years, expiring at the Annual Meeting of Shareholders in 2015 or until their respective successors are elected and have qualified. The Class II directors of the Company will continue in office for their existing terms, which expire at the 2014 Annual Meeting of Shareholders or when their respective successors are elected and have been duly elected and qualified.

Unless authority to vote for directors is withheld, the Company intends that the shares represented by the enclosed proxy will be voted for the election of the nominees listed below. In the event the nominees become unable or unwilling to accept nomination or election, the shares represented by the enclosed proxy will be voted for the election of such persons as the Board may select. The Board has no reason to believe that the nominees will be unable or unwilling to serve.

Directors are elected by a plurality vote of the aggregate voting power of the shares of outstanding common stock, present in person or represented by proxy, voting together as a single class. Accordingly, the two (2) nominees for Class I director receiving the highest number of affirmative votes for such class will be elected.

Directors

Set forth below is certain information regarding the Company's directors whose term in office will continue following the Annual Meeting, subject to election of the Class I director nominees, including information furnished by them as to their principal occupations and business experience for the past five years, membership on committees of the board and directorships held by them in other publicly-held companies, their respective ages as of July 29, 2013 and the year in which each became a director of the Company. Each director has served continuously with the Company since their first election as indicated below.

<b>Name</b>	<b>Age</b>	<b>Position with the Company</b>	<b>Director Since</b>
<i>Class I Nominees for Terms Ending in 2015:</i>			
Craig P. Coy	63	Chief Executive Officer and Director	2012
Janet L. Steinmayer	58	Director	2011
<i>Continuing Class II Directors:</i>			
Thomas P. Kikis	52	Director and Chairman of the Board	2004
James P. Heffernan	67	Director	2010
Mark J. Sullivan	60	Director	2013

## Nominees for Class I of our Board

*Craig P. Coy* has served as our Chief Executive Officer and one of our directors since January 3, 2012. Prior to joining the Company, Mr. Coy provided independent security consulting services from January 2009 to December 2011. Mr. Coy served from July 2006 to January 2009 as President and Chief Operating Officer of the Homeland Security Group of L-3 Communications Holdings, Inc., a security and defense contractor. Prior to joining L-3, Mr. Coy served as the chief executive officer of the Massachusetts Port Authority (“Massport”) from 2002 to 2006, where he oversaw Logan International Airport, the Port of Boston, the Tobin Bridge and Hanscom Field in Bedford. At Massport, Mr. Coy led the implementation of Logan's nationally recognized 100% bag screening program, the nation's first permanent system approved for a major U.S. international airport. From 1999 until 2001 he served as chief executive officer and president of HR Logic, Inc., before which, he spent eight years providing logistical support, maintenance and training services to the aerospace industry as vice president and general manager for Lear Siegler Services, Inc. Mr. Coy served in the U.S. Coast Guard (the “USCG”) for more than 20 years in various capacities, including Chief Operating Officer for activities in Europe and Director of the Commandant's Strategic Planning Office. In 1983, he became the first USCG officer ever to be selected as a White House Fellow and worked with President Ronald Reagan's domestic policy advisor, before going on to serve as deputy director for Counter Terrorism at the National Security Council. As the Chief Executive Officer of the Company, Mr. Coy's extensive security industry experience allows him to contribute valuable advice to our Board regarding strategic opportunities for the Company, as well as providing insight into the Company's short- and long-term challenges. He also serves as a conduit between the Board and management while overseeing the Company's operations to realize the Board's strategic goals. For these reasons, our Board has concluded that Mr. Coy should serve as a director of the Company.

*Janet L. Steinmayer* has served as one of our directors since June 9, 2011. Ms. Steinmayer serves as Chief Executive Officer of Applesed LLC, a company which provides strategic marketing and consulting services chiefly to expansion stage and artisanal food companies. From 2006 to January 2009, Ms. Steinmayer served as President, Chief Executive Officer and as a member of the board of directors of Centerplate, Inc., which was a company whose shares were publicly traded on the NYSE Amex and the Toronto Stock Exchange until its sale to a private equity firm in January 2009. Ms. Steinmayer was also employed in various other executive capacities with Centerplate from 1993 until her appointment as President and Chief Executive Officer in 2006. Centerplate is one of the largest hospitality companies in North America and one of the largest providers of services to the National Football League (NFL), Major League Baseball (MLB), major convention centers, arenas, performing arts centers, museums and ski resorts. Previously, Ms. Steinmayer served as Senior Vice President and General Counsel of Trans World Airlines, then a Fortune 500 company and the seventh largest U.S. airline. Ms. Steinmayer is a graduate of Bryn Mawr College, where she serves on its Board of Trustees, and the University of Chicago Law School. As a corporate executive with many years of business experience, including experience as chief executive officer of a publicly-traded company, Ms. Steinmayer contributes valuable advice to our Board regarding our strategy, operations, sales and marketing obligations as a public company and financial challenges and opportunities. For these reasons, our Board has concluded that Ms. Steinmayer should serve as a director of the Company.

**The Board unanimously recommends a vote FOR the election of each of the Class I nominees for director listed above.**

#### Incumbent Class II Directors

*Thomas P. Kikis* has served as one of our directors since August 2004. Mr. Kikis is the managing member of Arcadia Securities, LLC, a New York based registered broker-dealer which he organized in 1998. He is also the President of Kikis Asset Management, a New York - based money management firm he started in 1991. Prior to that, he was Vice President in charge of trading and a Portfolio Manager at Deltec Securities, the New York subsidiary of an international investment bank. Previously he was an investor and a director of the Company from October 1997 to September 2000. Mr. Kikis has a B.A. from Princeton University and an Executive M.B.A. in Finance from the New York University Stern Graduate School of Business. As a long-time investor with experience investing in public companies having a similar market capitalization as the Company, Mr. Kikis contributes valuable advice to our Board regarding the Company's challenges and opportunities, financial issues and our obligations as a public company. For these reasons, our Board has concluded that Mr. Kikis should serve as a director of the Company.

*James P. Heffernan* has served as one of our directors since October 2010. Currently, Mr. Heffernan serves as a member of the board of directors of United Natural Foods, Inc., a leading distributor of natural and organic foods. Mr. Heffernan served as a member of the board of directors of Solutia Inc., a performance materials specialty chemical manufacturer with global operations, until its acquisition by Eastman Chemical in July 2012. From 1987 until 1996, Mr. Heffernan served as President of WHR Management Corp. and as General Partner and President of Whitman Heffernan & Rhein Workout Funds, an investment banking firm specializing in corporate reorganizations. From 1990 to 1996, Mr. Heffernan served as Chief Financial Officer, Chief Operating Officer and as a Director of Danielson

Holding Corporation, which had ownership interests in a number of insurance and trust operations. From 1993 until 2000, Mr. Heffernan served as a Director and as Chairman of the Finance Committee of Columbia Energy Group, a vertically integrated gas company with several billion dollars of annual revenues and assets (which was acquired by NiSource in November 2000). Before joining WHR Management Corp., Mr. Heffernan was an attorney with the New York based law firm Anderson, Kill & Olick, PC., where he specialized in corporate reorganizations. As an attorney with many years of corporate business experience, Mr. Heffernan contributes valuable advice to our Board regarding the Company's challenges and opportunities, financial issues and short- and long-term business strategy. For these reasons, our Board has concluded that Mr. Heffernan should serve as a director of the Company.

*Mark J. Sullivan* has served as one of our directors since July 22, 2013. Mr. Sullivan is a Co-Founder and Partner of Global Security and Intelligence Strategies. Prior to entering private life, Mr. Sullivan was the Director of the United States Secret Service from 2006-2013 and served in a variety of leadership roles as a Special Agent in the organization for nearly 30 years. Mr. Sullivan began his career in Federal law enforcement nearly 35 years ago as a Federal Protective Officer before becoming a Special Agent with the Housing and Urban Development Inspector General for Investigations. Mr. Sullivan serves on the Board of Directors of Heroes, Inc., a non-profit organization established to assist the widows and children of law enforcement officers and firefighters who lost their lives in the line of duty, and is active with the United States Marine Corps Law Enforcement Foundation. As an effective former chief executive, Mr. Sullivan contributes valuable security, government and professional leadership experience to the Company. For these reasons, our Board has concluded that Mr. Sullivan should serve as a director of the Company.

