COMMAND SECURITY CORP
Form 10-K
June 26, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended March 31, 2015

or

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _________ to _________

Commission File Number: 001-33525

Command Security Corporation

(Exact name of registrant as specified in its charter)

New York	**14-1626307**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*
512 Herndon Parkway, Suite A, Herndon, VA	**20170**
(Address of principal executive offices)	*(Zip Code)*

Registrant's telephone number, including area code: **(703) 464-4735**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, par value $0.0001 per share	NYSE MKT

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ¨ No x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.) Yes x No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ¨ Accelerated filer ¨ Non-accelerated filer ¨ Smaller reporting company x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ¨ No x

The aggregate market value of the registrant's voting and non-voting common equity held by non-affiliates of the registrant was $14,223,356 as of September 30, 2014. The closing price of the registrant's common stock on September 30, 2014, as reported on the NYSE MKT, was $1.98 per share.

In determining the market value of the voting or non-voting common equity held by non-affiliates of the registrant, securities of the registrant beneficially owned by the directors and officers of the registrant have been excluded. This determination of affiliate status is not necessarily a conclusive determination for any other purpose.

There were 9,731,564 outstanding shares of the registrant's common stock as of June 15, 2015.

DOCUMENTS INCORPORATED BY REFERENCE

Certain information required by Items 5, 10, 11, 12, 13 and 14 of Form 10-K is incorporated by reference into Parts II and III hereof from the registrant's definitive proxy statement relating to the registrant's 2015 Annual Meeting of Shareholders, which is expected to be filed with the Securities and Exchange Commission (the "SEC") within 120 days of the close of the registrant's fiscal year ended March 31, 2015.

Command Security Corporation

Annual Report on Form 10-K

For the Fiscal Year Ended March 31, 2015

Table of Contents

PART I

ITEM 1. BUSINESS.

General

Command Security Corporation (the “Company,” or “we”) was incorporated in New York in 1980 and principally provides uniformed security officers and aviation security services to commercial, financial, industrial, aviation and governmental customers throughout the United States. We provide our security services to our customers through Command Security, our security division, and our aviation security services through our Aviation Safeguards division.

Command Security provides security services to governmental, quasi-governmental and financial institutions, healthcare facilities, colleges and universities, residential communities, commercial real estate, industrial, distribution, logistics and retail customers. Our security services include providing armed and unarmed uniformed security personnel for access control, loss prevention, mobile patrols, traffic control, security console/system operators and fire safety directors, as well as providing personnel for reception, concierge and front desk/doorman operations. The security services division generated approximately $92.1 million, or 66% of our total revenues for the fiscal year ended March 31, 2015.

Aviation Safeguards provides aviation security and passenger assistance services to more than 50 domestic and international airlines, airports, airport authorities and the general aviation community at approximately nine international airports. Our aviation security division provides a variety of uniformed services for domestic and international air carriers, including security for airlines, aircraft, passengers and cargo, baggage screening, wheelchair escort services featuring the Company’s proprietary SmartTracker™ technology, special escort services and skycap services. The aviation services division generated approximately $47.1 million, or 34% of our total revenues for the fiscal year ended March 31, 2015.

In March 2014, the Company made a 20% minority investment in Ocean Protection Services LLC, a Delaware limited liability company (“OPS”) formed in February 2014. OPS owns 100% of Ocean Protection Services, Ltd., a UK based company specializing in maritime security, risk management and risk analysis. The Company purchased 2,000 Class A Common Units of OPS for a purchase price of $2.125 million and funded the purchase price through borrowings under the Company’s existing line of credit. In connection with the investment, the Company may acquire additional ownership interest in OPS in the future.

The investment in OPS is an important strategic step for the Company and allows us the opportunity to expand our service and product offerings into a new and emerging market that offers growth and the potential for margins in excess of what the company has historically achieved while also providing an entry into another important segment of the security services industry. The maritime security market also provides the Company excellent visibility into potential international opportunities which may allow the Company to leverage our core domestic experience and knowledge in coordination with our OPS partners. Further, the Company's significant customer base and market awareness offers another avenue for OPS to potentially explore with critical infrastructure opportunities in the U.S. market.

Operations

As a licensed security company, our security services division deploys security officers to protect people and property; prevent the theft of property; and deter, observe, detect and report security threats for our customers. We conduct our security services principally by providing security officers and other personnel who are, depending on the particular customer requirements, uniformed or plain-clothed, armed or unarmed. Based on the customer requirements and/or our internal threat assessment, our security officers patrol in marked vehicles with radio communications; stand duty on the customer premises at stationary posts such as points of access, reception areas or surveillance monitors, and/or conduct foot patrols around the customer perimeter and other high-value areas. Our security officers maintain contact with their headquarters or supervisors via car radio, hand-held radios or cell phones. In addition to the more traditional tasks associated with access control and loss prevention, our security officers respond to and report emergency situations such as fires, natural disasters, work accidents and medical crises to the appropriate authorities. We provide security officer services to many of our customers on a 24-hours a day, 365 days per year basis. Our security officers are deployed to provide facility security, access control, personnel security checks, traffic and parking control and to protect against fire, theft, sabotage and safety hazards. We also provide specialized vehicle patrol and inspection services as well as technical products such as access control, video monitoring and other devices through distribution arrangements. Our aviation services division provides a variety of uniformed personnel for security including aircraft and cargo security, access control, wheelchair and passenger escorts, skycaps and baggage handlers for domestic and international air carriers. Since September 11, 2001, the Department of Homeland Security and the Transportation Security Administration have implemented numerous security measures that affect airline operations, including expanded cargo and baggage screening, and may implement additional measures in the future. Additional measures taken to enhance either passenger or cargo security procedures in the future may increase the airline industry's demand for third party services provided by us.

To better integrate and manage our business, our operations are divided into General Security and Aviation Services divisions. Each of these divisions is managed by a vice president/general manager who is responsible for developing and executing our business plan based on the demand, needs and competition in each of our specific markets. The division vice presidents are assisted by district managers who are responsible for local implementation of policies and procedures. While each divisional business plan is based on our overall corporate strategy, the primary mission of our divisional vice presidents is to staff, train and deploy their teams to provide the necessary physical security and customer service solutions in a responsive fashion consistent with customer service expectations. They also are expected to manage the growth and profitability of their division's operations. We have approximately 25 offices and operate directly or through subcontractors throughout the United States, including in California, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Illinois, Indiana, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Oregon, Pennsylvania, Rhode Island, Texas, Virginia, Washington, and West Virginia. We frequently establish offices close to our customers and delegate responsibility to our local managers to satisfy customer expectations. Our managers maintain ongoing relationships and contact with our customers in order to promptly and effectively anticipate and respond to the needs of customers and security officers. Our managers play an important role in maintaining service quality and assisting with sales and marketing efforts. Our sales and marketing efforts focus on customers located primarily in urban centers and other concentrated business districts in major metropolitan areas and select suburban areas with a high density of businesses.

We generally render our security services pursuant to a standard form security services agreement that specifies the personnel and/or equipment to be provided by us at one or more designated locations and the applicable payment rates, which typically are hourly rates per person. Our rates vary depending on whether our services are provided during normal business hours, overtime or during holidays, as well as the length of time for which we are being engaged. Our security services incorporate certain management functions, including threat assessments, personnel scheduling, compensation, outfitting, equipment, training and supervision. These security services agreements also provide our customers with flexibility by permitting reductions or expansions of the security force on relatively short notice by our customers. We are responsible for preventing the interruption of security services as a consequence of illness, vacations or resignations of our security officers.

To determine whether adequate security requirements have been established prior to commencing service for a customer, we conduct a threat assessment of the customer's site and prepare recommended changes to existing customer security programs or services. While we prepare site assessments and issue recommendations, the security plan and coverage levels are ultimately determined by our customers.

We are increasingly dependent on information technology networks and systems to process, transmit and store electronic information. In particular, we depend on our information technology infrastructure for electronic communications among our locations across the country and between our personnel and our customers and suppliers. Based on the level of contracted services, we use sophisticated electronic security and access control equipment, including computerized systems, video surveillance equipment and electronic accountability technology to monitor and log security officer patrols and generate user-friendly reports for customer and internal use.

We use technology to support efficiency, accuracy, and dependability in our administrative functions including finance and accounting. In addition, labor and operations management services such as scheduling, reporting, payroll, billing and training management are integrated through a third party vendor software platform.

Employee Recruitment and Training

We believe that the high quality of our security officers is essential to our ability to offer effective and reliable services to our customers. We encourage the retention of our security officers and seek to control our operating costs through effective management of the hiring process, including extensive candidate screening, training and development. We require all applicants for security officer positions to undergo a detailed pre-employment interview and a background investigation covering such areas as past employment, education, military service, medical history and, subject to applicable state laws, criminal and other background searches. Employees are selected based on a number of criteria including physical fitness, maturity, experience, personality, perceived stability and reliability, among others. We frequently conduct medical examinations and substance abuse testing on potential candidates, subject to applicable laws and regulations. Our security officers and other personnel supplied to our customers are employees of our company, even though they may be stationed regularly at our customer’s facilities.

We are committed to providing staff that not only meet all state and federal requirements for training, but also our own rigorous standards in specialized areas including: terrorism response, CPR, first-aid, fire safety, crowd and riot control, media interaction, public relations, crisis management and emergency situations. Additionally, we provide our employees with site-specific training to meet the needs of individual industries, facilities and customers.

We are an equal opportunity employer and make all employment-related decisions without regard to race, creed, color, national origin, sex, age, disability, marital status or sexual orientation.

Significant Customers

In the fiscal year ended March 31, 2015, the Company had six customers who represented approximately 40% of the Company's total revenue in the aggregate, with two of those customers representing 15% and 10% of total revenue, respectively. These customers include two domestic and one international airline, a major transportation company, a northeast U.S. based healthcare facility and a California based high-technology company. Any loss of business with these customers could have a material adverse effect on our business, financial condition and results of operation. As was announced by the Company on March 19, 2014, the Company was not awarded the follow-on contract for the Western Region of this major transportation company. The contract for the Western Region expired on May 31, 2014. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Financing."

See "Notes to Financial Statements—Note 11 Concentrations of Credit Risk and Significant Customer."

Competition

The contract security officer segment of the security services business is highly competitive, labor intensive and substantially affected by the cost of labor and by the availability of qualified personnel. Our ability to provide the required number of competent, trained personnel in a timely manner is critical to retaining our business, containing payroll costs and avoiding undue insurance exposure. To meet these goals, we strive to successfully manage our human resource needs through manpower planning, quality control and risk management, while focusing on financial management and effective sales and marketing strategies.

Although most of our contracts may be terminated by us or by our customers at our or their discretion, we minimize customer attrition by adhering to basic performance standards in meeting essential customer requirements.

3

We believe that a customer's selection of a company to provide security services is based primarily on price, quality of services provided, scope of services performed, name recognition, recruiting, training, the extent and quality of security officer supervision and the ability to handle multiple worksites on a nationwide basis. It has become more common for our customers to select security service providers through competitive bid processes intended to procure quality services at lower prices. Some of our competitors may be willing to provide services at lower prices, accept a lower profit margin, or expend more capital in order to obtain or retain business. As we have expanded our operations, we have had to compete more frequently against larger national companies, such as Securitas North America, G4S Secure Solutions (USA), AlliedBarton Security and Guardsmark, LLC, all which have substantially greater financial and other resources, personnel and facilities than us. These competitors also offer a range of security and investigative services that are at least as extensive as, and directly competitive with, the services that we offer. In addition, we compete with many regional and local organizations that offer substantially all of the services that we offer to our customers and that may have better knowledge of the local conditions in their regions and increased local visibility, which may provide such companies with a competitive edge. Our management believes that we have been able to successfully compete on the basis of the quality of our services, our professional relationships and our reputation. Particularly with respect to certain of our markets, management believes we enjoy a favorable competitive position because of our emphasis on responsive customer service, supervision and training. However, we cannot assure you that we will be able to continue to effectively compete with other companies, particularly those having greater financial and other resources, personnel and facilities. See "Risk Factors—Competition."

Government Regulation

We are subject to a large number of city, county and state firearm, occupational licensing laws and regulations and prevailing wage requirements that apply to many of our employees including security officers and private investigators. In addition, many states have laws requiring training and registration of security officers, regulating the use of badges and uniforms, prescribing the use of identification cards or badges, and imposing minimum bond, surety or insurance standards. As required, we are licensed to provide private security services in each of the states in which we do business. We may incur penalties and fines as the result of our failure to comply with these laws and regulations including licensing irregularities or the misconduct of security officers from time to time in the ordinary course of our business. However, our management believes we are in material compliance with all applicable laws and regulations. See "Risk Factors—Regulation."

Employees

Our business is labor intensive and is consequently affected by the availability of qualified personnel and the cost of labor. Although the security services industry is characterized by high turnover, we have not experienced any material difficulty in hiring qualified security officers. In some cases, when labor has been in short supply, we have been required to pay higher wages and/or incur overtime charges. We have approximately 4,750 total employees, including 3,600 full-time employees, the majority of whom are hourly service workers, and approximately 242 of whom serve as managers, administrative employees and executives in our 25 offices nationwide.

Approximately 90% of our employees do not belong to a labor union. The remaining 10% of our employees, including in particular, a number of employees based in our New York City security services office and at our airport offices at John F. Kennedy International and LaGuardia airports, are members of the Special & Superior Officers Benevolent Association. Many of our competitors' employees in New York City are also unionized. In the past, our employees at Los Angeles International Airport worked under a collective bargaining agreement with a local uncertified union. On December 30, 2011, that collective bargaining agreement was terminated in accordance with the majority vote of the subject employees. The union has attempted to overturn the termination before the National Mediation Board and to date such efforts have been unsuccessful. Our relations with our employees are satisfactory, and we have not experienced any work stoppages as a result of labor disputes.

Intellectual Property

We own the service marks "Command Security Corporation," and "CSC" for security officer, detective, private investigation services and security consulting services.

We own the trademark "Smart Tracker" for the computer programs we use in dispatching and tracking small vehicles, such as carts and wheelchairs at transportation terminals. In April 2015, we also sought a word mark/service mark for CommandTrack and CommandTrack-Air, which encompasses tracking of security officers and personnel, as well as location and monitoring services for small vehicles such as carts and wheelchairs.

ITEM 1A. RISK FACTORS

In addition to the other information set forth in this Annual Report on Form 10-K, you should carefully consider the following factors that could materially and adversely affect our business, financial condition and future operating results. The risks described below are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and operating results.

We have incurred and may incur additional significant costs, which we may not be able to recover, in connection with a stay of the transition of the contracts awarded to us by the U.S. Postal Service.

On December 31, 2014, the Company received notification of the award of the U.S. Postal Service ("USPS") contract under Solicitation No. 2B-14-A-0078, valued at approximately $250 million over a ten year term of service. The contract provides for security services at 50 USPS locations in 18 states, Puerto Rico and the District of Columbia, valued at approximate $20 million per year, as well as the operation of the two USPS National Law Enforcement

Communication Centers (NLECC) at Dulles International Airport, Virginia and in Ft. Worth, Texas, valued at approximately $5 million per year. The award includes a four year base contract and three two-year options.

