

Edgar Filing: COMMAND SECURITY CORP - Form SC 13D

COMMAND SECURITY CORP
Form SC 13D
September 15, 2004

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(A) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Command Security Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

20050L100

(CUSIP Number)

Trinad Capital L.P.
153 East 53rd Street, 48th Floor
New York, N.Y. 10022

(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

August 30, 2004

(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f), or 13d-1(g), check the following box: .

SCHEDULE 13D

CUSIP No. 20050L100

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Trinad Capital L.P.

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

Edgar Filing: COMMAND SECURITY CORP - Form SC 13D

3) SEC USE ONLY

4) SOURCE OF FUNDS

OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|--|-----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7) | SOLE VOTING POWER |
| | | 0 |
| | 8) | SHARED VOTING POWER |
| | | 1,572,675 |
| | 9) | SOLE DISPOSITIVE POWER |
| | | 0 |
| | 10) | SHARED DISPOSITIVE POWER |
| | | 1,572,675 |

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,572,675

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

19.43%

14) TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP No. 20050L100

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Robert Ellin

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3) SEC USE ONLY

4) SOURCE OF FUNDS

OO

Edgar Filing: COMMAND SECURITY CORP - Form SC 13D

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

| | |
|--|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7) SOLE VOTING POWER 0 |
| | 8) SHARED VOTING POWER 1,572,675 |
| | 9) SOLE DISPOSITIVE POWER 0 |
| | 10) SHARED DISPOSITIVE POWER 1,572,675 |

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,572,675

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

19.43%

14) TYPE OF REPORTING PERSON

IN

Item 1. Security and Issuer.

The class of equity securities to which this statement relates is the common stock, par value .0001, (the "Common Stock") of Command Security Corp ("the Company"). The principal executive offices of the Company are located at Route 55, Lexington Park, Lagrangeville, NY, 12540.

Item 2. Identity and Background.

(a) - (c) This statement is being filed jointly by Trinad Captital L.P. ("Trinad Capital") and Robert Ellin, Managing Member of Trinad Capital, (together, the "Reporting Persons").

Trinad Capital, a Delaware limited liability partnership, is a hedge fund dedicated to investing micro-cap companies, whose principal place of business is 153 East 53rd Street, 48th Floor, New York, NY 10022. Trinad Capital is a member of GCM Security Partners, LLC ("GCM"), a Delaware limited liability company, whose principal place of business is located at c/o Galloway Capital Management, LLC, 1325 Avenue of the Americas, 26th Floor New York, NY 10019. Robert Ellin is principally employed as the General Partner, and owns 6.2%, of Trinad Capital.

(d) - (e) The Reporting Persons have not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations and

Edgar Filing: COMMAND SECURITY CORP - Form SC 13D

similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

The shares of Common Stock and warrants relating to shares of Common Stock distributed to Trinad Capital, other members of GCM, Atlantis Equities, Inc. ("Atlantis Equities") and Galloway Capital Management LLC ("Galloway Capital") were distributed by GCM pro rata in accordance with (i) the members' capital contributions and (ii) with respect to those warrants distributed to Atlantis Equities and Galloway Capital, an agreement among the members regarding fees for investment banking services performed by those entities relating to the acquisition by GCM of shares of Common Stock.

Item 4. Purpose of Transaction.

GCM has distributed all its shares of Common Stock held by it and all warrants relating to shares of Common Stock to its members, Atlantis Equities and Galloway Capital.

Item 5. Interest in Securities of the Issuer.

(a) As of the date hereof, Trinad Capital may be deemed to beneficially own an aggregate of 1,572,675 shares of Common Stock, representing approximately 19.43% of the outstanding shares of Common Stock.

As of the date hereof, Robert Ellin may be deemed to beneficially own an aggregate of 1,572,675 shares of Common Stock, representing approximately 19.43% of the outstanding shares of Common Stock

(b) Trinad Capital and Robert Ellin have shared voting power over and shared power to dispose of 1,572,675 shares of Common Stock.

(c) Except as described above, the Reporting Persons have not effected any transaction in shares of Common Stock during the 60 days preceding the date hereof.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understanding or Relationships With Respect to Securities of the Issuer.

None.

Item 7. Material to be Filed as Exhibits.

Exhibit A: Joint Filing Agreement

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the

Edgar Filing: COMMAND SECURITY CORP - Form SC 13D

undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: September 14, 2004

/s/ Robert Ellin

Robert Ellin
General Partner, Trinad Capital L.P.

/s/ Robert Ellin

Robert Ellin

Exhibit A

Agreement of Joint Filing

Pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned persons hereby agree to file with the Securities and Exchange Commission the Statement on Schedule 13D (the "Statement") to which this Agreement is attached as an exhibit, and agree that such Statement, as so filed, is filed on behalf of each of them.

IN WITNESS WHEREOF, the undersigned have executed this Agreement.

Dated: September 14, 2004

By: Robert Ellin

By: /s/ Robert Ellin

Trinad Capital L.P.

By: /s/ Robert Ellin

Name: Robert Ellin
Title: General Partner