PROPOSAL TWO:

RATIFICATION OF APPOINTMENT OF  
INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS

The Audit Committee has selected D’Arcangelo & Co., LLP as the independent registered public accountants to audit the books, records and accounts of the Company for the current fiscal year ending March 31, 2014, subject to ratification by the shareholders at the Annual Meeting. D’Arcangelo & Co., LLP has audited the Company’s financial statements since 1996. Although shareholder ratification is not required by our By-laws or any other applicable legal requirement, the Board is submitting the selection of D’Arcangelo & Co., LLP to the shareholders for ratification as a matter of good corporate governance. Our Board recommends that shareholders vote for ratification of this appointment. In the event of a negative vote on ratification, the Board may reconsider its selection. A representative of D’Arcangelo & Co., LLP is expected to be present at our Annual Meeting; they will have the opportunity to make a statement and will be available to respond to appropriate questions from shareholders.

The Audit Committee has responsibility for the appointment, compensation and oversight of the work of the independent registered public accountants. As part of this responsibility, the Audit Committee must pre-approve all permissible services to be performed by the independent registered public accountants.

Pursuant to the Audit Committee charter, the Audit Committee is required to pre-approve all auditing services and the terms thereof (which may include providing comfort letters in connection with securities underwritings) and non-audit services (other than non-audit services prohibited under Section 10A(g) of the Securities Exchange Act of 1934 (“Exchange Act”), or the applicable rules of the SEC or the Public Company Accounting Oversight Board) to be provided to the Company by the independent registered public accountants; provided, however, the pre-approval requirement is waived with respect to the provision of non-audit services for the Company if the “de minimus” provisions of Section 10A(i)(1)(B) of the Exchange Act are satisfied. This authority to pre-approve non-audit services may be delegated to one or more members of the Audit Committee, who shall present all decisions to pre-approve an activity to the full Audit Committee at its first meeting following such decision.

During the fiscal years ended March 31, 2013 and 2012 and the interim period between April 1, 2013 and July 29, 2013, neither the Company nor anyone acting on its behalf consulted D’Arcangelo & Co., LLP with respect to the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company’s financial statements, or any other matters or reportable events listed in Item 304(a)(2)(i) or (ii) of Regulation S-K.

Approval of Proposal Two will require the affirmative vote of a majority of the shares of common stock present or represented by proxy at the Annual Meeting and entitled to vote.



The following table sets forth the aggregate fees billed by D'Arcangelo & Co., LLP for audit and non-audit services rendered to the Company in our fiscal years ended March 31, 2012 and 2013, all of which were pre-approved by the Audit Committee. These fees are categorized as audit fees, audit related fees, tax fees and all other fees. The nature of the services provided in each category is described following the table.

Fee Category	Fiscal 2012	Fiscal 2013
Audit Fees	\$191,737	\$205,000
Audit-Related Fees	19,512	20,670
Tax Fees	66,450	91,360
All Other Fees	2,786	—
	\$280,485	\$317,030

*Audit fees.* These fees generally consist of professional services rendered for the audits of the financial statements of the Company and its internal control over financial reporting, quarterly reviews, consents, income tax provision procedures and assistance with and review of documents filed with the SEC.

*Audit-related fees.* These fees generally consist of assurance and other services related to the performance of the audit or review of the Company's financial statements or that are traditionally performed by the independent registered public accounting firm, issuance of consents, due diligence related to acquisitions, internal control reviews, attest services that are not required by statute or regulation and consultations concerning financial accounting and reporting standards.

*Tax fees.* These fees generally relate primarily to tax compliance, including review and preparation of corporate tax returns, assistance with tax audits, review of the tax treatment for certain expenses and tax due diligence relating to acquisitions. They also include fees for state and local tax planning and consultations with respect to various tax matters.

*All other fees.* These fees generally consist of reviews for compliance with various government regulations, risk management and treasury reviews and assessments and audits of various contractual arrangements.

Our Board has determined that the services rendered by D'Arcangelo & Co., LLP are compatible with maintaining their independence as the Company's principal accountants and independent auditors.

**The Board unanimously recommends a vote "FOR" ratification of the appointment of D'Arcangelo & Co., LLP as the Company's independent registered public accountants for our fiscal year ending March 31, 2014.**

## INFORMATION CONCERNING EXECUTIVE OFFICERS

The executive officers of the Company, along with their respective ages and positions with the Company, as of July 29, 2013, are set forth below.

<b>Name</b>	<b>Age</b>	<b>Position with the Company</b>
Craig P. Coy	63	Chief Executive Officer
N. Paul Brost	59	Chief Financial Officer
Scott Landry	48	Vice President of Operations

See “Proposal One-Election of Directors – Nominees for Class I of our Board” for information relating to Mr. Coy.

*N. Paul Brost* has served as our Chief Financial Officer since January 14, 2013. Prior to joining the Company, Mr. Brost served as the Vice President, Finance and Chief Financial Officer of UNISYS Federal Systems from 2009 until 2010. In addition, from 2001 until 2009, he was the Senior Vice President, Finance for Orbital Sciences Corporation. Mr. Brost is a CPA, a former Partner with Ernst & Young LLP and a graduate of Southern Illinois University.

*Scott Landry* has served as our Vice President of Operations since October 15, 2012. Prior to joining the Company, Mr. Landry served as Executive Strategy Advisor for FedEx Services Inc. in Memphis, Tennessee from December 2011 until September 2012. In addition, from January 2009 until December 2011, he served as Managing Director for Highland Growth Partners, LLC, an independent management consulting firm. Previously, Mr. Landry served as Senior Vice President for operations and business development for Brink’s Inc., an international security and cash services company from May 2005 until December 2008. Mr. Landry has also served as a business strategy consultant with Booz Allen Hamilton Inc. and L.E.K Consulting Group LLC. Mr. Landry is a combat veteran, a graduate of the United States Military Academy at West Point and received his MBA from Harvard University.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table presents information with respect to beneficial ownership of our common shares as of July 29, 2013 by:

· each person known by us to beneficially own more than 5% of our outstanding common shares;

· the individual serving as our chief executive officer, our two most highly compensated executive officers other than our chief executive officer who were named executive officers at the end of fiscal year 2013 and our two former executive officers who would have been the two most highly compensated executive officers other than our chief executive officer had they named executive officers at the end of fiscal year 2013 (the “Named Executive Officers”);

· each of our directors and nominees for director; and

· all executive officers, directors and director nominees as a group.

Except as otherwise noted, the address of each person/entity listed in the table is c/o Command Security Corporation, 512 Herndon Parkway, Suite A, Herndon, VA 20170. The table includes all common shares that may be issued within 60 days of July 29, 2013 upon the exercise of options and other rights beneficially owned by the indicated shareholders on that date. Beneficial ownership is determined in accordance with the rules of the SEC and includes all common shares as to which such persons have voting and investment power. To our knowledge, except under applicable community property laws or as otherwise indicated, the persons named in the table have sole voting and sole investment control with respect to all common shares stated as being beneficially owned. The applicable percentage of ownership for each shareholder is based on 9,093,598 common shares outstanding as of July 29, 2013, together with applicable options or warrants exercisable for common shares held by such shareholder. Common shares that may be issued upon exercise of options and other rights beneficially owned (and that may be exercised within 60 days of July 29, 2013) are deemed outstanding for the purpose of computing the percentage ownership of the person holding those options and other rights, but are not deemed outstanding for computing the percentage ownership of any other person.