On January 29, 2015 the Company announced that the USPS had issued a stay of the transition of the contract awarded to the Company pending the resolution of a dispute over the award of such contract. The contract at issue was disclosed in a press release issued by the Company on January 6, 2015, and in a Form 8-K filed by the Company with the Securities and Exchange Commission on January 12, 2015. On January 27, 2015, the Company was notified by the USPS that ABM Security Services ("ABM") had lodged a protest with the USPS seeking to overturn the contract that was awarded to the Company.

In a decision dated June 15, 2015, the USPS Supplier Disagreement Resolution Officer found that the December 31, 2014 contract awarded to the Company represented the best value for the USPS. Accordingly, the Supplier Disagreement Resolution Officer denied the disagreement filed by ABM, and lifted the stay on the performance of the December 31, 2014 contract with the Company.

On June 17, 2015, the Company was notified by the United States Department of Justice that ABM has expressed intent to file a protest with the Court of Federal Claims challenging the award of the USPS contract to the Company, and seeking an injunction to stop the transition of the USPS contract to the Company. On June 23, 2015, ABM filed a protest with the Court of Federal Claims challenging the award of the USPS contract to the Company, and the USPS expressed an intent to stay the transition of the contract awarded the Company pending resolution of the Court of Federal Claims protest filed by ABM. The Company cannot predict the duration or outcome of the dispute, including whether the transition will occur. As a result, we will not begin work on the contract unless and until the stay is lifted. We have incurred and may incur start-up costs and other expenses in connection with the award of the contract from the USPS, including the acquisition of equipment and hiring and training of personnel. In addition, we may incur significant costs and expenses, including legal fees, in connection with the stay of the transition of the contract to us. It is not clear to what extent, if or when we may recover any of the costs incurred in connection with the contract or the stay of the transition of the contract. Furthermore, we cannot determine how long the stay of the transition of the contract to us will remain in effect or predict the outcome of the dispute, including whether the transition will occur. If the contract is terminated, we cannot predict the amount, if any, of the start-up costs that we may be able to recover.

Loss of Customers

Our success depends in part upon retaining our large security and aviation services customers. See “Business—Significant Customers.” In general, security services companies such as ours face the risk of losing customers as a result of the expiration or termination of a contract, or as a result of a merger or acquisition or business failure involving our large customers, or the selection by such customers of another provider of security services. We generate a significant portion of our revenues from large security services and airline customers, some of which have in the past and may in the future experience substantial financial difficulties. We cannot assure you that we will be able to retain all or a substantial portion of our long-term or significant customers or develop relationships with new significant customers in the future.

Our standard customer contract may be terminated by either us or our customer on 30 days written notice at any time. In addition, we serve certain customers under month-to-month extensions of these written contracts. If we are not able to maintain our existing security service contracts or obtain additional security service contracts, our business, financial condition and results of operations will be adversely affected.

Significant Customers

We rely on a limited number of customers for a significant portion of our revenues. In the fiscal year ended March 31, 2015, the Company had six customers who represented approximately 40% of the Company’s total revenue in the aggregate, with two of those customers representing 15% and 10% of total revenue, respectively. These customers include two domestic and one international airline, a major transportation company, a northeast U.S. based healthcare facility and a California based high-technology company. Any loss of business with these customers could have a material adverse effect on our business, financial condition and results of operation. As was announced by the Company on March 19, 2014, the Company was not awarded the follow-on contract for the Western Region of this major transportation company. The contract for the Western Region expired on May 31, 2014.

Airline Industry Concerns

Several of our airline customers filed for protection from their creditors under applicable bankruptcy and similar laws in recent years. Airline operations are impacted by general economic and industry conditions. The airline industry may undergo further bankruptcy restructuring, industry consolidation, or the creation or modification of alliances or joint ventures, any of which could have a material adverse impact on our liquidity, results of operations and financial condition.

Acquisitions

Part of our growth strategy involves seeking to acquire other successful security services companies. Our acquisition strategy entails numerous risks. The pursuit of acquisition candidates is expensive and may not be successful. Our ability to complete future acquisitions will depend on our ability to identify suitable acquisition candidates, negotiate acceptable terms for their acquisition and, if necessary, finance those acquisitions, in each case, before any attractive candidates are purchased by other parties, some of whom have substantially greater financial and other resources than we have. Whether or not any particular acquisition is successfully completed, each of these activities is expensive and time consuming and would likely require our management to spend considerable time and effort to complete, which would detract from our management's ability to run our current business. Although we may spend considerable funds and efforts to pursue acquisitions, we may not be able to complete them.

Acquisitions could result in the occurrence of one or more of the following events:

- dilutive issuances of equity securities;
- incurrence of additional debt and contingent liabilities;
- increased amortization expenses related to intangible assets;
- difficulties in the assimilation of the operations, technologies, services and products of the acquired companies; and
- diversion of management's attention from our other business activities.

We cannot assure you that we will be able to complete acquisitions that we believe are necessary to complement our growth strategy on acceptable terms, or at all. Further, if we do not successfully integrate the operations of any companies that we have acquired or subsequently acquire, we may not achieve the potential benefits of such acquisitions.

We Hold a Minority Equity Investment in Ocean Protection Services LLC

We currently have a twenty percent minority interest in Ocean Protection Services LLC, a Delaware limited liability company ("OPS"). Although we are able to exercise some influence over OPS, we do not control OPS and therefore do not have the ability to direct OPS's business plan, assure quality control, or set the timing and pace of development. OPS is controlled by our partner, whose interests may not be aligned with ours or who may not share our goals for the business. Should we disagree with their direction for OPS, we may not have the ability to change the course of OPS's business.

We are Subject to Risks Associated with our Foreign Investment.

Ocean Protection Services, Ltd., the operating company of OPS, is located in the United Kingdom. As a result, OPS is subject to the risks inherent in doing business in the global market. These risks include, but are not limited to, adverse changes in economic and political conditions, fluctuation in exchange rates, compliance with labor laws and other foreign governmental laws and regulations, natural disasters, acts of war and terrorism, and other external factors over which we have no control. Because we hold a minority interest in OPS, we do not have complete oversight of its foreign operations and any deviation therein from our standard of services could draw negative publicity for us and our brand.

Additional Financing

We believe that our existing funds, cash generated from operations, and existing sources of and access to financing are adequate to satisfy our working capital, capital expenditures and debt service requirements for the foreseeable future. However, we cannot assure you that this will be the case, and we may be required to obtain additional financing to maintain and expand our existing operations through the sale of our securities, an increase in borrowings under our credit facilities or otherwise. The failure by us to obtain such financing, if needed, would have a material adverse effect upon our business, financial condition and results of operations.

Credit and Security Agreement

Our Credit and Security Agreement contains covenants that impose operating and financial restrictions on us, which may prevent us from capitalizing on business opportunities and taking certain corporate actions. These restrictions may limit our ability to:

- guarantee additional indebtedness;
- pay dividends and make distributions;
- make certain investments;
- repurchase stock;
- incur liens;
- transfer or sell assets;
- enter into sale and leaseback transactions;
- merge or consolidate; and
- engage in a materially different line of business.

The limits set forth in these covenants may adversely affect our ability to finance future operations or capital needs.

Competition

Our assumptions regarding future operating results depend largely upon our ability to retain substantially all of our current customers and obtain new customers. Retention is affected by several factors including, but not limited to, regulatory limitations, the quality of the services that we provide, the quality and pricing of comparable services offered by competitors and continuity of our management and non-management personnel. The contract security officer industry is intensely competitive. There are several major national competitors with substantially greater financial and other resources than we have and that, therefore, have the ability to provide more attractive service, cost and compensation incentives to customers and employees than we are able to provide. We also compete with smaller local and regional companies whose familiarity with local markets gives them a competitive advantage. There can be no assurance that we will continue to retain customer accounts at historic levels in an increasingly competitive market. In addition, there can be no assurance that we will be able to acquire new customer accounts and retain existing customer accounts on terms as favorable as those previously available, and if we are unable to do so our profitability will be adversely affected.

Cost Management

Our largest expenses are for payroll and related taxes and employee benefits. Most of our service contracts provide for fixed hourly billing rates, and some of our service contracts provide for payments of either fixed fees or fees that increase by only small amounts during the terms of such service contracts. Competitive pressures in the security and aviation services industries may prevent us from increasing our hourly billing rates on contract anniversary or renewal dates. Our profitability will be adversely affected if, due to inflation, collective bargaining or other causes, including increases in statutory payroll taxes, we are compelled to increase the wages, salaries and related benefits of our employees in amounts that exceed the amount that we can pass on to our customers through increased billing rates charged under our service contracts.

Our ability to realize financial expectations will be largely dependent upon management’s ability to maintain or increase gross margins, which in turn will be determined in large part by management's ability to control our expenses. However, to a significant extent, certain costs are not within the control of management, and margins may be adversely affected by a number of items, including litigation expenses, fees incurred in connection with extraordinary business transactions, inflation, labor unrest, increased payroll and related costs. Our business, financial condition and results of operations will be adversely affected if the costs associated with these items are greater than we anticipate.

The Litigation Environment in Which we Operate Poses a Significant Risk to our Business.

We are involved in a number of lawsuits related to employment issues. Judges and juries in the State of California have recently demonstrated a willingness to grant large verdicts to plaintiffs in employment related cases. We use appropriate means to contest litigation threatened or filed against us, however, the litigation environment in the State of California poses a significant business risk.

The Cost and Exposure of Being a Public Company is Proportionately High for Small Companies like us and May Put us at a Competitive Disadvantage.

The rules and regulations promulgated by the Securities and Exchange Commission increase the scope, complexity, and cost of our corporate governance, reporting and disclosure practices. The necessary compliance costs, including costs related to internal controls and management's assessment of the effectiveness of internal controls, are proportionately higher for a company of our size. Additionally, the disclosures we make can represent a significant proportion of our business and such disclosure can put us at a competitive disadvantage to our competitors who do not make comparable disclosures.

Indemnification Obligations

In many cases, our security and aviation services contracts require us to indemnify our customers or may otherwise subject us to additional liability for events occurring on customer premises. While we maintain insurance programs that we believe provide appropriate coverage for certain liability risks, including personal injury, death and property damage, the laws of many states limit or prohibit insurance coverage for punitive damages arising from willful or grossly negligent conduct. Therefore, insurance may not be adequate to cover all potential claims or damages. If a plaintiff brings a successful claim against us for punitive damages in excess of our insurance coverage, we could incur substantial liabilities that would have a material adverse effect on our business, financial condition and results of operations.

Staffing

Our business involves the labor-intensive delivery of security and aviation services. We derive our revenues primarily from services rendered by our hourly employees. Our future performance depends in large part upon our ability to attract, train, motivate and retain our skilled operational and administrative staff. The loss of the services of, or the failure to recruit, the required complement of operational and administrative staff would have a material adverse effect on our business, financial condition and results of operations, including our ability to secure and complete security service contracts. Additionally, if we do not successfully manage our existing operational and administrative staff, we may not be able to achieve the anticipated gross margins, service quality, overtime levels and other performance measures that are important to our business, financial condition and results of operations.

Professional Reputation

We depend to a large extent on our relationships with our customers and our reputation for quality contract security services. Our customers’ expectations and perception of the quality of our services are in large part determined by the satisfaction they derive from contact with our managers. A well-publicized security incident or breach at one or more of our customers’ locations could result in a negative perception of our services, damage to our reputation and the loss of existing or potential customers, which could have a material adverse effect on our business, financial condition and results of operations.

Changes in Accounting Standards and Taxation Requirements

New accounting standards or pronouncements that become applicable to us and our financial statements from time to time, and changes in the interpretation of existing standards and pronouncements, could have a significant effect on our reported results for the affected periods. We are also subject to income and various other taxes in the numerous jurisdictions where we generate revenues. Increases in income or other tax rates or bases could reduce our after-tax results from affected jurisdictions in which we operate.

Collective Bargaining Agreements and Organized Labor Action

Approximately 10% of our employees are covered by collective bargaining agreements. If we are unable to renew such agreements on satisfactory terms, our labor costs could increase, which would negatively affect our business, financial condition and results of operations.

The security industry has been the subject of campaigns to increase the number of unionized employees. In addition, strikes or work stoppages at our locations could impair our ability to provide required services to our customers, which would reduce our revenues and expose us to customer claims. Although we believe that our relations with our employees are satisfactory, we cannot assure you that organized labor action at one or more of our operating locations will not occur, or that any such activities, or any other labor difficulties at our operating locations, would not adversely affect our business, financial condition and results of operations.

Collection of Accounts Receivable

We extend credit to our customers primarily through the use of weekly or monthly billings generally due within 30 to 45 days of the invoice date. The aviation industry in general poses a high degree of customer credit risk. Any default in the payment of accounts receivable by one or more of our significant customers due to bankruptcy or otherwise could have a material adverse impact on our liquidity, results of operations and financial condition. See "Notes to Financial Statements—Note 11 Concentrations of Credit Risk and Significant Customer."

Loss of Key Management Personnel

Our success depends to a significant extent upon the continuing efforts and abilities of our key executive officers and senior management personnel. We have programs in place that have been designed to motivate, reward and retain such employees, including cash bonus and equity incentive plans. The loss or unavailability of any such key executives or senior management personnel, due to retirement, resignation or otherwise could have a material adverse effect on our business, financial condition and results of operations if we are unable to attract and retain highly qualified replacement personnel on a timely basis, or at all.

Concentration of Stock Ownership

Although none of our directors and officers has any agreement relating to the manner in which they will vote their shares of our common stock, such parties together beneficially own shares representing approximately 36% of the outstanding common stock. Further, as of March 31, 2015, based on public filings, there are three other shareholders that combined own 27% of the Company's outstanding shares. The concentration of ownership among these shareholders could give them the power to influence the outcome of substantially all matters subject to a vote of our shareholders, including mergers, consolidations and the sale of all or substantially all of our assets. Such decisions may conflict with the interests of our other shareholders. This beneficial ownership and potential effective control on all matters relating to our business and operations could eliminate the possibility of other shareholders obtaining the necessary shareholder vote to affect any change in the course of our business if they disagree with these significant shareholders.

Stock Price Volatility

The stock markets have experienced price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. These fluctuations often have been unrelated or disproportionate to the operating performance of those companies. The market price of our common stock may also fluctuate as a result of variations in our operating results. Due to the nature of our business, the market price of our common stock may fall in response to a number of factors, some of which are beyond our control, including: announcements of competitive developments by others; changes in estimates of our financial performance or changes in recommendations by securities analysts; any loss by us of a major customer; additions or departures of key management or other personnel; future sales of our common or preferred stock; acquisitions or strategic alliances by us or our competitors; our historical and anticipated operating results; quarterly fluctuations in our financial and operating results; volume fluctuations; changes in market valuations of other companies that operate in our business markets or industry sector; and general market and economic conditions. Accordingly, market fluctuations, as well as general economic, political and market conditions such as recessions and interest rate changes, may negatively impact the market price of our common stock.

Our common stock trades on the NYSE MKT and has low trading volumes compared to other companies traded on the NYSE MKT. Securities with low trading volumes are subject to greater volatility in price. We cannot predict how our common stock will trade in the future or the effect that trading volumes will have on our common stock price.

