

COMMAND SECURITY CORP
Form SC 13D/A
August 27, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D

UNDER THE SECURITIES ACT OF 1934
(AMENDMENT NO. 3)(1)

Command Security Corporation

(Name of Issuer)

Common Stock, \$.0001 par value

(Title of Class of Securities)

20050L100

(CUSIP Number)

Jay A. Wolf
c/o Trinad Capital Master Fund, Ltd.
2121 Avenue of the Stars, Suite 2550
Los Angeles, California 90067
(310) 601-2500

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

August 15, 2007

(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13(d)-1(f) or 240.13(d)-1(g), check the following box. o

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of

Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 20050L100

| | | |
|----|--|---|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Trinad Capital Master Fund, Ltd. 98-0447604 | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) <input checked="" type="checkbox"/> (joint filers) | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS WC | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) o | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands | |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 5 SOLE VOTING POWER |
| | | 8 6 SHARED VOTING POWER 2,432,690 |
| | | 9 7 SOLE DISPOSITIVE POWER |
| | | 10 8 SHARED DISPOSITIVE POWER 2,432,690 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,432,690 | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 22.6% | |
| 14 | TYPE OF REPORTING PERSON CO | |

CUSIP No. 20050L100

| | | |
|----|--|--|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Trinad Management, LLC 20-0591302 | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) <input checked="" type="checkbox"/> (joint filers) | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS AF | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| | 7 5 | SOLE VOTING POWER |
| | 8 6 | SHARED VOTING POWER 2,432,690 |
| | 9 7 | SOLE DISPOSITIVE POWER |
| | 10 8 | SHARED DISPOSITIVE POWER 2,432,690 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,432,690 | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 22.6% | |
| 14 | TYPE OF REPORTING PERSON IA | |

CUSIP No. 20050L100

| | | |
|----|---|--|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Trinad Capital LP 20-0593276 | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) <input checked="" type="checkbox"/> (joint filers) | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS AF | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) o | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| | 7 5 | SOLE VOTING POWER |
| | 8 6 | SHARED VOTING POWER 2,043,460 |
| | 9 7 | SOLE DISPOSITIVE POWER |
| | 10 8 | SHARED DISPOSITIVE POWER 2,043,460 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,043,460 | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 19.0% | |
| 14 | TYPE OF REPORTING PERSON PN | |

CUSIP No. 20050L100

| | | |
|----|---|--|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Trinad Advisors II, LLC 20-8107048 | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) <input checked="" type="checkbox"/> (joint filers) | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS AF | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) o | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| | 7 5 | SOLE VOTING POWER |
| | 8 6 | SHARED VOTING POWER 2,043,460 |
| | 9 7 | SOLE DISPOSITIVE POWER |
| | 10 8 | SHARED DISPOSITIVE POWER 2,043,460 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,043,460 | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 19.0% | |
| 14 | TYPE OF REPORTING PERSON OO | |

CUSIP No. 20050L100

| | | |
|----|---|--|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Robert S. Ellin | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) <input checked="" type="checkbox"/> (joint filers) | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS AF | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION United States | |
| | 7 5 | SOLE VOTING POWER |
| | 8 6 | SHARED VOTING POWER 2,432,690 |
| | 9 7 | SOLE DISPOSITIVE POWER |
| | 10 8 | SHARED DISPOSITIVE POWER 2,432,690 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,432,690 | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 22.6% | |
| 14 | TYPE OF REPORTING PERSON IN | |

CUSIP No. 20050L100

| | | |
|----|--|-------------------------------|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | |
| | Jay A. Wolf | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | |
| | (a) | |
| | (b) <input checked="" type="checkbox"/> (joint filers) | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | |
| | AF | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) | |
| | o | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | United States | |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 5 SOLE VOTING POWER |
| | | 8 6 SHARED VOTING POWER |
| | | 2,432,690 |
| | | 9 7 SOLE DISPOSITIVE POWER |
| | | 10 8 SHARED DISPOSITIVE POWER |
| | | 2,432,690 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 2,432,690 | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | |
| | o | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | 22.6% | |
| 14 | TYPE OF REPORTING PERSON | |
| | IN | |

CUSIP No. 20050L100

Item 1. Security and Issuer.

The class of equity securities to which this statement relates is the common stock, \$.0001 par value per share (the "Common Stock") of Command Security Corporation, a New York corporation (the "Issuer"). The principal executive offices of the Issuer are located at Lexington Park, Lagrangeville, New York, 12540.

Item 2. Identity and Background.

(a), (c) and (f)

This Schedule is being filed by:

- (i) Trinad Capital Master Fund, Ltd., a Cayman Islands corporation, which is a hedge fund dedicated to investing in micro-cap companies, with respect to shares directly and beneficially owned by Trinad Capital Master Fund, Ltd.
- (iii) Trinad Management, LLC, a Delaware limited liability company, which is principally engaged in the business of managing the investments of Trinad Capital Master Fund, Ltd. and Trinad Capital LP, with respect to the shares directly and beneficially owned by Trinad Capital Master Fund, Ltd. and Trinad Capital LP.
- (ii) Trinad Capital LP, a Delaware limited partnership, which is principally engaged in investing in Trinad Capital Master Fund, Ltd., with respect to shares indirectly and beneficially owned by Trinad Capital LP.
- (iv) Trinad Advisors II, LLC, a Delaware limited liability company (successor to Trinad Advisors GP, LLC) and the general partner of Trinad Capital LP, which principally serves as the general partner of Trinad Capital LP, with respect to the shares directly and beneficially owned by Trinad Capital LP.
- (v) Robert S. Ellin, an individual and a director of the Issuer, whose principal occupation is to serve as portfolio manager for Trinad Management, LLC. Mr. Ellin is the managing member of Trinad Advisors II, LLC; the general partner of Trinad Capital LP a principal stockholder of Trinad Capital Master Fund, Ltd. Mr. Ellin is the managing member of Trinad Management, LLC, the manager of Trinad Capital Master Fund, Ltd. Mr. Ellin is a United States citizen.
- (vi) Jay A. Wolf, an individual, whose principal occupation is to serve as portfolio manager and member of Trinad Management, LLC, the manager of Trinad Capital Master Fund, Ltd. Mr. Wolf is a member of Trinad Advisors II, LLC; the general partner of Trinad Capital LP, a principal stockholder of Trinad Capital Master Fund, Ltd. Mr. Wolf is a member of Trinad Management, LLC that is the manager of Trinad Capital Master Fund, Ltd. Mr. Wolf is a United States citizen.

Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons."

Although this Schedule is being made jointly by the Reporting Persons, each of them expressly disaffirms membership in any group under Rule 13d-5 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise.

CUSIP No. 20050L100

(b)

The address of the principal business office of Trinad Capital Master Fund, Ltd, Trinad Capital LP, Trinad Management, LLC, Trinad Advisors II, LLC, Robert S. Ellin and Jay A. Wolf is 2121 Avenue of the Stars, Suite 2550, Los Angeles, California 90067.