Name	Amount and Nature of Beneficial Ownership (1)	Percent of Class (2)	
Certain Beneficial Owners			
Norman H. Pessin and Sandra F. Pessin (3) 366 Madison Avenue	1,461,942	16.1	%

14th Floor  
New York, NY 10017

Trinad Capital Master Fund, Ltd. (4) 4751 Wilshire Boulevard 3rd Floor Los Angeles, CA 90010	679,914	7.5	%
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Named Executive Officers

Craig P. Coy (CEO) (5)	284,484	3.1	%
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N. Paul Brost (CFO)	—	—	
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Scott Landry (COO)(6)	34,810	0.4	%
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Barry I. Regenstein (former President and CFO)(7)	491,718	5.4	%
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Martin C. Blake, Jr. (former COO)(8)	—	—	
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Directors and Director Nominees\*

Thomas P. Kikis(9) Arcadia Securities 720 Fifth Avenue 10th Floor New York, New York 10019	2,786,053	30.6	%
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James P. Heffernan(10)	155,000	1.7	%
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Janet L. Steinmayer(11)	110,000	1.2	%
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Mark Sullivan(12)	83,333	0.9	%
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All Executive Officers and Directors (including Director Nominees) as a Group (7 Persons)	3,945,398	43.4	%
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\*Information with respect to our common shares that are owned by Mr. Coy, who is also a member of our Board, is set forth above in this table under the heading “Named Executive Officers.”

(1) Except as otherwise indicated below, each named person has voting and investment powers with respect to the securities owned by them.

(2) Based on 9,093,598 common shares outstanding at July 29, 2013 calculated in accordance with Rule 13d-3(d)(1)(I) as promulgated under the Exchange Act.

(3) Information contained in the columns above and in this footnote is based on a report on Schedule 13D filed with the SEC on January 28, 2013 by Norman H. Pessin. SEP IRA FBO Norman H. Pessin directly owns 1,106,742 shares of common stock and Sandra F. Pessin directly owns 355,200 shares of common stock.

(4) Information contained in the columns above and in this footnote is based on a report on Form 4 filed with the SEC on February 28, 2012 and a Schedule 13D filed with the SEC on February 21, 2012 by Trinad Master Fund, Ltd. (“Master Fund”). Master Fund owns 679,914 shares of common stock directly. These securities may be deemed to be beneficially owned by Trinad Capital LP (“Capital”), the controlling stockholder of Master Fund; Trinad Management, LLC (“Management”), the investment manager of Master Fund and Capital; Trinad Advisors II, LLC (“Advisors”), the general partner of Capital; and Robert S. Ellin, the managing director of and portfolio manager for Management and the managing director of Advisors. Each of Capital, Advisors, Management and Mr. Ellin disclaim beneficial ownership in the shares directly held by Trinad Capital Master Fund Ltd., except to the extent of any pecuniary interest therein. Master Fund also indicated that Management and Mr. Ellin have shared power to direct the vote and shared power to direct the disposition of all of these shares.

(5) Consists of (i) 84,484 common shares owned by the Coy Consulting 401K Profit Sharing Plan, of which Mr. Coy is a trustee and the sole beneficiary and (ii) the following options to purchase common shares held by Mr. Coy, each of which is exercisable within 60 days of July 29, 2013:

- options to purchase 80,000 common shares at an exercise price of \$1.62 per share,
- options to purchase 60,000 common shares at an exercise price of \$2.30 per share, and
- options to purchase 60,000 common shares at an exercise price of \$3.00 per share.

(6) Consists of options exercisable within 60 days of July 29, 2013 to purchase 34,810 common shares at an exercise price of \$1.52 per share held by Mr. Landry.

(7) Consists of (i) 100 common shares owned directly by Mr. Regenstein and (ii) options exercisable within 60 days of July 29, 2013 to purchase 491,618 common shares at an exercise price of \$1.35 per share held by Mr. Regenstein.

(8) Information contained in the columns above and in this footnote is based on information contained in the records of our transfer agent, Computershare Investor Services. As of July 29, 2013, according to Computershare Investor Services, Mr. Blake does not beneficially own any common shares.

(9) Consists of (i) 638,293 common shares owned directly by Mr. Thomas Kikis, (ii) 213,032 common shares held by Mr. Thomas Kikis' wife and children for which Mr. Thomas Kikis has the discretion to vote and dispose, (iii) 85,000 common shares held by the Kikis Family Foundation over which Mr. Thomas Kikis has discretionary investment authority, (v) the following options to purchase common shares held by Mr. Thomas Kikis, each of which is exercisable within 60 days of July 29, 2013:

- options to purchase 10,000 common shares at an exercise price of \$2.05 per share,
- options to purchase 10,000 common shares at an exercise price of \$2.67 per share,
- options to purchase 10,000 common shares at an exercise price of \$3.19 per share,
- options to purchase 13,753 common shares at an exercise price of \$3.36 per share,
- options to purchase 32,658 common shares at an exercise price of \$3.08 per share,
- options to purchase 35,000 common shares at an exercise price of \$2.40 per share,
- options to purchase 35,000 common shares at an exercise price of \$1.42 per share,
- options to purchase 35,000 common shares at an exercise price of \$1.28 per share, and
- options to purchase 25,000 common shares at an exercise price of \$1.61 per share.

(vi) 1,488,317 common shares controlled by Mr. Thomas Kikis as executor to Mr. Peter Kikis's estate, and (viii) the following options to purchase common shares granted to Mr. Peter Kikis and controlled by Mr. Thomas Kikis as executor to Mr. Peter Kikis's estate, each of which is exercisable within 60 days of July 29, 2013:

- options to purchase 15,000 common shares at an exercise price of \$2.05 per share,
- options to purchase 15,000 common shares at an exercise price of \$2.67 per share,
- options to purchase 15,000 common shares at an exercise price of \$3.19 per share,
- options to purchase 10,000 common shares at an exercise price of \$3.36 per share,
- options to purchase 25,000 common shares at an exercise price of \$3.08 per share,
- options to purchase 25,000 common shares at an exercise price of \$2.40 per share,
- options to purchase 25,000 common shares at an exercise price of \$1.42 per share, and

The options held by the estate of Mr. Peter Kikis expire on February 28, 2014.

(10) Consists of the following options to purchase common shares held by Mr. Heffernan, each of which is exercisable within 60 days of July 29, 2013:

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- options to purchase 50,000 common shares at an exercise price of \$2.01 per share,
- options to purchase 35,000 common shares at an exercise price of \$1.42 per share,
- options to purchase 35,000 common shares at an exercise price of \$1.28 per share, and
- options to purchase 35,000 common shares at an exercise price of \$1.61 per share.

(11) Consists of the following options to purchase common shares held by Ms. Steinmayer, each of which is exercisable within 60 days of July 29, 2013:

- options to purchase 50,000 common shares at an exercise price of \$1.50 per share,
- options to purchase 25,000 common shares at an exercise price of \$1.42 per share,
- options to purchase 25,000 common shares at an exercise price of \$1.28 per share, and
- options to purchase 10,000 common shares at an exercise price of \$1.61 per share.

(12) Consists of options exercisable within 60 days of July 29, 2013 to purchase 83,333 common shares at an exercise price of \$1.43 per share held by Mr. Sullivan.



## BOARD MEETINGS AND COMMITTEES

During the fiscal year ended March 31, 2013, our Board held four meetings, and all incumbent directors attended at least 75% of the meetings of our Board and committees, if any, upon which such directors served. Our Board has determined that each of the directors who served on our Board during the fiscal year ended March 31, 2013, other than Craig P. Coy, our Chief Executive Officer, qualifies as “independent” under the listing standards of the NYSE MKT.

Our Board has three committees: the Audit Committee, the Nominating and Corporate Governance Committee and the Compensation Committee. All Board committees are comprised solely of independent directors.

### Audit Committee

The Audit Committee currently consists of James P. Heffernan (Chairman), Thomas P. Kikis, and Janet L. Steinmayer. The Board has determined that each member is independent under listing standards of the NYSE MKT and the applicable rules of the SEC, that each member is “financially literate” under the NYSE MKT listing standards and that Mr. Thomas P. Kikis, Mr. Heffernan and Ms. Steinmayer each qualifies as an Audit Committee Financial Expert under the applicable rules of the SEC.