Information Systems/Technology

We are increasingly dependent on information technology networks and systems, including the Internet, to process, transmit and store electronic information. In particular, we depend on our information technology infrastructure for electronic communications among our locations across the country and between our personnel and our customers and suppliers. Security breaches of this infrastructure can create disruptions, shutdowns or unauthorized disclosure of confidential information. If we are unable to prevent such breaches, our operations could be disrupted or we may suffer financial damage or loss because of lost or misappropriated information.

Changes in technologies that provide alternatives to security officer services or that decrease the number of security officers required to effectively perform their services may decrease our customers' demand for our security officer services. In addition, if such technologies become available generally for use in the industry, these technologies may be proprietary in nature and not be available for use by us in servicing our customers. Even if these technologies are available for use by us, we may not be able to successfully integrate such technologies into our business or we may be less successful in doing so than our competitors or new entrants in the industry. A decrease in the demand for our security officer services or our inability to effectively utilize such technologies may adversely affect our business, financial condition and results of operations.

Regulation

We are subject to a large number of city, county and state occupational licensing laws and regulations that apply to security officers. Any liability we may have from our failure to comply with these regulations may materially and adversely affect our business by restricting our operations and subjecting us to potential penalties. If the current regulation and federalization of pre-board screening and documentation verification services provided by us to airline customers is expanded into other areas such as general security and baggage handling at aviation facilities, our business, financial condition and results of operations could be materially adversely affected.

In addition, we are subject to, among other laws and regulations, comprehensive U.S. occupational health and safety laws and regulations. Such laws and regulations may become more stringent and result in necessary modifications to our current practices and facilities. Any or all of these laws and regulations could force us to incur additional costs that could adversely affect our business, financial condition and results of operations.

Our operations at certain domestic airport locations are subject to audits by the relevant state or local government authorities, in connection with their evaluation of whether certain of our sales and services at such airports are subject to a regulatory fee. In the event of a dispute with any such regulatory authority, we could be subject to claims for fees, including penalties and interest, which could adversely affect our business, financial condition and results of operations.

In March 2010, the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act of 2010 were signed into law in the U.S. This legislation expands the availability of health care coverage to many uninsured individuals and in some cases expands coverage to those already insured. Provisions of this law have become and will become effective at various dates over the next several years and many of the regulations and guidance for the law have not been implemented. The changes required by this legislation could cause us to incur additional healthcare and other costs. The costs of these provisions are expected to be funded by a variety of taxes and fees. Some of the taxes and fees, as well as certain health care changes required by these acts, are expected to result, directly or indirectly, in increased health care costs for us. It remains difficult to predict the cost impact of health care reform and at this time, we cannot quantify the extent of any long-term impact from the legislation or any potential changes to the legislation. There is no assurance that we will be able to absorb and/or pass through the costs of complying with such legislation in a manner that will not adversely impact our results of operations.

Our current and future operations may be subject to additional regulation as a result of, among other factors, new statutes and regulations and changes in the manner in which existing statutes and regulations are interpreted.

Economic Downturn

During economic declines, some decisions to implement security programs and install systems may be deferred or cancelled. In other cases, customers may increase their purchases of security systems because they fear more inventory shrinkage and theft will occur due to increasing economic need. We are not able to accurately predict to what extent an economic slowdown will affect the demand for our services. If demand for our services decreases, our business, financial condition and results of operations will be adversely affected.

Catastrophic Events

We are exposed to potential claims resulting from the occurrence of catastrophic events, such as acts of terrorism, or based upon allegations that we failed to perform our services in accordance with contractual or industry standards. Our insurance coverage limits are currently $1.0 million per occurrence for non-aviation related business (with additional first and second layer excess liability policies of $5.0 million and $10.0 million, respectively) and $30.0 million per occurrence for aviation related business. We retain the risk for the first $25,000 of general liability non-aviation related operations. The Aviation related deductible is $5,000 per occurrence, with the exception of $50,000 for airport wheelchair and electric cart operations, $25,000 for damage to aircraft and $100,000 for skycap operations. The Terrorism Risk Insurance Act of 2002 established a program within the United States Department of the Treasury, under which the federal government and the insurance industry, share the risk of loss from future "acts of terrorism," as defined in such Act. We currently maintain additional insurance coverage for losses arising from "acts of terrorism" under our non-aviation related business policy. In addition, terrorist attacks could have a material adverse impact on us by increasing our insurance premium costs, making adequate insurance coverage unavailable or by requiring us to incur additional personnel costs as a result of compliance with expanded security rules and regulations.

Strategic Initiatives

Any strategic initiatives that we may undertake may not achieve the benefits anticipated and could result in additional unanticipated costs, which could have a material adverse effect on our business, financial condition, cash flows, or results of operations. We regularly evaluate our existing operations, service capacity and business efficiencies and, as a result of such evaluations, we may undertake strategic initiatives within our businesses, including the recently completed consolidation of corporate offices and streamlining of our management structure. These strategic initiatives may not result in improvements in future financial performance. If we are unable to realize the benefits of any strategic initiatives or appropriately structure our businesses to meet market conditions, the strategic initiatives could have a material adverse effect on our business, financial condition, cash flows, or results of operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

ITEM 2. PROPERTIES.

As of March 31, 2015, we did not own any real property. We occupy executive offices at 512 Herndon Parkway, Herndon, VA 20170, consisting of approximately 11,000 square feet. We also lease office space at the following locations under long-term operating or short-term month-to-month leases:

Location

1903 South Congress Avenue
Suite 150
Boynton, FL

5805 Blue Lagoon Drive
Suite 110
Miami, FL

8929 South Sepulveda Boulevard
Suite 300
Los Angeles, CA

409 Camino Del Rio South
Suite 100
San Diego, CA

Los Angeles World Airports
Terminal 2 & Tom Bradley International Terminal
Los Angeles, CA

733-737 Ames Avenue
Milpitas, CA

1630 S. Sunkist Street
Unit O
Anaheim, CA

Pittsburgh International Airport
1000 Airport Boulevard
Ticketing Level of the Landside Terminal Building
Pittsburgh, PA

Two International Plaza
Suite 242
Philadelphia, PA

780 Elkridge Landing Road
Suite 220
Linthicum Heights, MD

Baltimore-Washington International Airport
Baltimore, MD

1767 Morris Avenue
Suite 101, First Floor
Union, NJ

100 Wells Street
#2AB
Hartford, CT

80-02 Kew Gardens Road
Suite 401
Kew Gardens, NY

17 Battery Place
Suite 223
New York, NY

388 Westchester Avenue
Port Chester, NY

52 Oswego Street
Baldwinsville, NY

JFK International Airport
175-01 Rockaway Boulevard
Jamaica, NY
(Idle facility no longer in use)

LaGuardia Airport
United Hangar #2
Rooms 328
Flushing, NY

2144 Doubleday Avenue
Ballston Spa, NY

669 Elmwood Avenue
Suite B-4
Providence, RI

Suite 208-L Wilson Building
3511 Silverside Road, Concord Plaza
Wilmington, DE

21 Cummings Park Suite 224 Woburn, MA	9730 South Western Avenue Evergreen Plaza Shopping Center Suite 640 Evergreen Park, IL

10

We believe our existing properties are in good condition and are suitable for the conduct of our business.

ITEM 3. LEGAL PROCEEDINGS.

We are party to a variety of legal proceedings arising out of the conduct of our business. While the results of these proceedings cannot be predicted with certainty, management believes that, except as described below, the final outcome of these proceedings will not have a material effect on our business.

In July 2012, the Service Employee International Union (SEIU) filed a suit in U.S. District Court – Northern District Court against the Company seeking the restoration of the collective bargaining agreement between SEIU and the Company following a majority vote of Aviation Safeguards employees in December 2011 to withdraw recognition of the union. On February 20, 2014, the U.S. District Court, Central District of California, ruled in favor of the Company and granted our motion for summary judgment in full, denied the plaintiffs' motion for summary judgment and terminated the case. The plaintiffs filed a Notice of Appeal to the U.S. Court of Appeals for the Ninth Circuit on March 18, 2014 and both parties have subsequently filed appellate briefs. The Court of Appeals for the Ninth Circuit has not yet set a date for oral argument. A related lawsuit was filed on July 6, 2012 by the California Service Employees Health and Welfare Trust Fund in U.S. District Court Northern District Court seeking to maintain the payment of monthly health insurance contributions which were stopped by the Company following the termination of the collective bargaining agreement. Venue was subsequently transferred to the U.S. District Court for the Central District of California. On July 31, 2014 the U.S. District Court – Central District Court denied the plaintiff's motion for summary judgment and granted partial summary judgment in favor of the Company.

On April 29, 2014, the California Superior Court granted a plaintiffs' motion to certify a class consisting of all persons who were employed by the Company in a non-exempt security officer position within the State of California at any time since May 2, 2007 through the date of trial who agreed to and signed an on-duty meal period agreement at the time of their employment. The case is a certified class action involving allegations that the Company violated certain California state laws relating to on-duty meal and rest breaks.

The Company intends to conduct a vigorous defense of this case, which is currently in the discovery stage. The Company is unable to determine the potential outcome of this case, which could be material, at this time. The trial date has been set for March 16, 2016.

The nature of our business is such that there is a significant volume of routine claims and lawsuits against us, the vast majority of which do not lead to the award of substantial damages. We maintain general liability and workers' compensation insurance coverage that we believe is appropriate to the relevant level of risk and potential liability. Some of the claims brought against us could result in significant payments; however, the exposure to us for general liability claims is limited to the deductibles under our insurance policies, as well as any amount in excess of the maximum coverage provided by such policies. Any punitive damage award would not be covered by our general liability insurance policy. Also, the premiums we pay under our insurance policies may be adversely affected by an unfavorable claims history.

ITEM 4. MINE SAFETY DISCLOSURES.

None.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

Common Stock Trading Information

Shares of our common stock trade on the NYSE MKT, an exchange regulated market, under the ticker symbol "MOC."

The following table sets forth, for the calendar periods indicated, the high and low sales price for our common stock as reflected on the NYSE MKT for each full quarterly period within the two most recent fiscal years.

Last Sales Price Period (1)	Common stock market price	
	Low	High
2015		
First Quarter	$ 1.72	$ 2.03
Second Quarter	1.77	2.40
Third Quarter	1.70	2.29
Fourth Quarter	1.75	3.55
2014		
First Quarter	$ 1.42	$ 1.85
Second Quarter	1.33	1.55
Third Quarter	1.40	2.60
Fourth Quarter	1.77	2.31

(1) Reflects fiscal years ended March 31, 2015 and 2014 as indicated.

The above quotations do not include retail mark-ups, markdowns or commissions and represent prices between dealers and may not represent actual transactions. The past performance of our common stock is not necessarily indicative of the price at which it may trade in the future.

As of June 19, 2015 there were approximately 1,300 holders of our common stock.

For certain information regarding our equity compensation plans, see “Item 12—Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.”

Dividends

To date, we have neither declared nor paid any cash dividends on shares of our common stock. Payment of dividends on our common stock, if any, will be within the discretion of our Board of Directors and will depend, among other factors, on the approval of our principal lender, our earnings and capital requirements and our operating and financial condition. At present, our anticipated capital requirements and growth plans are such that we intend to follow a policy of retaining earnings, if any, to finance our business operations and any growth in our business.

Common Stock Repurchases

On December 8, 2011, the Company’s Board of Directors authorized a stock repurchase program that initially allowed us to repurchase up to $2,000,000 of our common stock on the open market. In November 2012, the Company’s Board of Directors authorized an increase of up to $4,000,000 of our common stock to be repurchased. To date, the Company has repurchased $3,058,873 of the $4,000,000 authorized under the stock repurchase program. The ability of the Company to repurchase shares under the stock repurchase program is subject to the approval of Wells Fargo under the Credit Agreement. Common stock repurchases are recorded as treasury stock, at cost. The program does not have a prescribed expiration date. See “Notes to Financial Statements—Note 17 Issuer Purchases of Equity Securities.” No shares were purchased during the fiscal years ended March 31, 2015 and March 31, 2014.

ITEM 6. SELECTED FINANCIAL DATA

Not applicable.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

This Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with our consolidated financial statements and related notes thereto contained in this Annual Report. In this discussion, the words "Company", "we", "our" and "us" refer to Command Security Corporation.

FORWARD- LOOKING STATEMENTS

This section, Management's Discussion and Analysis of Financial Condition and Results of Operations, other sections of this Annual Report on Form 10-K and other reports and verbal statements made by our representatives from time to time may contain forward-looking statements that are based on our assumptions, expectations and projections about us and the security industry. These include statements regarding our expectations about revenues, our liquidity, or expenses and our continued growth, among others. You can identify these statements by forward-looking words such as “may,” “expect,” “anticipate,” “contemplate,” “believe,” “estimate,” “intends,” and “continue” or similar words. You should statements that contain these words carefully because they:

· discuss future expectations;
· contain projections of future results of operations or financial condition; and
· state other “forward-looking” information.

Such forward-looking statements by their nature involve a degree of risk and uncertainty. We caution you to not to place undue reliance on these forward-looking statements, which speak only as of the date of this Annual Report. We further caution you that a variety of factors, including but not limited to the factors described under Item 1A, “Risk Factors” and the following, could cause business conditions and our results to differ materially from what is contained in forward-looking statements:

· changes in general economic conditions in the United States and abroad;
· changes in the financial condition of our customers;

- legislation or regulatory environments, requirements or changes adversely affecting our business or the businesses in which our customers are engaged;
- cancellations and non-renewals of existing contracts;
- changes in our estimates of costs;
- war and/or terrorist attacks on facilities where services are or may be provided;
- outcomes of pending and future litigation;
- increasing competition by other companies;
- changes in interest rates;
- compliance with our loan covenants;
- changing interpretations of GAAP;
- the general volatility of the market price of our securities;
- the availability of qualified personnel;
- recoverability of claims against our customers and others by us and claims by third parties against us; and
- changes in estimates used in our critical accounting policies.

Other factors and assumptions not identified above were also involved in the formation of these forward-looking statements and the failure of such other assumptions to be realized, as well as other factors, may also cause actual results to differ materially from those projected. Most of these factors are difficult to predict accurately and are generally beyond our control. You should consider the areas of risk described above in connection with any forward-looking statements that may be made by us.

All forward-looking statements included herein attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. We have based the forward-looking statements included in this Annual Report on information available to us on the date of this annual report and, except to the extent required by applicable laws and regulations, we undertake no obligation to update these forward-looking statements to reflect events or circumstances after the date of this annual report or to reflect the occurrence of unanticipated events. Although we undertake no obligation to revise or update any forward-looking statements, whether as a result of new information, future events or otherwise, you are advised to consult any additional disclosures that we make directly to you or through reports that we in the future may file with the Securities and Exchange Commission, including annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K. Our actual results could differ materially from those expressed or implied by the forward-looking statements as a result of various factors including, but not limited to, those presented under "Risk Factors" included in Item 1A and elsewhere in this Annual Report.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES.

Critical accounting policies are defined as those most important to the portrayal of a company's financial condition and results and that require the most difficult, subjective or complex judgments. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses during the reporting period. The estimates that we make include allowances for doubtful accounts, depreciation and amortization, income tax assets and insurance reserves. Estimates are based on historical experience, where applicable or other assumptions that management believes are reasonable under the circumstances. We have identified the policies described below as our critical accounting policies. Due to the inherent uncertainty involved in making estimates, actual results may differ from those estimates under different assumptions or conditions. See "Notes to Financial Statements—Note 1 Business Description and Summary of Accounting Policies."