The Audit Committee hires the Company’s independent accountants and is charged with the responsibility of overseeing the financial reporting process of the Company. In the course of performing its functions, the Audit Committee reviews, with management and the independent accountants, the Company’s internal accounting controls, the annual financial statements, the report and recommendations of the independent accountants, the scope of the audit and the qualifications and independence of the auditors. The report of the Audit Committee is set forth later in this Proxy Statement. The Audit Committee held four meetings during the fiscal year ended March 31, 2013. A current copy of the current Audit Committee charter is available on the Company’s website at [www.commandsecurity.com](http://www.commandsecurity.com).

### Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee currently consists of Thomas P. Kikis (Chairman) and Janet L. Steinmayer. The Board has determined that each member of this committee is independent under the NYSE MKT listing standards. The Nominating and Corporate Governance Committee is responsible for identifying individuals who are qualified to become directors, recommending nominees for membership on the Board and committees of the Board, promulgating minimum qualifications that it believes must be met by director nominees, establishing policies for considering director candidates recommended by shareholders, implementing procedures for shareholders in

submitting recommendations for director candidates and developing and recommending to the Board corporate governance guidelines.

The Nominating and Corporate Governance Committee has established the following minimum qualifications for prospective nominees: (1) high accomplishments in his or her respective field, with superior credentials and recognition, (2) if applicable, a demonstrated history of actively contributing at board meetings, (3) high personal and professional integrity, exceptional ability and judgment, and effectiveness, in conjunction with the other nominees to the Board, in serving the long-term interests of the shareholders and (4) sufficient time and availability to devote to the affairs of the Company, particularly in light of the number of boards on which the nominee may serve. In addition, the Nominating and Corporate Governance Committee may consider a variety of other qualities and skills, including whether the nominee has direct experience in the industry or in the markets in which the Company operates and the definition of independence within the meaning of the NYSE MKT listing standards. Nominees must also meet any applicable requirements of the SEC's regulations, state law and the Company's Certificate of Incorporation and By-laws.

The Nominating and Corporate Governance Committee has established a process for identifying and evaluating nominees for director. The Nominating and Corporate Governance Committee may solicit recommendations from any or all of the following sources: non-management directors, executive officers, third-party search firms or any other source it deems appropriate. The Nominating and Corporate Governance Committee will then, without regard to the source of the initial recommendation of such proposed director candidate, review and evaluate the qualifications of any such proposed director candidate, and conduct inquiries it deems appropriate. Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time, and provided that the Company is not legally required to provide third parties with the ability to nominate individuals for election as a member of the Board, the Nominating and Corporate Governance Committee will then recommend that the Board select the director nominees for election at each annual meeting of shareholders.

The Nominating and Corporate Governance Committee will consider director candidates recommended by the Company's shareholders. A shareholder wishing to propose a nominee should submit a recommendation in writing to the Company's Chief Executive Officer not less than 120 days nor more than 150 days in advance of the date that the Company's proxy statement was mailed to shareholders in connection with the previous year's annual meeting of shareholders; provided that if the date of this year's annual meeting of shareholders has been changed by more than 30 days from the date contemplated at the time of the previous year's proxy statement, such proposal must be received by the Company a reasonable time before the Company solicits proxies for the election of directors. Proposing shareholders are also required to provide information with regard to the nominees, including their full names and residence and business addresses; business experience for the most recent five years; including principal occupations and employment, the number of shares of the Company's stock owned by the proposed nominees and a description of legal or administrative proceedings or order or decree any nominee is or has been a party to or is or was subject to during the past five years, the name and residence and business address of the shareholder who makes the nomination, the number of shares of the Company's capital stock owned directly or indirectly by the shareholder who makes the nomination and any other information regarding each of the nominees required by Schedule 14A of the Exchange Act. A copy of the full text of the By-laws provision and the procedures established by the Nominating and Corporate Governance Committee may be obtained by writing to our Chief Executive Officer. All notices of proposals by shareholders, whether or not included in our proxy materials, should be sent to Command Security Corporation, 512 Herndon Parkway, Suite A, Herndon, VA 20170, Attention: Craig P. Coy, Chief Executive Officer.

The Nominating and Corporate Governance Committee held two meetings during the fiscal year ended March 31, 2013. Prior to the creation of the Nominating and Corporate Governance Committee, the Board performed the functions of a nominating committee. A copy of the current Nominating and Corporate Governance Committee charter is available on the Company's website at [www.commandsecurity.com](http://www.commandsecurity.com).

#### Compensation Committee

The Compensation Committee currently consists of Janet L. Steinmayer (Chairman), James P. Heffernan and Thomas P. Kikis. The Board has determined that each member is independent under the NYSE MKT listing standards. The

Compensation Committee sets the compensation of the senior executives of the Company, administers the stock option plans and the executive compensation programs of the Company, determines eligibility for, and awards under, such plans and programs, and makes recommendations to the Board with regard to the adoption of new employee benefit plans, stock option plans and executive compensation plans. The report of the Compensation Committee is set forth later in this proxy statement. The Compensation Committee held one meeting during the fiscal year ended March 31, 2013. A copy of the current Compensation Committee charter is available on the Company's website at [www.commandsecurity.com](http://www.commandsecurity.com). The Compensation Committee did not retain a Compensation Committee consultant for the fiscal year ended March 31, 2013.

The Compensation Committee is currently composed of independent, non-employee directors. No interlocking relationships exist among our Board, Compensation Committee or executive officers and the board, compensation committee or executive officers of any other company, nor has an interlocking relationship existed in the past.

## Leadership Structure

Mr. Thomas Kikis is our Chairman of the Board and Mr. Coy is our Chief Executive Officer. Historically, the Company has had separate individuals serving in these roles. The CEO is responsible for managing the day-to-day leadership and performance of the Company, while the Chairman and the Board provide guidance to the CEO. The Chairman leads and manages the Board and presides over meetings of the full Board. We believe this structure strengthens the role of the Board in fulfilling its oversight responsibility and fiduciary duties to our shareholders while recognizing the day-to-day management of the direction of the Company by our CEO.

## Risk Management

The Board is actively involved in the oversight and management of risks that could affect our company. This oversight and management is conducted primarily through committees of the Board, as disclosed in the descriptions of each of the committees above and in the charters of each of the committees, but the full Board has retained responsibility for general oversight of risks. The Board regularly receives reports from members of senior management on areas of material risk to the company, including operational, financial, regulatory and legal. The Audit Committee oversees management of financial risks (including liquidity and credit) and approves all transactions with related persons. The Compensation Committee is responsible for overseeing the management of risks relating to the Company's executive compensation plans and arrangements. The Board satisfies its oversight responsibility through full reports by each committee chair regarding the committee's considerations and actions, as well as through regular reports directly from officers responsible for oversight of particular risks within the Company.

## Code of Business Conduct and Ethics

The Board has adopted a Code of Business Conduct and Ethics that applies to directors, officers, senior management and certain other employees of the Company, including its principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions. The Company will provide a copy of its Code of Business Conduct and Ethics to any person without charge, upon request, and a copy of this code is available for viewing on our website at [www.commandsecurity.com](http://www.commandsecurity.com). Requests for a copy of the Code of Business Conduct and Ethics can be made in writing to the following address: Command Security Corporation, 512 Herndon Parkway, Suite A, Herndon, VA 20170, Attention: Chief Executive Officer.

The Code of Business Conduct and Ethics includes a written policy that prohibits our directors and officers from engaging in activities that could give rise to an actual or potential conflict of interest with the Company. In keeping with the spirit of such code, and specifically the Conflict of Interest section contained in such code, it is the Company's policy not to enter into any material transaction with one of its executive officers, directors or director nominees, or

shareholders known to beneficially own over 5% of a class of our common stock or their related persons, unless the transaction is approved by the Audit Committee of the Board after full disclosure. On an annual basis, each director and executive officer is required to complete a questionnaire, which requires disclosure of any transactions that the director or executive officer, or his or her immediate family members or associates, may have with the Company in which the director or executive officer, or any of his or her immediate family members or associates, has a direct or indirect material interest. The Audit Committee, which is responsible for reviewing and approving any material related party transactions, considers the responses in the questionnaires and other information regarding potential relationships between the Company and its directors and executive officers. For this purpose, the term “material” means any related party transaction that would be required to be disclosed by the Company in any of our periodic reports filed under applicable U.S. securities laws or in our proxy statement, which generally requires disclosure of related party transactions since the beginning of our last fiscal year where the amount involved exceeds \$120,000.

#### Communications with Directors

The Board has established a process to receive communications from shareholders. Shareholders and other interested parties may contact any member (or all members) of the Board, or the independent directors as a group, any Board committee or any Chair of any such committee by mail or electronically. To communicate with the Board, any individual directors or any group or committee of directors, correspondence should be addressed to the Board or any such individual directors or group or committee of directors by either name or title. All such correspondence should be sent to Command Security Corporation, 512 Herndon Parkway, Suite A, Herndon, VA 20170, Attention: Chief Executive Officer.

All communications received as set forth in the preceding paragraph will be opened by the Chief Executive Officer for the sole purpose of determining whether the contents represent a message to our directors. Any contents that are not in the nature of advertising, promotions of a product or service, patently offensive material or matters deemed inappropriate for the Board will be forwarded promptly to the addressee. In the case of communications to the Board or any group or committee of directors, the Company's Chief Executive Officer will make sufficient copies (or forward such information in the case of e-mail) of the contents to send to each director who is a member of the group or committee to which the envelope or e-mail is addressed.

It is the Company's policy that its directors are invited and encouraged to attend the Annual Meeting. All of directors of the Company attended the 2012 Annual Meeting of Shareholders.

#### Section 16(a) Beneficial Ownership Reporting Compliance

Based upon a review of the reports furnished to us and representations made to us that no other reports were required, we believe that, during the fiscal year ended March 31, 2013, all reports required by Section 16(a) of the Exchange Act to be filed by our officers and directors and 10% beneficial owners were filed on a timely basis.

## EXECUTIVE COMPENSATION

## Summary Compensation Table

The following table sets forth information regarding compensation earned by our Named Executive Officers for service during our fiscal years ended March 31, 2013 and 2012 whether or not such amounts were paid in such year:

Name and Principal Position (a)	Year (b)	Salary (\$) (c)	Bonus (\$) (d)	Stock Option Awards (e) (f)		Non-Equity Incentive Plan Compensation (\$) (g)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) (h)	All Other Compensation (i)			Total (\$) (j)
				Awards (\$) (1)				(2)	(3)	(4)	
Craig P. Coy Chief Executive Officer (5)	2013	350,000	262,500	—	—	—	—	—	—	—	612,500
	2012	79,423	—	—	149,284	—	—	—	—	—	228,707
Barry I. Regenstein, Former President & Chief Financial Officer (2)	2013	275,000	—	—	—	—	—	—	305,000	—	580,000
	2012	290,866	—	—	—	—	—	—	30,000	—	320,866
N. Paul Brost Chief Financial Officer (6)	2013	48,077	25,000	—	85,072	—	—	—	—	—	158,149
Martin C. Blake, Jr. Former Chief Operating Officer (3)	2013	249,616	—	—	—	—	—	—	275,000	—	524,616
	2012	290,866	—	—	—	—	—	—	—	—	290,866
Scott Landry (7) Vice President of Operations	2013	77,404	45,938	—	43,750	—	—	—	—	—	167,092

(1) The amounts in this column reflect the compensation cost for financial reporting purposes under ASC 718 without regard to forfeiture assumptions. The weighted average estimated per share value of stock options granted was \$0.38 and \$0.52 during our fiscal year ended March 31, 2013 and \$0.10, \$0.20 and \$0.40 during our fiscal year ended March 31, 2012. The weighted average assumptions used in the Black-Scholes option model were as follows for our fiscal years ended March 31, 2013 and 2012:

2013      2012



Risk-free interest rate	0.76 %	0.88 %
Years until exercise	5.0	5.0
Volatility	28.31 %	25.76 %
Dividend yield	0.00 %	0.00 %
Termination rate	N/A	N/A

For an additional discussion of the stock options and related exercise prices for Mr. Coy's awards in 2012, see the "Outstanding Equity Awards at Fiscal Year-End" table and related footnotes below.

(2) Mr. Regenstein resigned as the Company's Chief Financial Officer on January 14, 2013 and as the Company's President on March 31, 2013. Pursuant to an employment agreement between the Company and Mr. Regenstein, Mr. Regenstein was paid an aggregate of \$275,000 in connection with his resignation.

(3) Mr. Blake resigned as the Company's Chief Operating Officer effective October 1, 2012. The amounts listed for fiscal 2013 reflect amounts earned by Mr. Blake from April 1, 2012 until October 1, 2012. Pursuant to an employment agreement between the Company and Mr. Blake, Mr. Blake was paid an aggregate of \$275,000 in connection with his resignation.

(4) The amounts in this column for Mr. Regenstein include an automobile allowance of \$30,000 for each of fiscal 2012 and 2013.

(5) Mr. Coy entered into an employment agreement with the Company on January 3, 2012 to serve as the Company's Chief Executive Officer. The amounts listed for fiscal 2012 reflect amounts earned by Mr. Coy from January 3, 2012 until March 31, 2012.

(6) Mr. Brost was named Chief Financial Officer of the Company effective January 14, 2013. The amounts listed for fiscal 2013 reflect amounts earned by Mr. Brost from January 14, 2013 until March 31, 2013.

(7) Mr. Landry was named Vice President for Operations of the Company effective October 15, 2012. The amounts listed for fiscal 2013 reflect amounts earned by Mr. Landry from October 15, 2012 until March 31, 2013.

## Outstanding Equity Awards at Fiscal Year-End

The following table summarizes information regarding each unexercised stock option and held by each Named Executive Officer as of March 31, 2013:

## Option Awards

Name (a)	Number of Securities Underlying Unexercised Options (#) Exercisable (b)	Number of Securities Underlying Unexercised Options (#) Unexercisable (c)	Option Exercise Price (\$) (e)	Option Expiration Date (f)	
	80,000	160,000	1.62	1/2/22	(1)
Craig P. Coy(1)	60,000	120,000	2.30	1/2/22	(1)
	60,000	120,000	3.00	1/2/22	(1)
Barry Regenstein (2)	491,618	(2) —	1.35	9/27/2013	(2)
	40,000	(3) —	2.40	4/10/2013	(3)
N. Paul Brost (4)	—	165,000	1.91	1/16/23	(4)
Martin C. Blake, Jr. (5)	—	—	—	—	
Scott Landry (6)	15,823	98,099	1.52	11/26/22	(6)

(1) Options were granted to Mr. Coy on January 3, 2012 pursuant to his employment agreement dated January 3, 2012. Under the terms of the employment agreement and consistent with the requirements of our 2009 Omnibus Equity Incentive Plan, the option exercise price of \$1.62 per share with respect to 240,000 shares was determined by calculating the price that was equal to the greater of (i) the average of the closing stock prices on the twenty days prior to the grant date (which was \$1.45) and (ii) the closing price on the grant date (which was \$1.62). Options vest with respect to one-third (1/3<sup>rd</sup>) of the aggregate number of shares (ratably, across all exercise prices) following the end of Year 1; an additional one-third (1/3<sup>rd</sup>) of the aggregate number of shares (ratably, across all exercise prices) following the end of Year 2 and an additional one-third (1/3<sup>rd</sup>) of the aggregate number of shares (ratably, across all exercise prices) following the end of Year 3 of the agreement.