Revenue Recognition

We record revenues as services are provided to our customers. Revenues relate primarily to the provision of aviation and security services, which are typically billed at hourly rates. These rates may vary depending on base, overtime and holiday time worked. Revenue is reported net of applicable taxes.

Accounts Receivable

We periodically evaluate the requirement for providing for billing adjustments and/or credit losses on our accounts receivable. We provide for billing adjustments where management determines that there is a likelihood of a significant adjustment for disputed billings. Criteria used by management to evaluate the adequacy of the allowance for doubtful accounts include, among others, the creditworthiness of the customer, current trends, prior payment performance, the age of the receivables and our overall historical loss experience. Individual accounts are charged off against the allowance as management deems them to be uncollectible.

Minority Investment in Unconsolidated Affiliate

The Company uses the equity method to account for its investment in OPS. The Company's proportionate share of net income for the approximate two week period ended March 31, 2014 was not material and has not been reflected in the Company's financial statements for the period ended March 31, 2014. Equity method investments are recorded at original cost and adjusted periodically to recognize: (i) our proportionate share of investees' net income or losses after the date of the investment; (ii) additional contributions made or distributions received; and (iii) impairment losses resulting from adjustments to net realizable value. The Company reviews its investment accounted for under the equity method of accounting for impairment whenever events or changes in circumstances indicate a loss in the value of the investment may be other than temporary.

Intangible Assets

Intangible assets are stated at cost and consist primarily of customer lists that are being amortized on a straight-line basis over ten years and goodwill, which is reviewed annually for impairment. The life assigned to customer lists acquired is based on management's estimate of our expected customer attrition rate. The attrition rate is estimated based on historical contract longevity and management's operating experience. We test for impairment annually or when events and circumstances warrant such a review, if earlier. Any potential impairment is evaluated based on anticipated undiscounted future cash flows and actual customer attrition in accordance with FASB ASC 360, *Property, Plant and Equipment*.

Insurance Reserves

General liability estimated accrued liabilities are calculated on an undiscounted basis based on actual claim data and estimates of incurred but not reported claims developed utilizing historical claim trends. Projected settlements and incurred but not reported claims are estimated based on pending claims, historical trends and related data.

Workers' compensation annual costs are comprised of premiums as well as incurred losses as determined at the end of the coverage period, subject to minimum and maximum amounts. Workers' compensation insurance claims and reserves include accruals of estimated settlements for known claims, as well as accruals of estimates for claims incurred but not yet reported as provided by a third party. In estimating these accruals, we consider historical loss experience and make judgments about the expected levels of costs per claim. We believe our estimates of future liability are reasonable based upon our methodology; however, changes in health care costs, accident frequency and severity and other factors could materially affect the estimate for these liabilities. The Company continually monitors changes in claim type and incident and evaluates the workers' compensation insurance accrual, making necessary adjustments based on the evaluation of these qualitative data points.

Income Taxes

Income taxes are based on income (loss) for financial reporting purposes and reflect a current tax liability (asset) for the estimated taxes payable (recoverable) in the current year tax return and changes in deferred taxes. Deferred tax assets or liabilities are determined based on differences between financial reporting and tax basis of assets and liabilities, and are measured using enacted tax laws and rates. A valuation allowance is provided on deferred tax assets if it is determined that it is more likely than not that the asset will not be realized. In the event that interest and/or penalties are assessed in connection with our tax filings, interest will be recorded as interest expense and penalties as selling, general and administrative expense.

Stock Based Compensation

FASB ASC 718, *Stock Compensation* , requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values at grant date and the recognition of the related expense over the period in which the share-based compensation vests. We use the modified-prospective transition method. Under the modified-prospective transition method, we recognize compensation expense in our financial statements issued subsequent to the date of adoption for all share-based payments granted, modified or settled. Non-cash charges of $203,215 and $152,362 for stock based compensation have been recorded for the fiscal years ended March 31, 2015 and 2014, respectively.

OVERVIEW

We principally provide uniformed security officers and aviation services to commercial, residential, financial, industrial, aviation and governmental customers through approximately 25 offices throughout the United States. In conjunction with providing these services, we assume responsibility for a variety of functions, including recruiting, hiring, training and supervising all operating personnel as well as paying such personnel and providing them with uniforms, fringe benefits and workers' compensation insurance.

Our customer-focused mission is to provide the best personalized supervision and management attention necessary to deliver timely and efficient security solutions so that our customers can operate in safe environments without disruption or loss. Technology underpins our efficiency, accuracy and dependability. We use a sophisticated software system that integrates scheduling, payroll and billing functions, giving customers the benefit of customized programs using the personnel best suited to the job.

Renewing and extending existing contracts and obtaining new contracts are crucial to our ability to generate revenues, earnings and cash flow. In addition, our growth strategy involves the acquisition and integration of complementary businesses in order to increase our scale within certain geographical areas, increase our market share in the markets in which we operate, gain market share in the markets in which we do not currently operate and improve our profitability. We intend to pursue suitable acquisition opportunities for contract security officer businesses. We frequently evaluate acquisition opportunities and, at any given time, may be in various stages of due diligence or preliminary discussions with respect to a number of potential acquisitions. However, we cannot assure you that we will identify any suitable acquisition candidates or, if identified, that we will be able to complete the acquisition of such candidates on favorable terms or at all.

The global security industry has grown largely due to an increasing fear of crime and terrorism. In the United States, the demand for security-related products and central station monitoring services also has grown steadily. We believe that there is continued heightened attention to and demand for security due to worldwide events, and the ensuing threat, or perceived threat, of criminal and terrorist activities. For these reasons, we expect that security will continue to be a key area of focus both domestically in the United States and abroad.

Demand for security officer services is dependent upon a number of factors, including, among other things, demographic trends, general economic variables such as growth in the gross domestic product, unemployment rates, consumer spending levels, perceived and actual crime rates, government legislation, terrorism sensitivity, war/external conflicts and technology.

Recent Developments

On December 31, 2014, the Company received notification of the award of the U.S. Postal Service ("USPS") contract under Solicitation No. 2B-14-A-0078, valued at approximately $250 million over a ten year term of service. The contract provides for security services at 50 USPS locations in 18 states, Puerto Rico and the District of Columbia, valued at approximate $20 million per year, as well as the operation of the two USPS National Law Enforcement Communication Centers (NLECC) at Dulles International Airport, Virginia and in Ft. Worth, Texas, valued at approximately $5 million per year. The award includes a four year base contract and three two-year options.

On January 29, 2015 the Company announced that the USPS had issued a stay of the transition of the contract awarded to the Company pending the resolution of a dispute over the award of such contract. The contract at issue was disclosed in a press release issued by the Company on January 6, 2015, and in a Form 8-K filed by the Company with the Securities and Exchange Commission on January 12, 2015. On January 27, 2015, the Company was notified by the USPS that ABM Security Services ("ABM") had lodged a protest with the USPS seeking to overturn the contract that was awarded to the Company.

In a decision dated June 15, 2015, the USPS Supplier Disagreement Resolution Officer found that the December 31, 2014 contract awarded to the Company represented the best value for the USPS. Accordingly, the Supplier

Disagreement Resolution Officer denied the disagreement filed by ABM, and lifted the stay on the performance of the December 31, 2014 contract with the Company.

On June 17, 2015, the Company was notified by the United States Department of Justice that ABM has expressed intent to file a protest with the Court of Federal Claims challenging the award of the USPS contract to the Company, and seeking an injunction to stop the transition of the USPS contract to the Company. On June 23, 2015, ABM filed a protest with the Court of Federal Claims challenging the award of the USPS contract to the Company, and the USPS expressed an intent to stay the transition of the contract awarded the Company pending resolution of the Court of Federal Claims protest filed by ABM. The Company cannot predict the duration or outcome of the dispute, including whether the transition will occur.

RESULTS OF OPERATIONS

Revenues

Our revenues decreased by $17.5 million, or 11.2%, to $139.2 million for the fiscal year ended March 31, 2015, from $156.7 million in the prior year. The decrease in revenues for the fiscal year ended March 31, 2015 was due mainly to a $17.1 million reduction in revenues from a major transportation company following the loss of the Western region services contract with this customer effective May 31, 2014. In addition, revenues from temporary aviation related construction services decreased by $0.4 million, from a state government in the northeastern United States by $1.1 million, and from other commercial and industrial customers by $1.4 million. These decreases were partly offset by increases in revenues from several airlines of $2.5 million, from healthcare facilities in the northeastern United States of $0.8 million and from financial services companies of $0.7 million.

Gross Profit

Our gross profit for the fiscal year ended March 31, 2015 decreased by $1.6 million to $19.3 million, (13.9% of revenues), from $20.9 million, (13.3% of revenues), for fiscal 2014. The decrease was due mainly to the above-mentioned reduction in revenues from a major transportation company partly offset by increases in aviation services, services to healthcare facilities and financial services companies.

We have an insurance policy covering workers' compensation claims in states in which we perform services. Estimated accrued liabilities are based on our historical loss experience and the ratio of claims paid to our historical payout profiles. Charges for estimated workers' compensation related losses incurred and included in cost of sales were $2.6 million and $3.1 million for the fiscal years ended March 31, 2015 and 2014, respectively.

The nature of our business also subjects us to claims or litigation alleging that we are liable for damages as a result of the conduct of our employees or others. We insure against such claims and suits through general liability policies with third-party insurance companies. Our insurance coverage limits are currently $1.0 million per occurrence for non-aviation related business (with additional first and second layer excess liability policies of $5.0 million and $10.0 million, respectively) and $30.0 million per occurrence for aviation related business. We retain the risk for the first $25,000 of general liability non-aviation related operations. The Aviation related deductible is $5,000 per occurrence, with the exception of $50,000 for airport wheelchair and electric cart operations, $25,000 for damage to aircraft and $100,000 for skycap operations. Estimated accrued liabilities are based on specific reserves in connection with existing claims as determined by third party risk management consultants and actuarial factors and the timing of reported claims. These are all factored into estimated losses incurred but not yet reported to us.

General and Administrative Expenses

Our general and administrative expenses were $17.5 million and $17.9 million for the fiscal years ended March 31, 2015 and 2014, respectively, or 12.6% of revenues and 11.4% of revenues, respectively. Lower legal and labor settlement costs and lower rent and facility costs were partially offset by higher consulting and temporary labor and bid and proposal related costs.

Provision for Doubtful Accounts

The provision for doubtful accounts for the year ended March 31, 2015, net of recoveries, decreased by $504,813 to net recoveries of $130,059 as compared with $374,754 of net expense in the corresponding period of the prior year. The decrease in the net provision for doubtful accounts for the year ended March 31, 2015 related primarily to the recovery of approximately $250,000 of specific accounts previously considered uncollectible and the overall decrease in total accounts receivable.

We periodically evaluate the requirement for providing for billing adjustments and/or credit losses on our accounts receivable. We provide for billing adjustments where our management determines that there is a likelihood of a significant adjustment for disputed billings. Criteria used by management to evaluate the adequacy of the allowance for doubtful accounts include, among others, the creditworthiness of the customer, current trends, prior payment performance, the age of the receivables and our overall historical loss experience. Individual accounts are charged off against the allowance as management deems them as uncollectible. We do not know if bad debts will increase in future periods nor does our management believe that the decrease during the fiscal year ended March 31, 2015 compared with the same period of the prior year is necessarily indicative of a trend.

Interest Expense

Interest expense for the fiscal year ended March 31, 2015 decreased by $61,986 to $155,074 from $217,060 in fiscal 2014. The decrease in interest expense for the year ended March 31, 2015 was due to lower average outstanding borrowings under our credit agreement with Wells Fargo, described below.

Equity Earnings in Minority Investment of Unconsolidated Affiliate

The Company uses the equity method to account for its investment in OPS. The Company's proportionate share of net income for the fiscal year ended March 31, 2015 was $505,000. There were no earnings from equity investments in the prior year. Equity method investments are recorded at original cost and adjusted periodically to recognize: (i) our proportionate share of investees' net income or losses after the date of the investment; (ii) additional contributions made or distributions received; and (iii) impairment losses resulting from adjustments to net realizable value. The Company reviews its investment accounted for under the equity method of accounting for impairment whenever events or changes in circumstances indicate a loss in the value of the investment may be other than temporary.

Provision for Income Taxes

The provision for income taxes decreased by $0.3 million to $1.0 million for the fiscal year ended March 31, 2015 compared with $1.3 million in the corresponding period of the prior year, primarily due to lower pre-tax earnings and a reduction of permanent tax differences resulting from the cancellation of stock options previously held by former employees. The Company's effective income tax rate decreased by 10.1% to 43.8% for the fiscal year ended March 31, 2015 from 53.9% in the corresponding period of the prior year. Pretax income decreased by $0.2 million to $2.2 million in the fiscal year ended March 31, 2015 from $2.4 million in the corresponding period of the prior year.

Earnings

Our net income for the fiscal years ended March 31, 2015 and 2014 was $1.3 million and $1.1 million, respectively. The increase in net income was primarily related to equity earnings in the minority investment of Ocean Protection Services LLC ("OPS") as well as decreases in bad debt expense, interest costs and income taxes, partially offset by the aforementioned decreases in revenues and gross profits.

LIQUIDITY AND CAPITAL RESOURCES

We pay employees on a bi-weekly basis while customers pay for services generally within 60 days from the invoice date. We maintain a commercial revolving loan arrangement, currently with Wells Fargo Bank, National Association (“Wells Fargo”). We fund our payroll and operations primarily through borrowings under our $20.0 million credit facility with Wells Fargo (as amended, the “Credit Agreement”), described below under “—Wells Fargo Revolving Credit Facility.”

We principally use short-term borrowings under our Credit Agreement to fund our accounts receivable. Our short-term borrowings have supported the accounts receivable associated with our organic growth. We intend to continue to use short-term borrowings to support our working capital requirements.

We believe that our existing funds, cash generated from operations, and existing sources of and access to financing are adequate to satisfy our working capital, capital expenditures and debt service requirements for the foreseeable future. However, we cannot assure you that this will be the case, and we may be required to obtain alternative or additional financing to maintain and expand our existing operations through the sale of our securities, an increase in the amount of available borrowings under our Credit Agreement, obtaining additional financing from other financial institutions or otherwise. The failure by us to obtain such financing, if needed, would have a material adverse effect upon our business, financial condition and results of operations.

Short-Term Borrowings

On February 12, 2009, we entered into a $20.0 million Credit Agreement with Wells Fargo. This Credit Agreement matures in October 2016, and contains customary affirmative and negative covenants, including, among other things, covenants requiring us to maintain certain financial ratios and is collateralized by customer accounts receivable and certain other assets of the Company as defined in the Credit Agreement.

The Credit Agreement provides for a letter of credit sub-line in an aggregate amount of up to $3.0 million. The Credit Agreement also provides for interest to be calculated on the outstanding principal balance of the revolving loans at the Prime Rate (as defined in the Credit Agreement) plus 1.50%. For LIBOR loans, interest was calculated on the outstanding principal balance of the LIBOR loans at the LIBOR rate (as defined in the Credit Agreement) plus 1.75%.