(2) Options were granted to Mr. Regenstein pursuant to his employment agreement dated August 30, 2004. Options vested as follows: (i) 200,000 shares on the effective date of the employment agreement, and (ii) 12,500

shares per month commencing one year after the effective date of the employment agreement. Mr. Regenstein resigned as the Company's Chief Financial Officer on January 14, 2013 and as the Company's President on March 31, 2013 (the "Effective Date"). Pursuant to the terms of his employment agreement, Mr. Regenstein's options expire 180 days following the Effective Date.

(3) Options were granted to Mr. Regenstein on May 27, 2010 under the Company's 2000 Stock Option Plan. Options were fully vested as of the date of grant. Pursuant to the terms of the Company's 2000 Stock Option Plan, Mr. Regenstein's options expired 10 days following the Effective Date.

(4) Options were granted to Mr. Brost on January 17, 2013. Options vest with respect to one-third (1/3<sup>rd</sup>) of the aggregate number of shares following the end of Year 1; an additional one-third (1/3<sup>rd</sup>) of the aggregate number of shares following the end of Year 2 and an additional one-third (1/3<sup>rd</sup>) of the aggregate number of shares following the end of Year 3 of the agreement.

(5) Mr. Blake terminated his employment with the Company effective October 3, 2012. Mr. Blake did not hold any vested or unvested stock options or other equity awards as of March 31, 2013.

(6) Options were granted to Mr. Landry on November 27, 2012. Options vest with respect to one-thirty sixth (1/36th) of the aggregate number of shares on November 27, 2012 and on the 27<sup>th</sup> of each succeeding month during the three year term of the agreement.

#### Equity Compensation Plan Information

The following table shows, as of March 31, 2013, information regarding outstanding awards under all compensation plans of the Company (including individual compensation arrangements) under which equity securities of the Company may be delivered:

Plan Category	<b>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights<sup>(1)</sup></b>	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	<b>Number of Securities Remaining Available for Future Issuance<sup>(1)</sup></b>
Equity compensation plans approved by security holders	2,904,998	\$ 2.18	461,002
Equity compensation plans not approved by security holders	491,618	\$ 1.35	—
Total	3,396,616		461,002

(1) Reflects number of shares of the Company's Common Stock.

discussion of executive compensation

## Overview

In the current stage of the Company's development, the objectives of its executive compensation policy have been to retain the executives who have been integral to its growth, to attract other talented and dedicated executives and to motivate each of its executives to increase overall profitability. To achieve these goals, the Company has strived to offer each executive an overall compensation package, which is simple, but competitive and a substantial portion of which is tied to the achievement of specific performance objectives.

The Company's overall strategy is to compensate its Named Executive Officers with a mix of cash compensation, in the form of base salary and bonus, and equity compensation, in the form of stock options. The Company's goal is to set compensation levels to attract, retain, reward and motivate executive officers and employees, align compensation with business objectives and performance and with the interests of the shareholders, position compensation to reflect the individual's performance as well as the level of responsibility, skill and strategic value of the employee, recognize the evolving organizational structure of the Company and directly motivate executives to accomplish results as well as foster a company-wide team spirit.

The Company's policy for setting compensation levels has focused on compensating its Named Executive Officers at levels competitive for executives at companies of similar size and development operating in the industry. Compensation decisions have been made by the Company's Chief Executive Officer in consultation with the Compensation Committee and the Board, other than with respect to the Chief Executive Officer's compensation, which has been determined by the Compensation Committee and the Board. In addition to frequent discussions between the Chief Executive Officer and the Board, the Company also gathers market compensation data through negotiations related to newly hired executives. The Company believes that the compensation levels for its Named Executive Officers are competitive. The Company expects that as it continues to develop, its compensation policies will evolve to reflect that growth and to remain competitive.

## Executive Compensation

The Company's executive compensation policy includes the following elements:

*Base Salary.* The annual base salary for Craig P. Coy, the Company's Chief Executive Officer; for N. Paul Brost, the Company's Chief Financial Officer; and for Scott Landry, the Company's Vice President of Operations, was reviewed

and approved by the Board and were paid in accordance with employment agreements or offer letters between each of such executives and the Company. When determining their respective base salaries under their employment agreements or offer letters, the Board considered, among other things, the level of responsibility, breadth of knowledge and prior experience as well as publicly available compensation information and informal survey information obtained with respect to other small-capitalization, publicly traded companies. No specific weight is given to any of these factors in the evaluation of an executive officer's base salary.

*Bonuses.* In connection with fiscal 2013, the Compensation Committee made the following bonus payments: (1) \$262,500 to Craig Coy, (ii) \$25,000 to N. Paul Brost and (iii) \$45,938 to Scott Landry. Such bonus amounts were earned based on the financial and strategic performance of the Company, the individual performance of each executive, and the bonus percentages set forth in the employment agreement or offer letter, as applicable, for each executive, prorated to reflect the portion of fiscal year 2013 served by the executive.

*Stock Options.* In addition to salary and bonus, the Compensation Committee, from time to time, grants options to executive officers. The Compensation Committee views option grants as an important component of its long-term, performance-based compensation philosophy. Since the value of an option bears a direct relationship to the Company's stock price, the Compensation Committee believes that options motivate executive officers to manage the Company in a manner that will also benefit shareholders. As such, the specific number of stock options granted to an executive officer is determined on an individual basis by the Compensation Committee's perception of relative contributions or anticipated contributions to overall corporate performance. The Compensation Committee also reviews the total number of options already held by individual executive officers at the time of grant. In fiscal 2013, the Company granted the following options: (i) Mr. Brost received 165,000 options to purchase common shares at an exercise price of \$1.91 per share on January 17, 2013 and (ii) Mr. Landry received 113,922 options to purchase common shares at an exercise price of \$1.52 per share on November 27, 2012.

*Retirement Plan.* The Company does not provide a qualified or non-qualified pension plan for its Named Executive Officers. All of its non-highly compensated employees, however, are eligible to participate in a defined contribution plan under Section 401(k) of the Internal Revenue Code.

*Perquisites and Other Benefits.* As a general matter, the Company limits the use of perquisites in compensating its Named Executive Officers. Certain Named Executive Officers received automobile allowances which are included in All Other Compensation in the preceding Summary Compensation Table.

*Other Compensation.* The employment agreement and offer letters entered into with the Company's Named Executive Officers will remain in their current form until such time as the Board determines, in its discretion, that revisions are appropriate. In addition, the Company intends to continue to maintain its current benefits and perquisites for the Company's Named Executive Officers; however, the Board, in its discretion, may modify, amend or add to a Named Executive Officer's executive benefits or perquisites if it deems it advisable.

#### Employment Agreements and Offer Letters

Craig P. Coy

The Company is a party to an employment agreement with Mr. Coy, which provides for his services as Chief Executive Officer until January 3, 2015. The term of the employment agreement may be extended upon the written agreement between the parties in their sole discretion. During the term of the employment agreement, Mr. Coy will receive a base annual salary of \$350,000, which may be from time to time increased by the Company's Compensation Committee and will be eligible for an annual target bonus of up to 75% of the base annual salary if the Company achieves the goals to be set forth in an executive bonus plan to be implemented by the Company's Board of Directors, in consultation and agreement with Mr. Coy. Mr. Coy is also entitled to participate in other benefit plans that the Company may have in effect from time to time.

In the employment agreement between the Company and Mr. Coy if, within twelve months following a Change in Control (as defined in the agreement), (i) such executive's employment is terminated by the Company other than for "Cause" (as defined in the agreement), death or disability or (ii) such executive terminates his employment for "Good Reason" (as defined in the agreement), all then outstanding options, restricted stock and other equity-based awards granted to such executive but which have not vested as of the date of termination, shall become fully vested and all options not yet exercisable shall become exercisable for a period of 60 days following such termination without Cause or resignation for Good Reason.

N. Paul Brost

The Company entered in to an offer letter with N. Paul Brost, which provides for his services as Chief Financial Officer. The offer letter does not have a stated term. While the offer letter is in effect, Mr. Brost will receive a base annual salary of \$250,000, which may be from time to time increased by the Company's Compensation Committee and a discretionary annual bonus of up to 40% of his base salary, as determined by the Compensation Committee. Mr. Brost is also entitled to participate in other benefit plans that the Company may have in effect from time to time.

If the Company terminates Mr. Brost without cause, Mr. Brost is entitled to a lump sum severance payment of twelve months' base salary and all outstanding stock options, restricted stock and other equity-based awards granted which have not vested as of the date of termination become fully vested, and all options not yet exercisable become exercisable.

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Scott Landry

The Company entered in to an offer letter with Scott Landry, which provides for his services as Vice President of Operations. The offer letter does not have a stated term. While the offer letter is in effect, Mr. Landry will receive a base annual salary of \$175,000, which may be from time to time increased by the Company's Compensation Committee and a discretionary annual bonus of up to 30% of his base salary, as determined by the Compensation Committee. Mr. Landry is also entitled to participate in other benefit plans that the Company may have in effect from time to time.

If the Company terminates Mr. Landry without cause, Mr. Landry is entitled to a lump sum severance payment of twelve months' base salary and all outstanding stock options, restricted stock and other equity-based awards granted which have not vested as of the date of termination become fully vested, and all options not yet exercisable become exercisable.

Barry I. Regenstein

Effective on January 14, 2013, Barry I. Regenstein resigned as the Company's Chief Financial Officer, following the mutual decision of Mr. Regenstein and the Company. Mr. Regenstein remained with the Company through the end of the 2013 fiscal year in his role as President. In connection with his termination of employment, Mr. Regenstein was paid an aggregate of \$275,000.

Prior to Mr. Regenstein's resignation, he was a party to an employment agreement with the Company, which provided for his services as President and Chief Financial Officer. During the term of the employment agreement, Mr. Regenstein was to receive a base annual salary of \$275,000, which was subject to increase by the Company's Compensation Committee and an annual bonus as determined in accordance with the terms of any Company incentive plan or as determined by the Compensation Committee. Mr. Regenstein was also entitled to participate in other benefit plans that the Company may have in effect from time to time.

Upon Mr. Regenstein's termination by the Company other than for "Cause" or upon his resignation for "Good Reason" during the term of the employment agreement or within six months preceding or two years following a "Change in Control" (each as defined in the agreement), Mr. Regenstein would have been entitled to (A) the greater of (i) his base salary for the remainder of his employment term which expired February 9, 2013 or (ii) one year of his base salary, (B) continued Company-paid benefits for the greater of (i) the remainder of his employment term or (ii) one year and (C) all of his outstanding equity awards would immediately vest and become exercisable.

Martin C. Blake, Jr.

Effective on October 1, 2012, Martin C. Blake resigned as the Company's Director and Chief Operating Officer, following the mutual decision of Mr. Blake and the Company. In connection with his termination of employment, Mr. Blake was paid an aggregate of \$275,000.

Prior to Mr. Blake's resignation, he was a party to an employment agreement with the Company, which provided for his services as Chief Operating Officer. During the term of the employment agreement, Mr. Blake was to receive a base annual salary of \$275,000, which was subject to increase by the Company's Compensation Committee and an annual bonus as determined in accordance with the terms of any Company incentive plan or as determined by the Compensation Committee. Mr. Blake was also entitled to participate in other benefit plans that the Company may have in effect from time to time.

Upon Mr. Blake's termination by the Company other than for "Cause" or upon his resignation for "Good Reason" during the term of the employment agreement or within two years following a "Change in Control" (each as defined in the agreement), Mr. Blake would have been entitled to (A) the greater of (i) his base salary for the remainder of his employment term which was to expire October 1, 2012 or (ii) 1/12 of his base salary multiplied by his years of service with the company (up to a maximum of one year of base salary), (B) continued Company-paid benefits for the greater of (i) the remainder of his employment term or (ii) one month for each of his years of service with the company (up to a maximum of one year of continued benefits) and (C) all of his outstanding equity awards would immediately vest and become exercisable.

## Non-Employee Director Compensation for Fiscal Year Ended March 31, 2013

The following table sets forth information regarding compensation awarded to our non-employee directors during the fiscal year ended March 31, 2013:

Name	Fees Earned or Paid in Cash	Option Awards	Total
	(\$)(1)	(\$)(2)	(\$)
(a)	(b)	(d)	(h)
Janet L. Steinmayer(3)	28,000	12,400	40,400
Thomas P. Kikis(4)	33,000	17,300	50,300
Peter T. Kikis(5)	30,250	12,400	42,650
James P. Heffernan(6)	33,000	17,300	50,300

(1) The amounts in this column reflect Board meeting fees and committee fees earned in the fiscal year ended March 31, 2013 for service on the Board and its committees. Each of our non-employee directors receives from us an annual cash fee of \$28,000, paid quarterly in arrears. In addition, our Chairman of the Board, Chairman of the Audit Committee and Chairman of the Compensation Committee receive an additional cash payment of \$5,000 per annum. Each of our non-employee directors generally receives an annual grant of 25,000 stock option awards. In addition, our Chairman of the Audit Committee and Chairman of the Compensation Committee each receive an additional 10,000 options. The options granted annually to our non-employee directors are fully vested as of the grant date. In addition, newly-appointed non-employee directors are granted 50,000 options that vest monthly over a twelve month period.

(2) The amounts in this column reflect the compensation costs for financial reporting purposes for the year under FASB ASC 718 without regard to forfeiture assumptions. See Note 15 "Stock Option Plans and Warrants," in the Notes to the Company's Financial Statements included in Part IV, Item 15 of its Annual Report on Form 10-K for the fiscal year ended March 31, 2013 for the Company's assumptions used to determine the compensation costs associated with stock option awards that it expensed in fiscal 2013.

(3) On April 4, 2012, Ms. Steinmayer was awarded 25,000 stock options pursuant to the Company's 2009 Omnibus Equity Incentive Plan. As of March 31, 2013, Ms. Steinmayer had an aggregate of 100,000 stock option awards outstanding, all of which were vested.

(4) On April 4, 2012, Mr. Thomas Kikis was awarded 35,000 stock options pursuant to the Company's 2009 Omnibus Equity Incentive Plan, which includes an additional 10,000 options for serving as the Chairman of our Compensation Committee. As of March 31, 2013, Mr. Thomas Kikis had an aggregate of 181,411 stock option awards

outstanding, all of which were vested.

(5) On April 4, 2012, Mr. Peter Kikis was awarded 25,000 stock options pursuant to the Company's 2009 Omnibus Equity Incentive Plan. Mr. Peter Kikis passed away on February 28, 2013. As of March 31, 2013, an aggregate of 155,000 outstanding stock option awards, all of which were vested, were held by the Estate of Mr. Peter Kikis. The options held by the Estate of Mr. Peter Kikis expire on February 28, 2014. Mr. Thomas Kikis is the executor of the Estate of Mr. Peter Kikis.

(6) On April 4, 2012, Mr. Heffernan was awarded 35,000 stock options pursuant to the Company's 2009 Omnibus Equity Incentive Plan, which includes an additional 10,000 options for serving as the Chairman of our Audit Committee. As of March 31, 2013, Mr. Heffernan had an aggregate of 120,000 stock option awards outstanding, all of which were vested.

**PROPOSAL THREE:**

**ADVISORY APPROVAL OF EXECUTIVE COMPENSATION**

Under Section 14A of Exchange Act, enacted pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, the Company is providing shareholders with the opportunity to cast an advisory vote to approve the Company's executive compensation, as disclosed in the Summary Compensation Table, related compensation tables, and other related narrative under the compensation disclosure rules of the SEC, as set forth in this Proxy Statement.

This vote will not be binding on or overrule any decisions by our Board, will not create or imply any additional fiduciary duty on the part of the Board, and will not restrict or limit the ability of our shareholders to make proposals for inclusion in proxy materials related to executive compensation. However, our Compensation Committee will take into account the outcome of the vote when considering future executive compensation arrangements. Our Board has determined that the best way to allow our shareholders to vote on the Company's executive pay programs and policies is through the following resolution:

**RESOLVED**, that the shareholders of Command Security Corporation (the "Company") approve, on an advisory basis, the compensation of the Company's named executive officers set forth in the Summary Compensation Table and the related compensation tables and narrative in the Proxy Statement at the Company's 2013 Annual Meeting of Shareholders.