On June 30, 2014, we entered into a fourth amendment (the "Fourth Amendment") to our Credit Agreement. The Fourth Amendment (i) extends the date through which the Company may repurchase up to $2.0 million of its common stock, subject to certain conditions, to March 31, 2015; and (ii) provides for a Permitted Over-advance Amount (as defined in the Credit Agreement) in the amount of $2.125 million which shall be reduced by the amount of $0.265 million on the first day of each fiscal quarter beginning October 1, 2014. The balance of the Permitted Over-Advance as of March 31, 2015, is $1.6 million. Interest on the Permitted Over-advance Amount is calculated on the outstanding balance of the Over-advance at the LIBOR rate (as defined in the Credit Agreement) plus 2.00%.

Under the Credit Agreement, as of March 31, 2015, the interest rate was 2.0% for LIBOR loans and revolving loans. At March 31, 2015, we had $2.4 million of cash on hand. We also had $6.0 million in LIBOR loans and Over-advances outstanding, no revolving loans outstanding and $0.12 million outstanding under our letters of credit sub-line under the Credit Agreement, representing 45.8% of the maximum borrowing capacity under the Credit Agreement based on our "eligible accounts receivable" (as defined in the Credit Agreement) as of such date.

We rely on our revolving loan from Wells Fargo which contains a fixed charge covenant and various other financial and non-financial covenants. If we breach a covenant, Wells Fargo has the right to immediately request the repayment in full of all borrowings under the Credit Agreement, unless Wells Fargo waives the breach. For the fiscal year ended March 31, 2015, we were in compliance with all covenants under the Credit Agreement.

Cash Flows

The following table summarizes our cash flow activity for the fiscal years ended March 31, 2015 and 2014:

	2015	**2014**
Net cash provided by operating activities	$3,400,606	$5,004,982
Net cash used in investing activities	(145,866)	(2,210,694)
Net cash (used in)/provided by financing activities	(4,289,328)	667,635

Investments and Capital Expenditures

We have no material commitments for investments and capital expenditures at this time.

Financing

The Company uses borrowings under its Credit Agreement to meet its working capital needs and may obtain short-term financing to meet its insurance needs. See “Wells Fargo Credit Facility” and “—Other Borrowings” above.

Working Capital

Our working capital increased by $1.9 million, or 16.1%, to $13.7 million as of March 31, 2015, from $11.8 million as of March 31, 2014.

There were checks issued in advance of deposits (defined as checks drawn in advance of future deposits) of $1.16 million as of March 31, 2015, compared with $1.22 million at March 31, 2014. Cash balances and book overdrafts can fluctuate materially from day to day depending on such factors as collections, timing of billing and payroll dates, and are covered via advances from the revolving loan as checks are presented for payment.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that are currently material or reasonably likely to be material to our financial position or results of operations.

OUTLOOK

Strategic Initiatives

Our Board of Directors and management have initiated a number of strategic actions to improve the Company's performance. Since Craig P. Coy joined the Company as Chief Executive Officer on January 3, 2012, we have identified and implemented strategic initiatives designed to further increase efficiencies across the organization and lower the overall cost structure. Key elements of the Company's on-going initiatives include:

- Streamlining of our management structure to integrate all of our functions into a common platform and deploy resources more efficiently.
- Renewed focus on operational performance, including managing overtime, to improve our operating margins and service delivery capabilities.
- The upgrade and renewal of the Company's enterprise operating platform to improve business processes enhance on-line management capabilities and provide improved management visibility into key performance metrics.
- Strategic new hires in the finance, operations, and human resources departments to continue to bring needed talent into the Company.
- An on-going process to expand our sales and marketing team with the hiring of additional sales executives and talent to maximize our marketing opportunities.
- On-going reviews of our market position and product and service offerings so as to provide "best in class" capabilities are brought to market.
- Identification of new technology offerings to enhance our capabilities and augment our service offerings.

An important part of our strategic plan includes identifying strengths and challenges in our current capabilities and market concentration and re-focusing our strategic efforts on customers, capabilities and markets that provide opportunity for optimal growth. We seek to grow our business with clients that value our services and capabilities and limit business with clients that fail to meet operational and financial standards. Additionally, as we sharpen our focus on our existing domestic general security and aviation markets, we continue to consider opportunities to expand into new markets and capabilities that complement our existing business with both domestic and international opportunities. Our minority investment in OPS provides an opportunity to expand internationally into the complementary maritime security business, resulted from the implementation of this strategy.

These strategic initiatives may result in future costs related to new business development expenses, severance and other employee-related matters, litigation risks and expenses, and other costs. At this time we are unable to determine the scope of these potential costs.

Financial Results

Our future revenues will largely depend on our ability to gain additional business from new and existing customers in our security and aviation services divisions at acceptable margins while minimizing terminations of contracts with existing customers. In addition, our growth strategy involves the acquisition and integration of complementary businesses in order to increase our scale within certain geographical areas, increase market share in the markets in which we operate, enter new markets and improve our profitability. We intend to pursue acquisition opportunities for contract security officer businesses. Our ability to complete future acquisitions will depend on our ability to identify suitable acquisition candidates, negotiate acceptable terms for their acquisition and, if necessary, finance those acquisitions. Our security services division continues to experience organic growth over recent quarters and over the past few years, as demand for our security services has steadily increased. Our current focus is on increasing our revenues, as our sales and marketing team and branch managers' work to develop new business and retain profitable contracts. However, several of our airline and security services customers have reduced capacity within their systems, which typically results in reductions of service hours provided by us to such customers. Also, competition from other security services companies impacts our ability to gain or maintain sales, gross margins and/or employees. Since September 11, 2001, the Department of Homeland Security and the Transportation Security Administration have implemented numerous security measures that affect airline operations, including expanded cargo and baggage screening, and may implement additional measures in the future. Additional measures taken to enhance either passenger or cargo security procedures in the future may increase the airline industry's demand for third party services provided by us. Additionally, our aviation services division is continually subject to such government regulation, which has adversely affected us in the past with the federalization of the pre-board screening services and the document verification process at several of our domestic airport locations.

Our gross profit margin increased during the fiscal year ended March 31, 2015 to 13.9% of revenues, compared with 13.3% for fiscal 2014. We expect gross profit to remain under pressure due primarily to continued price competition, including competition from companies that have substantially greater financial and other resources than we have. However, we expect these effects will be moderated by continued operational efficiencies resulting from better management and leveraging of our cost structures, improved workers' compensation experience ratings, workflow process efficiencies associated with our integrated financial software system and higher contributions from our continuing new business development.

In the fiscal year ended March 31, 2015, the Company had six customers who represented approximately 40% of the Company's total revenue in the aggregate, with two of those customers representing 15% and 10% of total revenue, respectively. These customers include two domestic and one international airline, a major transportation company, a northeast U.S. based healthcare facility and a California based high-technology company. As was announced by the Company on March 19, 2014, the Company was not awarded the follow-on contract for the Western Region of this major transportation company. The contract for the Western Region expired on May 31, 2014.

Our security services division generated approximately $92.1 million or 66% of our total revenues for the fiscal year ended March 31, 2015. There is no assurance that we will not lose additional contracts with this or other significant customers in the future, the loss of which may have a material adverse effect on our business, results of operations and financial condition.

Our aviation services division generated approximately $47.1 million or 34%, of our total revenues for the fiscal year ended March 31, 2015. The aviation industry continues to face various financial and other challenges, including the cost of security and higher fuel prices. Additional bankruptcy filings by aviation and non-aviation customers could have a material adverse impact on our liquidity, financial condition and results of operations.

As noted earlier, on February 12, 2009, we entered into a $20.0 million Credit Agreement with Wells Fargo, as described above. As of the close of business on June 5, 2015, our cash availability plus cash on hand was approximately $10.4 million, which we believe is sufficient to meet our needs for the foreseeable future barring any increase in reserves imposed by Wells Fargo. We believe that existing funds, cash generated from operations, and existing sources of and access to financing are adequate to satisfy our working capital, planned capital expenditures and debt service requirements for the foreseeable future, barring any increase in reserves imposed by Wells Fargo. However, we cannot assure you that this will be the case, and we may be required to obtain alternative or additional financing to maintain and expand our existing operations through the sale of our securities, an increase in the amount of available borrowings under our Credit Agreement, obtaining additional financing from other financial institutions or otherwise. The financial markets generally, and the credit markets in particular, continue to be volatile, both in the United States and in other markets worldwide. The current market situation has resulted generally in substantial reductions in available loans to a broad spectrum of businesses, increased scrutiny by lenders of the credit-worthiness of borrowers, more restrictive covenants imposed by lenders upon borrowers under credit and similar agreements and, in some cases, increased interest rates under commercial and other loans. If we require alternative or additional financing at this or any other time, we cannot assure you that such financing will be available upon commercially acceptable terms or at all. If we fail to obtain additional financing when and if required by us, our business, financial condition and results of operations would be materially adversely affected.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

The information required by this item is incorporated herein by reference to the financial statements and schedule listed in Item 15 (a)(1) and (a)(2) of Part IV of this Form 10-K Annual Report.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

ITEM 9A. CONTROLS AND PROCEDURES.

(a) Evaluation of Disclosure Controls and Procedures.

We carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, regarding the effectiveness of the design and operation of our "disclosure controls and procedures" (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based upon this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures as of March 31, 2015 have been designed and are functioning effectively to provide reasonable assurance that the information required to be disclosed by us in reports filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

A controls system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

(b) *Management's Report on Internal Control Over Financial Reporting.*

(a) Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act.

Under the supervision and with the participation of our management, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of March 31, 2015 based on the framework in *Internal Control—Integrated Framework* issued in 2013 by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation our management concluded that our internal control over financial reporting was effective as of March 31, 2015 and for the period then ended.

This Annual Report does not include an attestation report of our registered independent public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit us to provide only management's report in this Annual Report.

(b) There has been no change in our internal control over financial reporting identified in an evaluation thereof that occurred during the fourth quarter of fiscal 2015 that materially affected or is reasonably likely to materially affect our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION.

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

The information required by this Item 10 will be set forth in our Proxy Statement for our 2015 Annual Meeting of Stockholders which is expected to be filed with the SEC within 120 days of the close of the our fiscal year ended March 31, 2015 (the “2015 Proxy Statement”) under the captions “Proposal One: Election of Directors,” “Information Concerning Executive Officers,” and “Board Meetings and Committees,” and is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION.

The information required by this Item 11 will be set forth in the 2015 Proxy Statement under the captions “Executive Compensation” and “Compensation Discussion and Analysis,” and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The information required by this Item 12 will be set forth in the 2015 Proxy Statement under the captions “Security Ownership of Certain Beneficial Owners and Management” and “Executive Compensation-Equity Compensation Plan Information,” and is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

The information required by this Item 13 will be set forth in the 2015 Proxy Statement under the captions “Certain Relationships and Related Transactions” and “Board Meetings and Committees,” and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

The information required by this Item 14 will be set forth in the 2015 Proxy Statement under the caption “Proposal Two: Ratification of Appointment of Independent Registered Public Accountants,” and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

(a)

Schedules not listed above have been omitted as not applicable, immaterial or disclosed in the Financial Statements or notes thereto.

(3) *Exhibits:*

A list of exhibits filed or furnished with this report on Form 10-K (or incorporated by reference to exhibits previously filed or furnished by us) is provided in the Exhibit Index on pages 24-25 of this report.

SIGNATURES

Pursuant to the requirements Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Annual Report to be signed on our behalf by the undersigned, thereunto duly authorized.

COMMAND SECURITY CORPORATION

Date: June 26, 2015

By: /s/ Craig P. Coy
Craig P. Coy
Chief Executive Officer

KNOWN BY ALL PERSONS BY THESE PRESENTS, that the individuals whose signatures appear below hereby constitute and appoint Craig P. Coy and N. Paul Brost, and each of them severally, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place and stead in any and all capacities to sign any and all amendments to this Annual Report on Form 10-K and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do or perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or of his substitute or substitutes, may lawfully do to cause to be done by virtue hereof. Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

Signature	Title	Date
/s/ Thomas P. Kikis Thomas P. Kikis	Chairman of the Board	June 26, 2015
/s/ Craig P. Coy Craig P. Coy	Director and Chief Executive Officer (Principal Executive Officer)	June 26, 2015
/s/ N. Paul Brost N. Paul Brost	Chief Financial Officer (Principal Accounting Officer)	June 26, 2015
/s/ James P. Heffernan James P. Heffernan	Director	June 26, 2015
/s/ Janet L. Steinmayer Janet L. Steinmayer	Director	June 26, 2015

/s/ Marc Sullivan Marc Sullivan	Director	June 26, 2015

23

COMMAND SECURITY CORPORATION

EXHIBIT INDEX

Exhibit No.	Exhibit Description	
3.1	Amended and Restated Articles of Incorporation	Incorporated by reference to Exhibit of Incorporation 3.3 of the Form 10-K for the fiscal year ended March 31, 1993.
3.2	By-Laws, as amended	Incorporated by reference to Exhibit 3.1 on Form 8-K filed September 25, 2013.
3.4	Certificate of Amendment of Certificate of Incorporation	Incorporated by reference to Exhibit 3.4 on Form 10-K for the fiscal year ended March 31, 2010.
4.1	Specimen Stock Certificate	Incorporated by reference to Exhibit 4.A to Amendment #1 to Registrant's Registration Statement on Form S-18, file number 33, 35007-NY.
4.2	Specimen Series A Preferred Stock Certificate	Incorporated by reference to Exhibit 4.2 of Registration Statement on Form S-1 filed October 27, 1993.
10.1	Agreement for Purchase and Sale of Assets dated June 13, 2006, for the acquisition of Sterling Protective Group, Inc.	Incorporated by reference to Exhibit 10.6 of the Form 8-K filed June 13, 2006.
10.2	Stock Purchase Agreement dated April 12, 2007, for the acquisition of Brown Security Industries, Inc.	Incorporated by reference to Exhibit 10.2 of the Form 8-K filed April 12, 2007.
10.3	Amended and Restated Plan of Merger dated April 12, 2007, for the acquisition of Brown Security Industries, Inc.	Incorporated by reference to Exhibit 10.3 of the Form 8-K filed April 12, 2007.
10.4	Wells Fargo Business Credit, Credit and Security Agreement dated February 12, 2009	Incorporated by reference to Exhibit 10.1 of the Form 10-Q filed February 17, 2009.
10.5	Second Amendment to Wells Fargo Business Credit and Security Agreement dated as of October 18, 2011	Incorporated by reference to Exhibit 10.1 of the Form 8-K filed October 18, 2011.
*10.6	2000 Stock Option Plan	Incorporated by reference to Exhibit 99.25 of the Form 10-K for the fiscal year ended March 31, 2001 filed July 3, 2001.
*10.7	2005 Stock Incentive Plan	Incorporated by reference to Exhibit 99.5 of the Form 10-K for the fiscal year ended March 31, 2006 filed June 28, 2006.
*10.8	2009 Omnibus Equity Incentive Plan	Incorporated by reference to Exhibit A of the 2009 Proxy Statement filed July 29, 2009.
*10.9	Craig P. Coy Employment Agreement	Incorporated by reference to Exhibit 10.13 of the Form 10-K for the fiscal year ended March 31, 2012.
*10.10	Scott Landry Employment Offer Letter dated October 1, 2012	Incorporated by reference to Exhibit 10.1 of the Form 8-K filed October 4, 2012.
*10.11	Third Amendment to Credit and Security Agreement dated as of November 6, 2012, between Command Security	Incorporated by reference to Exhibit 10.1 of the Form 8-K filed November 8, 2012.