**The Board unanimously recommends a vote "FOR" the advisory approval of the Company's compensation of executives as disclosed in this Proxy Statement.**

**PROPOSAL FOUR:**

**ADVISORY APPROVAL OF FREQUENCY OF SHAREHOLDER ADVISORY APPROVAL OF EXECUTIVE COMPENSATION**

Under Section 14A of the Exchange Act, enacted pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, the Company is providing shareholders with the opportunity to cast an advisory vote to determine whether the shareholder advisory vote to approve the Company's executive compensation will occur every one, two or three years. Shareholders may also abstain from voting.

After careful consideration, the Board believes that it is appropriate and in the best interest of the Company for the Company's shareholders to cast an advisory vote on executive compensation every three years, for the following reasons:

- A longer frequency is consistent with the Company's long-term compensation objectives;

The Board believes that executive compensation is best viewed over a multi-year period rather than any single year, given that a single year can be impacted by various factors, especially in times of volatile economic conditions; and

An advisory vote on executive compensation every three years reflects an appropriate timeframe for the Company and the Board to evaluate the results of the most recent advisory vote on executive compensation. This would provide the Board adequate time to develop and implement any adjustments to its executive compensation programs that may be appropriate and for shareholders to see and evaluate the Compensation Committee's actions in context.

This vote will not be binding on or overrule any decisions by our Board, will not create or imply any additional fiduciary duty on the part of the Board, and will not restrict or limit the ability of our shareholders to make proposals for inclusion in proxy materials related to executive compensation. This vote is not to approve or disapprove our Board's recommendation. However, our Board will take into account the outcome of the vote when considering the frequency of shareholder approval of the Company's executive compensation. Notwithstanding the Board's recommendation and the outcome of the shareholder vote, the Board may in the future decide to conduct advisory votes on a more or less frequent basis and may vary its practice based on factors such as discussions with shareholders and the adoption of material changes to compensation programs.

**The Board unanimously recommends a vote for the shareholder advisory approval of the Company's executive compensation to occur every "THREE YEARS."**



## REPORT OF THE AUDIT COMMITTEE OF THE BOARD

The following is a report of the Audit Committee of the Board with respect to the Company's audited financial statements for the fiscal year ended March 31, 2013.

In connection with its function of overseeing and monitoring the financial reporting process, the Audit Committee has, among other things, done the following:

reviewed and discussed the Company's audited financial statements for the fiscal year ended March 31, 2013 with the Company's management and the Company's independent registered public accountants;

discussed with the Company's independent registered public accountants those matters required to be discussed by Statement on Auditing Standards No. 61, "Communications with Audit Committees", as amended (AICPA, Professional Standards, Vol. 1. AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T; and

received and reviewed the written disclosures and the letter from the Company's independent registered public accountants required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accountants' communications with the Audit Committee concerning independence, including Independence Standard No. 1, "Independence Discussions with Audit Committees," and discussed with the Company's independent registered public accountants their independence from the Company.

Based upon the foregoing, the Audit Committee recommended to the Board that the audited financial statements referred to above be included in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2013.

### AUDIT COMMITTEE

James P. Heffernan (Chairman)  
Thomas P. Kikis  
Janet L. Steinmayer



## CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

During the fiscal year ended March 31, 2013, there has not been any transaction or series of similar transactions to which we were or are a party in which the amount involved exceeded or exceeds \$120,000 and in which any of our directors or executive officers, any holder of more than 5% of any class of our voting securities or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest, other than the compensation arrangements described herein.

## DEADLINE FOR RECEIPT OF SHAREHOLDER PROPOSALS

Pursuant to Rule 14a-8 under the Exchange Act, shareholders may present proper proposals for inclusion in a company's proxy statement and for consideration at the next annual meeting of its shareholders by submitting their proposals to us in a timely manner.

A proposal by a shareholder intended for inclusion in our proxy materials for the 2014 Annual Meeting of Shareholders pursuant to Rule 14a-8 of the Exchange Act must be received by us marked for the attention of the Chief Executive Officer, Command Security Corporation, 512 Herndon Parkway, Suite A, Herndon, VA 20170, on or before April 4, 2014, in order to be considered for such inclusion. Shareholder proposals intended to be submitted at the 2014 Annual Meeting of Shareholders outside the framework of Rule 14a-8 will be considered untimely under Rule 14a-4(c)(1) if not received by us at the above address not less than 120 calendar days nor more than 150 calendar days prior to the date this proxy statement was mailed to shareholders in connection with the 2013 Annual Meeting; provided that if the date of this year's annual meeting of shareholders has been changed by more than 30 days from the date contemplated at the time of the previous year's proxy statement, such proposal must be received by the Company a reasonable time before the Company solicits proxies for the election of directors. If we do not receive notice of the matter by the applicable date, the proxy holders will vote on the matter, if properly presented at the meeting, in their discretion.

## OTHER MATTERS

There is no reason to believe that any other business will be presented at the 2013 Annual Meeting; however, if any other business should properly and lawfully come before the 2013 Annual Meeting, the persons named as proxies on the enclosed proxy card will vote on those matters in accordance with their judgment as to the best interests of the Company.

BY ORDER OF THE BOARD OF DIRECTORS

Craig P. Coy  
Chief Executive Officer

July 29, 2013  
Herndon, VA

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**VOTE BY INTERNET**

*Before The Meeting* - Go to [www.proxyvote.com](http://www.proxyvote.com)

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

*During The Meeting* - Go to [www.virtualshareholdermeeting.com/moc2013](http://www.virtualshareholdermeeting.com/moc2013) You may attend the Meeting via the Internet and vote during the Meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

512  
Herndon  
Parkway,  
Suite a  
Herndon,  
Va 20170

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE,  
MARK BLOCKS  
BELOW IN  
BLUE OR  
BLACK INK AS  
FOLLOWS:

M61937-P42352 KEEP THIS PORTION FOR YOUR RECORDS

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.** DETACH AND RETURN THIS PORTION ONLY

**COMMAND SECURITY CORPORATION**

**For Withhold For All**  
**All All Except**

**To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.**

**The Board of Directors recommends you vote FOR the following:**

.. ..

1. Election of Directors

**Nominees:**

- 01) Craig P. Coy
- 02) Janet L. Steinmayer

**The Board of Directors recommends you vote FOR the following proposal:**

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
2. Ratification of the appointment of D'Arcangelo & Co. LLP as our independent registered public accounting firm.	..	..	..

**The Board of Directors recommends you vote FOR the following proposal:**

3. Approval, on an advisory basis, of the compensation of our named executive officers.	..	..	..
---	----	----	----

**The Board of Directors recommends you vote THREE YEARS on the following proposal:**

	<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Abstain</b>
4. Approval, on an advisory basis, of the frequency of the shareholder vote to approve the compensation of our named executive officers.	..	..	..	..

**Note:** Such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

Signature [PLEASE SIGN  
WITHIN BOX] \_\_\_\_\_ Date \_\_\_\_\_

Signature (Joint  
Owners) \_\_\_\_\_ Date \_\_\_\_\_

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

M61938-P42352

**COMMAND SECURITY CORPORATION**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The shareholder hereby appoints Craig P. Coy and N. Paul Brost, or either of them, as proxies, each with the power to appoint a substitute, and hereby authorizes them to represent and to vote, all of the shares of Common Stock of Command Security Corporation that the shareholder is entitled to vote, on all matters properly coming before the Annual Meeting of Shareholders to be held at 1:00 p.m., Eastern Time on September 19, 2013, and any adjournment or postponement thereof, as set forth in the related Notice of Annual Meeting and Proxy Statement both of which have been received by the shareholder.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.**