	Corporation and Wells Fargo Bank, National Association	
*10.12	N. Paul Brost Employment Offer Letter dated January 11, 2013	Incorporated by reference to Exhibit 10.1 of the Form 8-K filed January 17, 2013.
*10.13	Coy Employment Agreement Extension dated December 23, 2014	Incorporated by reference to Exhibit 10.1 of the Form 8-K filed December 29, 2014
11.1	Computation of Income Per Share of Common Stock	Incorporated by reference to Note 8 of the Financial Statements filed with this Annual Report on Form 10-K.
31.1	Certifications Pursuant to Rule 13(a)-14(a)/15(d)-14(a)	Filed herewith.
31.2	Certifications Pursuant to Rule 13(a)-14(a)/15(d)-14(a)	Filed herewith.
32.1	Section 1350 Certifications	Filed herewith.
32.2	Section 1350 Certifications	Filed herewith.
99.1	Press Release dated June 26, 2015 announcing March 31, 2015 fourth quarter and fiscal year results	Filed herewith.

101.INS	XBRL Instance Document	Filed herewith.
101.SCH	XBRL Taxonomy Extension Schema Document	Filed herewith.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	Filed herewith.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith.

* Management contract or compensatory plan or arrangement.

Report of Independent Registered

Public Accounting Firm

To the Board of Directors

and Stockholders of

Command Security Corporation

We have audited the accompanying balance sheets of Command Security Corporation as of March 31, 2015 and 2014, and the related statements of income, changes in stockholders' equity, and cash flows for each of the years in the two-year period ended March 31, 2015. Our audits of the basic financial statements included the financial statement schedule II – Valuation and Qualifying Accounts. Command Security Corporation's management is responsible for these financial statements and financial statement schedule. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Command Security Corporation as of March 31, 2015 and 2014, and the results of its operations and its cash flows for each of the years in the two-year period ended March 31, 2015, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

/s/ D'Arcangelo & Co., LLP

June 26, 2015
Poughkeepsie, New York

F-1

Command Security Corporation

Balance Sheets

March 31, 2015 and 2014

ASSETS	**March 31, 2015**	**March 31, 2014**
Current assets:		
Cash and cash equivalents	$2,435,839	$3,470,427
Accounts receivable, net of allowance for doubtful accounts accounts of $614,105 and $627,711, respectively	21,712,036	25,328,451
Prepaid expenses	1,653,404	1,533,475
Other assets	3,283,195	3,176,585
Total current assets	29,084,474	33,508,938
Furniture and equipment at cost, net	383,860	478,245
Other assets:		
Intangible assets, net	1,763,805	2,163,156
Restricted cash	-	83,118
Minority investment in unconsolidated affiliate	2,630,000	2,125,000
Other assets	2,725,016	2,746,649
Total other assets	7,118,821	7,117,923
Total assets	$36,587,155	$41,105,106
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Checks issued in advance of deposits	$1,161,023	$1,219,909
Short-term borrowings	6,000,000	10,511,360
Accounts payable	620,282	1,234,307
Accrued expenses and other liabilities	7,647,102	8,710,408
Total current liabilities	15,428,407	21,675,984
Insurance reserves	584,569	673,161
Total liabilities	16,012,976	22,349,145
Commitments and contingencies (Notes 13 and 14)		
Stockholders' equity:		
Preferred stock, convertible Series A, $.0001 par value	-	-
Common stock, $.0001 par value per share, 50,000,000 shares authorized, 11,483,764 and 9,731,564 shares issued and outstanding, respectively, in 2015 and 11,257,369 and	1,149	1,126

9,505,167 shares issued and outstanding, respectively in 2014		
Treasury stock, at cost, 1,752,200 and 1,752,200 shares, respectively	(2,885,579)	(2,885,579)
Additional paid-in capital	18,245,747	17,685,815
Accumulated earnings	5,212,862	3,954,599
Total stockholders' equity	20,574,179	18,755,961
Total liabilities and stockholders' equity	$36,587,155	$41,105,106

See accompanying Notes to Financial Statements

F-2

Command Security Corporation

Statements of Income

Years Ended March 31, 2015 and 2014

	2015	2014
Revenues	$139,185,400	$156,710,517
Cost of revenues	119,907,591	135,850,889
Gross profit	19,277,809	20,859,628
Operating expenses		
General and administrative	17,519,531	17,863,068
Provision for doubtful accounts, net	(130,059)	374,754
	17,389,472	18,237,822
Operating income	1,888,337	2,621,806
Other expenses		
Interest expense	(155,074)	(217,060)
Income before income taxes and equity earnings in minority investment of unconsolidated affiliate	1,733,263	2,404,746
Equity earnings in minority investment of unconsolidated affiliate	505,000	-
Income before income taxes	2,238,263	2,404,746
Provision for income taxes	980,000	1,295,000
Net income	$1,258,263	$1,109,746
Income per share of common stock		
Basic	$0.13	$0.12
Diluted	$0.13	$0.12
Weighted average number of common shares outstanding		
Basic	9,637,594	9,226,693
Diluted	9,919,654	9,493,527

See accompanying Notes to Financial Statements

Command Security Corporation

Statements of Changes in Stockholders' Equity

Years Ended March 31, 2015 and 2014

	Preferred Stock	Common Stock	Treasury Stock	Additional Paid In Capital	Accumulated Earnings	Total
Balance at March 31, 2013	$ -	$ 1,085	$(2,885,579)	$ 16,998,541	$ 2,844,853	$16,958,900
Options exercised, net		41		534,912		534,953
Stock compensation cost				152,362		152,362
Net income					1,109,746	1,109,746
Balance at March 31, 2014	-	1,126	(2,885,579)	17,685,815	3,954,599	18,755,961 -
Options exercised		23		280,895		280,918
Stock based compensation tax benefits				75,822		75,822
Stock compensation cost				203,215		203,215
Net income					1,258,263	1,258,263
Balance at March 31, 2015	$ -	$ 1,149	$(2,885,579)	$ 18,245,747	$ 5,212,862	$20,574,179

See accompanying Notes to Financial Statements

F-4

Command Security Corporation

Statements of Cash Flows

Years Ended March 31, 2015 and 2014

INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS

	2015	**2014**
Cash flows from operating activities:		
Net income	$1,258,263	$1,109,746
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	642,700	675,603
Provision for doubtful accounts, net	(130,059)	374,754
Equity earnings in minority investment of unconsolidated affiliate	(505,000)	-
Rent expense	(21,038)	225,374
Gain/(loss) on asset dispositions	(3,098)	1,540
Stock based compensation costs	203,215	152,362
Insurance reserves	(88,592)	68,949
Deferred income taxes	37,226	2,429
Restricted cash	83,118	(30)
Changes in operating assets and liabilities:		
Accounts receivable	3,746,475	2,757,449
Prepaid expenses	(44,107)	565,990
Other assets	(122,204)	(460,989)
Decrease in accounts payable and other liabilities	(1,656,293)	(468,195)
Net cash provided by operating activities	3,400,606	5,004,982
Cash flows from investing activities:		
Purchases of equipment	(145,866)	(85,694)
Minority investment in unconsolidated affiliate	-	(2,125,000)
Net cash used in investing activities	(145,866)	(2,210,694)
Cash flows from financing activities:		
Net advances/(repayments) on short-term borrowings	(4,511,360)	1,010,938
Decrease in checks issued in advance of deposits	(58,886)	(878,256)
Proceeds from option exercises, net	280,918	534,953
Net cash (used in)/provided by financing activities	(4,289,328)	667,635
Net change in cash and cash equivalents	(1,034,588)	3,461,923
Cash and cash equivalents, beginning of period	3,470,427	8,504
Cash and cash equivalents, end of period	$2,435,839	$3,470,427

See accompanying Notes to Financial Statements

Command Security Corporation

Statements of Cash Flows, Continued

Years Ended March 31, 2015 and 2014

1. SUPPLEMENTAL DISCLOSURES OF CASH FLOWS INFORMATION

Cash paid during the years for:

	2015	2014
Interest	$161,551	$219,947
Income taxes	1,060,050	1,957,121

2. SUPPLEMENTAL DISCLOSURES OF NON-CASH INVESTING AND FINANCING ACTIVITIES

The Company may obtain short-term premium financing to assist with meeting its annual property and casualty insurance needs. For the fiscal year ended March 31, 2015, no short-term financing was obtained for this purpose. For the fiscal year ended March 31, 2014, $1,018,000 was financed for this purpose. These insurance premium financings have been excluded from the statements of cash flows presented.

See accompanying Notes to Financial Statements

Command Security Corporation

Notes to Financial Statements

March 31, 2015 and 2014

1. Business Description and Summary of Accounting Policies

The following is a description of the principal business activities and significant accounting policies employed by Command Security Corporation. In this discussion, the words "Company", "we", "our" and "us" refer to Command Security Corporation.

Principal Business Activities

We are a security services company which principally provides uniformed security officers and aviation security services to commercial, financial, industrial, aviation and governmental customers throughout the United States. We provide our security services to our customers through Command Security, our security division, and our aviation security services through our Aviation Safeguards division. The Company has operations in California, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Illinois, Indiana, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Oregon, Pennsylvania, Rhode Island, Texas, Virginia, Washington, and West Virginia.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses during the reporting period. The estimates that we make include allowances for doubtful accounts, depreciation and amortization, income tax assets and insurance reserves. Estimates are based on historical experience, where applicable or other assumptions that our management believes are reasonable under the circumstances. Due to the inherent uncertainty involved in making estimates, our actual results may differ from those estimates under different assumptions or conditions.

Revenue Recognition

We record revenue as services are provided to our customers. Revenue relates primarily to the provision of aviation and security services, which are typically billed at hourly rates. These rates may vary depending on base, overtime and holiday time worked. Revenue is reported net of applicable taxes.

Cash and Cash Equivalents

We define cash and cash equivalents as operating cash (non-restricted) and highly liquid investments with maturities of ninety (90) days or less at the date of purchase. The carrying amounts of our cash equivalents approximate their fair values.

Accounts Receivables

We periodically evaluate the requirement for providing for billing adjustments and/or reflect the extent to which we will be able to collect our accounts receivable. We provide for billing adjustments where management determines that there is a likelihood of a significant adjustment for disputed billings. Criteria used by management to evaluate the adequacy of the allowance for doubtful accounts include, among others, the creditworthiness of the customer, current trends, prior payment performance, the age of the receivables and our overall historical loss experience. Individual accounts are charged off against the allowance as management deems them to be uncollectible.

Minority Investment in Unconsolidated Affiliate

The Company uses the equity method to account for its investment in Ocean Protection Services, LLC. Equity method investments are recorded at original cost and adjusted periodically to recognize: (i) our proportionate share of investees' net income or losses after the date of the investment; (ii) additional contributions made or distributions received; and (iii) impairment losses resulting from adjustments to net realizable value. The Company reviews its investment accounted for under the equity method of accounting for impairment whenever events or changes in circumstances indicate a loss in the value of the investment may be other than temporary.

Furniture and Equipment

Furniture and equipment are stated at cost. Depreciation is generally recorded using the straight-line method over estimated useful lives of the equipment ranging from three to seven years.

Command Security Corporation

Notes to Financial Statements, Continued March 31, 2015 and 2014

Intangible Assets

Intangible assets are stated at cost and consist primarily of customer lists that are being amortized on a straight-line basis over a period of ten years, and goodwill, which is reviewed annually for impairment. The life assigned to customer lists acquired is based on management's estimate of our expected customer attrition rate. The attrition rate is estimated based on historical contract longevity and management's operating experience. We test for impairment annually or when events and circumstances warrant such a review, if earlier. Any potential impairment is evaluated based on anticipated undiscounted future cash flows and actual customer attrition in accordance with FASB ASC 360, *Property, Plant and Equipment*.

Insurance Reserves

General liability estimated accrued liabilities are calculated on an undiscounted basis based on actual claim data and estimates of incurred but not reported claims developed utilizing historical claim trends. Projected settlements and incurred but not reported claims are estimated based on pending claims, historical trends and related data.

Workers' compensation annual costs are comprised of premiums as well as incurred losses as determined at the end of the coverage period, subject to minimum and maximum amounts. Workers' compensation insurance claims and reserves include accruals of estimated settlements for known claims, as well as accruals of estimates for claims incurred but not yet reported as provided by a third party. In estimating these accruals, we consider historical loss experience and make judgments about the expected levels of costs per claim. We believe our estimates of future liability are reasonable based upon our methodology; however, changes in health care costs, accident frequency and severity and other factors could materially affect the estimate for these liabilities. The Company continually monitors changes in claim type and incident and evaluates the workers' compensation insurance accrual, making necessary adjustments based on the evaluation of these qualitative data points.

The Company is self-insured up to certain stop loss amounts for worker's compensation claims. The Company has purchased stop loss coverage that insures individual claims that exceed $500,000. Additionally, the Company has purchased stop loss coverage that insures claims in the aggregate that exceed $6.5 million and $6.6 million for the policy years ended September 30, 2015 and 2014 respectively.

The Company's workers' compensation insurance premiums (including loss fund deposits, surcharges, assessments, broker's fees and excluding loss fund handling charges) were $3.3 million and $3.4 million for the policy years ended September 30, 2015 and 2014, respectively. Related loss handling charges for the policy year ended September 30, 2015 as of March 31, 2015 were $36,800, as compared with loss handling charges of $196,146 for the full policy year ended September 30, 2014. The Company utilizes the services of a third party administrator to manage workers' compensation claims for the policy year ended September 30, 2015.

Income Taxes

Income taxes are based on income (loss) for financial reporting purposes and reflect a current tax liability (asset) for the estimated taxes payable (recoverable) in the current year tax return and changes in deferred taxes. Deferred tax assets or liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using enacted tax laws and rates. A valuation allowance is provided on deferred tax assets if it is determined that it is more likely than not that the asset will not be realized.

We recognize the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. In the event that interest and/or penalties are assessed in connection with our tax filings, interest will be recorded as interest expense and penalties as selling, general and administrative expense. We did not have any unrecognized tax benefits as of March 31, 2015 and 2014.

Income per Share

Under the requirements of FASB ASC 260, *Earnings per Share*, the dilutive effect of potential common shares, if any, is excluded from the calculation for basic earnings per share. Diluted earnings per share are presented for the fiscal years ended March 31, 2015 and 2014 because of the effect the assumed issuance of common shares would have if the outstanding stock options were exercised.

Stock-Based Compensation

FASB ASC 718, *Stock Compensation* , requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values at grant date and the recognition of the related expense over the period in which the share-based compensation vests. We use the modified-prospective transition method. Under the modified-prospective transition method, we recognize compensation expense in our financial statements issued subsequent to the date of adoption for all share-based payments granted, modified or settled. Non-cash charges of $203,215 and $152,362 for stock based compensation have been recorded for the years ended March 31, 2015 and 2014, respectively.

Fair Value of Financial Instruments

The carrying value of cash, accounts receivable, prepaid expenses, checks issued in advance of deposits, accounts payable and accrued expenses are reasonable estimates of the fair values because of their short-term maturity. The fair value of the Company's long-term debt is based on the borrowing rates currently available to the Company for loans and leases with similar terms and average maturities.

Command Security Corporation

Notes to Financial Statements, Continued March 31, 2015 and 2014

FASB ASC 820, *Fair Value Measurements and Disclosures*, defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles, and expands disclosures about fair value measurements. FASB ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include:

- Level 1, defined as observable inputs such as quoted prices in active markets for identical assets;
- Level 2, defined as observable inputs other than Level 1 prices such as quoted prices for similar assets; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and
- Level 3, defined as unobservable inputs in which little or no market data exists; therefore requiring an entity to develop its own assumptions.

Reclassifications

Certain amounts previously reported for prior periods have been reclassified to conform to the current year presentation in the accompanying financial statements. Such reclassifications had no effect on the results of operations or shareholders equity as previously reported.

Recent Accounting Pronouncements

In December 2011, the FASB issued updated authoritative guidance related to new disclosure requirements on offsetting financial assets and liabilities. The new rules require companies to disclose both gross and net information about instruments and transactions eligible for offset in the balance sheet as well as instruments and transactions subject to an offset arrangement. The new guidance was effective at the beginning of fiscal 2014 and its adoption did not have any impact on our financial statement disclosures.

In May 2014, the FASB and the International Accounting Standards Board (IASB) issued, *ASU 2014-09 (Topic 606) Revenue from Contracts with Customers*. The guidance substantially converges final standards on revenue recognition between the FASB and IASB providing a framework on addressing revenue recognition issues and, upon its effective date, replaces almost all existing revenue recognition guidance, including industry-specific guidance, in current U.S. generally accepted accounting principles. The ASU is effective for annual reporting periods beginning after December

15, 2016. We are currently evaluating the impact of adopting ASU 2014-09 to determine the impact, if any, that it may have on our current practices.

In April 2015, the FASB issued ASU No. 2015-03, "Interest – Imputation of Interest: Simplifying the Presentation of Debt Issuance Costs." This ASU requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability. This pronouncement is effective for fiscal and interim periods beginning after December 15, 2015. Other than requiring a different presentation within the balance sheet, the adoption of this ASU is not expected to have a material impact on our financial statements.

2. Furniture and Equipment

Furniture and equipment at March 31, 2015 and 2014 consist of the following:

	2015	2014
Transportation equipment	$232,954	$232,954
Security equipment	1,306,403	1,226,460
Office furniture and equipment	2,790,607	2,724,087
	4,329,964	4,183,501
Accumulated depreciation	(3,946,104)	(3,705,256)
Total	$383,860	$478,245

Depreciation expense for the fiscal years ended March 31, 2015 and 2014, was $243,349 and $275,738, respectively, and includes amortization of assets under capital lease arrangements in the amount of $17,772 for the year ended March 31, 2014. Assets acquired under capital lease arrangements were fully amortized as of March 31, 2014 (see Note 14).

Command Security Corporation

Notes to Financial Statements, Continued March 31, 2015 and 2014

3. Intangible Assets

Intangible assets at March 31, 2015 and 2014 consist of the following:

	2015	2014
Customer Lists	$4,274,915	$4,274,916
Goodwill	895,258	895,258
	5,170,173	5,170,174
Accumulated amortization	(3,406,368)	(3,007,018)
Total	$1,763,805	$2,163,156

Included in intangible assets for the fiscal years ended March 31, 2015 and 2014 is goodwill of $895,258 that is not subject to amortization. Amortization expense for the fiscal years ended March 31, 2015 and 2014 was $399,351 and $399,867, respectively. Amortization expense for the years ending March 31, 2016, 2017, 2018, and 2019 for the intangible assets noted above will be $398,838, $336,384 $106,680 and $26,645 respectively.

4. Restricted Cash

Restricted cash represents deposits for the benefit of the Company's insurance carrier as collateral for workers' compensation claims.

5. Minority Investment in Unconsolidated Affiliate

In March 2014, the Company made a 20% minority investment in Ocean Protection Services LLC, a Delaware limited liability company (“OPS”). OPS owns 100% of Ocean Protection Services, Ltd., a UK based company specializing in maritime security, risk management and risk analysis. The Company purchased 2,000 Class A Common Units of OPS for a purchase price of $2.125 million and funded the purchase price through borrowings under the Company’s existing line of credit. In connection with the investment, the Company may acquire additional ownership interest in OPS in the future. The excess of the carrying value of the Company's investment in OPS and the Company's proportionate share of the net assets of OPS is largely attributable to goodwill. Since the Company's initial investment, there have been no additional capital contributions made or distributions received.

Our investment in OPS which is included in Minority investment in unconsolidated affiliate in our balance sheet, consists of the following:

Capital contributions	$2,125,000
Cumulative share of income	505,000
Cumulative share of distributions	-
Investment balance - March 31, 2015	$2,630,000

The following summarizes the combined assets, liabilities and equity, and combined results of operations of our equity method investment in OPS as of December 31, 2014:

Current assets	$3,992,357
Goodwill	10,663,390
Other non-current assets	324,221
Total assets	$14,979,968
Current liabilities	$2,549,594
Non-current liabilities	9,175,000
Shareholders' equity	3,255,374
Total liabilities and shareholders' equity	$14,979,968

Condensed statement of operations for the period March 14, 2014 through December 31, 2014:

Net operating revenues	$14,975,913
Gross profit	$4,798,841
Operating expenses	$2,099,452
Net income from continuing operations	$1,941,069

Command Security Corporation

Notes to Financial Statements, Continued March 31, 2015 and 2014

6. Other Assets

Other assets at March 31, 2015 and 2014 consist of the following:

	March 31, 2015	March 31, 2014
Workers' compensation insurance	$2,603,209	$2,441,236
Other receivables	6,000	6,000
Security deposits	159,100	198,870
Deferred tax asset	3,239,902	3,277,128
	6,008,211	5,923,234
Current portion	(3,283,195)	(3,176,585)
Total non-current portion	$2,725,016	$2,746,649

The other asset workers' compensation insurance represents the net amount of the payments made to cover the workers' compensation insurance premium against the actual premium due as well as the difference in the amount deposited to the loss fund less the estimated workers' compensation claims and reserves related to the historical loss claims as well as the estimates related to the incurred but not reported claims. There is no offsetting claim liability reported as the Company has determined that there is a sufficient amount deposited into the loss funds to cover the estimated claims reserve as well as the estimate related to the incurred but not reported claims.

7. Accrued Expenses and Other Liabilities

Accrued expenses and other liabilities at March 31, 2015 and 2014 consist of the following:

	March 31, 2015	March 31, 2014

Payroll and related expenses	$5,610,224	$6,857,040
Taxes and fees payable	1,239,231	994,996
Accrued interest payable	1,921	5,000
Other	795,726	853,372
Total	$7,647,102	$8,710,408

8. Borrowings

Short-term borrowings at March 31, 2015 and 2014 consist of the following:

	2015	2014
Line of credit	$6,000,000	$10,000,000
Insurance financing	-	511,360
Total	$6,000,000	$10,511,360

On February 12, 2009, we entered into a $20.0 million, credit facility (the "Credit Agreement") with Wells Fargo Bank, National Association ("Wells Fargo"). This credit facility, which was most recently amended in June 2014 (see below), matures in October 2016, contains customary affirmative and negative covenants, including, among other things, covenants requiring us to maintain certain financial ratios and is collateralized by customer accounts receivable and certain other assets of the Company as defined in the Credit Agreement.

Command Security Corporation

Notes to Financial Statements, Continued March 31, 2015 and 2014

The Credit Agreement provides for a letter of credit sub-line in an aggregate amount of up to $3.0 million. The Credit Agreement also provided for interest to be calculated on the outstanding principal balance of the revolving loans at the prime rate (as defined in the Credit Agreement) plus 1.50%. For LIBOR loans, interest was calculated on the outstanding principal balance of the LIBOR loans at the LIBOR rate (as defined in the Credit Agreement) plus 1.75%.

On June 30, 2014, we entered into a fourth amendment (the “Fourth Amendment”) to our Credit Agreement. The Fourth Amendment (i) extends the date through which the Company may repurchase up to $2.0 million of its common stock, subject to certain conditions, to March 31, 2015; and (ii) provides for a Permitted Over-advance Amount (as defined in the Credit Agreement) in the amount of $2.125 million which shall be reduced by the amount of $0.265 million on the first day of each fiscal quarter beginning October 1, 2014. The balance of the Permitted Over-Advance as of March 31, 2015, is $1.6 million. Interest on the Permitted Over-advance Amount is calculated on the outstanding balance of the Over-advance at the LIBOR rate (as defined in the Credit Agreement) plus 2.00%.

Under the Credit Agreement, as of March 31, 2015, the interest rate was 2.0% for LIBOR loans and revolving loans. As of March 31, 2015, we had $2.4 million of cash on hand. We also had $6.0 million in LIBOR loans and Over-advances outstanding, no revolving loans outstanding and $0.12 million outstanding under our letters of credit sub-line under the Credit Agreement, representing 45.8% of the maximum borrowing capacity under the Credit Agreement based on our “eligible accounts receivable” (as defined in the Credit Agreement) as of such date.

We may obtain short-term financing to meet our annual property and casualty insurance needs. For the fiscal year ended March 31, 2015, no short-term financing was obtained for this purpose. For the fiscal year ended March 31, 2014, $1,018,000 was borrowed for this purpose at an annual interest rate of 2.185%. At March 31, 2014, we had $511,360 of short-term insurance borrowings outstanding. Such borrowings are collateralized by unearned premiums and dividends which may become payable under our insurance policies.

9. Income per Share

The following is a reconciliation of the numerators and the denominators of the basic and diluted per-share computations for net income for the fiscal years ended March 31, 2015 and 2014:

	Income (Numerator)	Shares (Denominator)	Per-Share Amount
Year ended March 31, 2015			
Basic EPS	$ 1,258,263	9,637,594	$ 0.13
Effect of dilutive shares:			
Options issued September 2005, October 2010, June 2011, September 2011, January 2012, April 2012, August 2012, November 2012, January 2013, June 2013, July 2013, July 2014 and December 2014		282,060	0.00
Diluted EPS	$ 1,258,263	9,919,654	$ 0.13
Year ended March 31, 2014			
Basic EPS	$ 1,109,746	9,226,693	$ 0.12
Effect of dilutive shares:			
Options issued October 2010, March 2011, June 2011, September 2011, January 2012, April 2012, August 2012, November 2012, January 2013, June 2013 and July 2013		266,834	0.00
Diluted EPS	$ 1,109,746	9,493,527	$ 0.12

Command Security Corporation

Notes to Financial Statements, Continued March 31, 2015 and 2014

10. Retirement Plans

In November 1999, we adopted a qualified retirement plan providing for elective employee deferrals and discretionary employer contributions to non-highly compensated participants. The plan was amended to allow for employer matching of elective deferrals, for certain employees working under a specific customer contracts, as defined. Our expense under this plan for the fiscal years ended March 31, 2015 and 2014 was $206,017 and $206,429, respectively.

11. Concentrations of Credit Risk and Significant Customer

Geographic concentrations of credit risk with respect to trade receivables are primarily in the New York Metropolitan area with 43% and 36% of total receivables as of March 31, 2015 and 2014, respectively, and in California with 31% and 36% of total receivables as of March 31, 2015 and 2014, respectively. The remaining trade receivables consist of a large number of customers dispersed across many different geographic regions. During the fiscal years ended March 31, 2015 and 2014 we generated 34% and 38%, respectively, of our revenue from aviation and related services. Accounts receivable due from the commercial airline industry comprised 46% and 47% of net receivables as of March 31, 2015 and 2014. Our remaining customers are not concentrated in any specific industry. In the fiscal year ended March 31, 2015, the Company had six customers who represented approximately 40% of the Company’s total revenue in the aggregate, with two of those customers representing 15% and 10% of total revenue, respectively. These customers include two domestic and one international airline, a major transportation company, a northeast U.S. based healthcare facility and a California based high-technology company. In the fiscal year ended March 31, 2014, the Company had six customers who represented approximately 44% of the Company’s total revenue in the aggregate, with two of those customers representing 25% and 8% of total revenue, respectively. These customers include two domestic and one international airline, a major transportation company, a northeast U.S. based healthcare facility and a California based high-technology company. We maintain our cash accounts in bank deposit accounts, which at times may exceed federally insured limits. We have not experienced any losses in such accounts. Company management believes the risk of loss associated with these accounts to be remote.

12. Insurance Reserves

We have an insurance policy covering workers’ compensation claims in states where we perform services. Estimated accrued liabilities are based on our historical loss experience and the ratio of claims paid to our historical payout profiles. Charges for estimated workers’ compensation related losses incurred and included in cost of sales were $2.6

million and $3.1 million, for the fiscal years ended March 31, 2015 and 2014, respectively.

The nature of our business also subjects us to claims or litigation alleging that we are liable for damages as a result of the conduct of our employees or others. We insure against such claims and suits through general liability policies with third-party insurance companies.

Our insurance coverage limits are currently $1.0 million per occurrence for non-aviation related business (with additional first and second layer excess liability policies of $5.0 million and $10.0 million, respectively) and $30.0 million per occurrence for aviation related business. We retain the risk for the first $25,000 of general liability non-aviation related operations. The aviation related deductible is $5,000 per occurrence, with the exception of $50,000 for airport wheelchair and electric cart operations, $25,000 for damage to aircraft and $100,000 for skycap operations. Estimated accrued liabilities are based on specific reserves in connection with existing claims as determined by third party risk management consultants and actuarial factors and the timing of reported claims. These are all factored into estimated losses incurred but not yet reported to us.

Cumulative amounts estimated to be payable by us with respect to pending and potential claims for all years in which we are liable under our general liability retention and workers' compensation policies have been accrued as liabilities. Such accrued liabilities are necessarily based on estimates; accordingly, our ultimate liability may exceed or be less than the amounts accrued. The methods of making such estimates and establishing the resultant accrued liability are reviewed continually and any adjustments resulting therefrom are reflected in our current results of operations.

Command Security Corporation

Notes to Financial Statements, Continued March 31, 2015 and 2014

13. Contingencies

The nature of our business is such that there is a significant volume of routine claims and lawsuits that are made against us, the vast majority of which never lead to the award of substantial damages. We maintain general liability and workers' compensation insurance coverage that we believe is appropriate to the relevant level of risk and potential liability that we face relating to these matters. Some of the claims brought against us could result in significant payments; however, the exposure to us under general liability non-aviation related operations is limited to the first $25,000 per occurrence. The aviation related deductible is $5,000 per occurrence, with the exception of $50,000 for airport wheelchair and electric cart operations, $25,000 for damage to aircraft and $100,000 for skycap operations. Any punitive damage award would not be covered by the general liability insurance policy. The only other potential impact would be on future premiums, which may be adversely affected by an unfavorable claims history.

In July 2012, the Service Employee International Union (SEIU) filed a suit in U.S. District Court – Northern District Court against the Company seeking the restoration of the collective bargaining agreement between SEIU and the Company following a majority vote of Aviation Safeguards employees in December 2011 to withdraw recognition of the union. On February 20, 2014, the U.S. District Court, Central District of California, ruled in favor of the Company and granted our motion for summary judgment in full, denied the plaintiffs' motion for summary judgment and terminated the case. The plaintiffs filed a Notice of Appeal to the U.S. Court of Appeals for the Ninth Circuit on March 18, 2014 and both parties have subsequently filed appellate briefs. The Court of Appeals for the Ninth Circuit has not yet set a date for oral argument. A related lawsuit was filed on July 6, 2012 by the California Service Employees Health and Welfare Trust Fund in U.S. District Court Northern District Court seeking to maintain the payment of monthly health insurance contributions which were stopped by the Company following the termination of the collective bargaining agreement. Venue was subsequently transferred to the U.S. District Court for the Central District of California. On July 31, 2014 the U.S. District Court – Central District Court denied the plaintiff's motion for summary judgment and granted partial summary judgment in favor of the Company.

On April 29, 2014, the California Superior Court granted a plaintiffs' motion to certify a class consisting of all persons who were employed by the Company in a non-exempt security officer position within the State of California at any time since May 2, 2007 through the date of trial who agreed to and signed an on-duty meal period agreement at the time of their employment. The case is a certified class action involving allegations that the Company violated certain California state laws relating to on-duty meal and rest breaks.

The Company intends to conduct a vigorous defense of this case, which is currently in the discovery stage. The Company is unable to determine the potential outcome of this case which could be material at this time. The trial date has been set for March 16, 2016.

In addition to such cases, we have been named as a defendant in several uninsured employment related claims that are pending before various courts, the Equal Employment Opportunities Commission or various state and local agencies. We have instituted policies to minimize these occurrences and monitor those that do occur. At this time, we are unable to determine the impact on the financial position and results of operations that these claims may have, should the investigations conclude that they are valid.

We have employment agreements with certain of our officers and key employees with terms which range from one to three years. The agreements generally provide for annual salaries and for salary continuation for a specified number of months under certain circumstances, including a change in control of the Company. Approximately 10% of our workforce is subject to a collective bargaining agreement which is set to expire on March 31, 2017.

14. Commitments

Leases

We are obligated under various operating lease agreements for office space, equipment and auto rentals. Rent expense under operating lease agreements approximated $2.29 million and $2.24 million, for the fiscal years ended March 31, 2015 and 2014, respectively.

There are no future minimum payments under long-term non-cancelable capital lease agreements. The future minimum payments under long-term non-cancelable operating lease agreements are as follows:

	Operating Leases
Year ending: March 31, 2016	$1,046,324
March 31, 2017	832,644
March 31, 2018	656,239
March 31, 2019	453,453
March 31, 2020	448,683
Thereafter	1,798,421
Total	$5,235,764

15. Stock Option Plans and Warrants

In November 2000, the Company's Board of Directors and stockholders approved the adoption of a qualified stock option plan. Under the stock option plan, substantially all employees are eligible to receive options to purchase up to an aggregate of 500,000 shares at an exercise price that cannot be less than the fair market value of the shares on the date the options are granted. In May 2010, options to purchase 205,000 shares of the Company’s common stock were issued. No options may be granted under this plan after 2010. During the fiscal years ended March 31, 2015 and 2014, no options were exercised under this plan. The remaining 60,600 outstanding options are exercisable at any time before May 26, 2020 at $2.40 per share.

Command Security Corporation

Notes to Financial Statements, Continued March 31, 2015 and 2014

In September 2005, the Company's Board of Directors and stockholders approved the adoption of a qualified stock incentive plan. Under the stock incentive plan, substantially all employees of and consultants to, the Company, are eligible to receive options to purchase up to an aggregate of 1,000,000 shares of the Company's common stock at an exercise price that cannot be less than the fair market value of the shares on the date the options are granted. In September and April 2007, options to purchase 80,000 and 65,000 shares of the Company's common stock were issued. During the fiscal year ended March 31, 2015, the company received proceeds of $252,353 in connection with the exercise of stock options to purchase 208,031 shares of the Company's common stock at an exercise price of $1.21 per share and 500 shares of the Company's stock at $1.23 per share. During the fiscal year ended March 31, 2014, the Company received proceeds of $92,333 in connection with the exercise of stock options to purchase 76,300 shares of the Company's common stock at an exercise price of $1.21 per share. The vested outstanding options are exercisable as follows:

Options Outstanding	Exercise Price	Expiration Date
61,054	$ 1.23	August 7, 2015
10,000	2.05	September 21, 2015
10,000	2.67	September 19, 2016
15,000	3.00	April 11, 2017
10,000	3.19	September 19, 2017
13,753	3.36	September 17, 2018
500,000	3.37	September 28, 2018
14,233	3.08	December 30, 2018

In September 2009, the Company's Board of Directors and stockholders approved the adoption of a qualified stock incentive plan. Under the stock incentive plan, substantially all employees of and consultants to, the Company, are eligible to receive options to purchase up to an aggregate of 1,500,000 shares of the Company's common stock at an exercise price that cannot be less than the fair market value of the shares on the date the options are granted. In April, May, July and October 2010, options to purchase 116,283, 120,000, 31,624 and 74,616 shares of the Company's common stock were issued, respectively. In March, June and September 2011, options to purchase 169,683, 109,553 and 120,000 shares of the Company's common stock were issued. In January, April, August and November 2012, options to purchase 928,817 shares of the Company's common stock were issued. In June and July 2013, options to purchase 120,000 shares of the Company's common stock were issued. In July and December 2014, options to purchase 370,000 shares of the Company's common stock were issued. During the fiscal year ended March 31, 2015, the Company received proceeds of $28,587 in connection with the exercise of stock options to purchase 17,867 shares of the Company's common stock at an exercise price of $1.60 per share. During the fiscal year ended March 31, 2014, the Company received proceeds of $371,361 in connection with the exercise of stock options to purchase 206,369 shares of the Company's common stock at an exercise price of $1.60 and $1.85 per share. The vested outstanding options are exercisable as follows:

Options Outstanding	Exercise Price	Expiration Date
18,425	$ 3.08	December 30, 2018
35,000	2.40	May 26, 2020
50,000	2.01	October 20, 2020
50,000	1.50	June 8, 2021
95,000	1.42	September 12, 2021
240,000	1.64	January 2, 2022
180,000	2.30	January 2, 2022
180,000	3.00	January 2, 2022
95,000	1.28	April 4, 2022
188,133	1.52	November 26, 2022
165,000	1.91	January 16, 2023
70,000	1.61	June 2, 2023
50,000	1.43	July 21, 2023
120,000	1.80	July 16, 2024
120,000	3.25	December 15, 2024
30,000	1.92	December 15, 2024
100,000	1.79	December 22, 2024

On August 30, 2004, the Company issued stock options to its former President and Chief Financial Officer to purchase 500,000 shares of the Company's common stock of which 491,618 shares were vested and outstanding at an exercise price of $1.35 per share. The remaining outstanding options were cancelled in connection with an agreement dated August 27, 2013 between the Company and its former President and CFO in the amount of $72,544. This payment was recorded as a reduction to Additional Paid in Capital.

On February 25, 2014, the Company entered into an agreement with the estate of a former board member which provided for the payment of $30,500 in exchange for 155,000 options outstanding, which resulted in the cancellation of these options. This payment was recorded as a reduction to Additional Paid in Capital.

Certain of the option and warrant agreements contain anti-dilution adjustment clauses.

A summary of activity related to all Company stock option activity for the years ended March 31, 2015 and 2014, is as follows:

	Options Exercise Price	Number of Shares
Outstanding at March 31, 2013	$1.21 - $3.37	3,396,616
Issued	$1.43 - $1.61	120,000
Exercised	$1.21 - $1.85	(411,569)
Forfeited	$1.28 - $3.36	(767,441)
Outstanding at March 31, 2014	$1.21 - $3.37	2,337,606
Issued	$1.79 - $3.25	370,000
Exercised	$1.21 - $1.60	(226,398)
Forfeited	-	-
Outstanding at March 31, 2015	$1.21 - $3.37	2,481,208

At March 31, 2015 there were 2,481,208 options outstanding exercisable at prices ranging from $1.21 to $3.37 and 2,784,733 shares reserved for issuance under all stock arrangements. At March 31, 2015, there was $120,966 of total unrecognized compensation expense from stock-based compensation granted under the plans, which is related to non-vested options. The compensation expense is expected to be recognized over a weighted average vesting period of approximately 10 months.

Significant option groups outstanding and exercisable at March 31, 2015 and the related weighted average exercise price and life information are as follows:

Range of Exercise Price	Options Outstanding	Weighted Average Options Exercisable	Weighted Average Exercise Price	Remaining Life (years)
$1.21 - $3.37	2,481,208	2,201,826	$ 2.29	6.3

The total intrinsic value of options outstanding as of March 31, 2015 was approximately $395,000.

Command Security Corporation

Notes to Financial Statements, Continued March 31, 2015 and 2014

The weighted average estimated values of stock options granted during fiscal 2015 and 2014 were $0.25 to $0.57 and $0.43 to $0.46, respectively. The weighted average assumptions used in the Black-Scholes option-pricing model were as follows:

	2015	2014
Risk-free interest rate	1.64 - 1.70 %	1.20 - 1.40 %
Years until exercise	5.00	5.00
Volatility	30.5 - 33.2 %	30.7 – 31.1 %
Dividend yield	0.00 %	0.00 %
Termination rate	n/a	n/a

FASB ASC 718, *Stock Compensation* , requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values at grant date and the recognition of the related expense over the period in which the share-based compensation vest. The Company uses the modified-prospective transition method. Under the modified-prospective method, the Company recognizes compensation expense in the financial statements for all share-based payments granted, modified or settled.

The Company recorded total stock based compensation costs of $203,215 and $152,362 for the fiscal years ended March 31, 2015 and 2014, respectively.

16. Income Taxes

Net provision for income taxes for the fiscal years ended March 31 consists of the following:

	2015	2014
Current:		
Federal	$776,890	$1,070,000
State and local	165,890	227,520
	942,780	1,297,520

Deferred:		
Federal	30,670	(2,100)
State and local	6,550	(420)
	37,220	(2,520)
Net provision for income taxes	$980,000	$1,295,000

The differences (expressed as a percentage of pretax income) between the statutory federal income tax rate and the effective income tax rate as reflected in the accompanying statements of income are as follows:

	2015	2014
Statutory federal income tax rate	34.0%	34.0%
State and local income taxes	7.3 %	7.3 %
Permanent differences	8.1 %	13.4%
Minority investment in unconsolidated affiliate	(5.2)%	0.0 %
Other	(0.4)%	(0.8)%
Effective tax rate	43.8%	53.9%

The Company is unable to determine if the earnings from the minority investment in the unconsolidated affiliate are permanently invested outside of the United States. Therefore, the Company has recognized income taxes and the related foreign tax credits on the foreign operations of these earnings. The earnings on the foreign operations of the minority investment in the unconsolidated affiliate will become taxable in the United States only to the extent that distributions are received by the Company.

The permanent differences in our reconciliation of the effective tax rate for the years ended March 31, 2015 and 2014 are as follows:

	2015		2014	
Amortization of Customer Lists	$219,471	4.0%	$219,471	3.8 %
Other non-deductible expenses	217,052	4.0%	300,391	5.2 %
Deferred tax charge -- expired stock options	2,940	0.1%	258,608	4.4 %
Total	$439,463	8.1%	$778,470	13.4%

The permanent difference for amortization of customer lists arose through the acquisition of a business structured as a stock purchase. The Company amortizes the value of these customer lists for financial statement purposes, but is not allowed to deduct amortization of the customer lists for tax purposes. Other nondeductible expenses include meals, entertainment and penalties.

The deferred tax charge reverses deferred tax assets established when the stock options were expensed. The Company records an expense for financial statement purposes for the fair value of the options over the vesting period of the options, net of deferred taxes. For tax purposes, the Company is unable to deduct the expense related to the stock options unless, and until, the stock options are exercised. The tax deductibility is calculated as the difference between the option exercise price and the fair value of the stock on the date of exercise. When the tax deductible amount is less than the amount originally expensed for financial statement purposes, the difference must be expensed through a charge to deferred tax expense.

Command Security Corporation

Notes to Financial Statements, Continued March 31, 2015 and 2014

The significant components of deferred tax assets and liabilities as of March 31, 2015 and 2014 are as follows:

	2015	2014
Current deferred tax assets:		
Accounts receivable	$253,380	$258,993
Accrued expenses	420,606	470,356
Net current deferred tax assets	$673,986	$729,349
Non-current deferred tax assets (liabilities):		
Accrued expenses	$144,254	$-
Equipment	(135,837)	(178,064)
Intangible assets	312,457	320,738
Insurance reserves	241,192	277,746
Workers compensation reserve	1,589,460	1,769,849
Capital loss carryforward	54,672	54,672
Employee stock compensation	414,390	357,510
Net non-current deferred tax assets	$2,620,588	$2,602,451
Allowance for deferred tax asset related to capital loss carry-forward	(54,672)	(54,672)
Total deferred tax assets	$3,239,902	$3,277,128

As of March 31, 2015, we have fully reserved for a capital loss carry-forward in the amount of $132,500 which the company no longer expects will reverse before the carry-forward is due to expire unused in fiscal 2017.

Fiscal years 2012 through 2015 remain subject to examination by federal and state taxing authorities with certain states having open tax years beginning in fiscal 2011.

17. Issuer Purchases of Equity Securities

Under active stock repurchase programs, we may repurchase up to $4,000,000 of our common stock on the open market. Common stock repurchases are recorded as treasury stock, at cost. Shares repurchased during December 2011 have been retired. Shares repurchased during February 2012 and December 2012 are being held in treasury. The program does not have a prescribed expiration date.

During the fiscal years ended March 31, 2015 and 2014 the Company did not repurchase any shares under these programs. The number and average price of shares purchased to date under these programs is as set forth in the table below:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Amount Purchased as part of Publicly Announced Program	Maximum Amount that may yet be Purchased under the Program
December 8 - 16, 2011	136,600	$ 1.52	$ 208,363	$ 1,791,637
February 13 - 21, 2012	1,075,000	$ 1.64	$ 1,975,353	$ 24,647
December 1 - 31, 2012	677,200	$ 1.60	$ 3,058,873	$ 941,127
	1,888,800	$ 1.62		

Command Security Corporation

Notes to Financial Statements, Continued March 31, 2015 and 2014

Schedule II

COMMAND SECURITY CORPORATION

SCHEDULE OF VALUATION AND QUALIFYING ACCOUNTS

	Balance at Beginning of Period	Additions (Reductions) Charged or Credited to Expenses	Additions to/ (Deductions from) Reserve	Balance at End of Period
Year ended March 31, 2015: Deducted from asset accounts: Allowance for doubtful accounts receivable - current maturities	$627,711	$(130,059)	$116,453	$614,105
Year ended March 31, 2014: Deducted from asset accounts: Allowance for doubtful accounts receivable - current maturities	$772,022	$374,754	$(519,065)	$627,711

See Report of Independent Registered Public Accounting Firm

End of Filing