

DIGITAL ALLY INC
Form 8-K
February 02, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 30, 2015

DIGITAL ALLY, INC.

(Exact Name of Registrant as Specified in Charter)

| | | |
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| Nevada (State or other Jurisdiction of Incorporation) | 001-33899 (Commission File Number) | 20-0064269 (IRS Employer Identification No.) |
|--|---|---|

9705 Loiret Blvd., Lenexa, KS 66219

(Address of Principal Executive Offices) (Zip Code)

(913) 814-7774

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On January 30, 2015, the Compensation Committee of the Board of Directors (the “Committee”) set the annual base salaries of Stanton E. Ross, President and Chief Executive Officer, and Thomas J. Heckman, Chief Financial Officer, Treasurer and Secretary, at \$175,000 each for 2015, which is unchanged from the four previous years.

The Committee determined that Stanton E. Ross and Thomas J. Heckman would be eligible for bonuses of up to \$175,000 each in 2015 based on their performance during the year. The Committee will review each executive officer’s performance on a periodic basis in 2015 and determine what, if any, portion of the bonus he has earned and will be paid as of such point.

The Committee also determined that Messrs. Ross and Heckman would be eligible in 2015 for awards of restricted stock or stock options exercisable to purchase up to 50,000 shares each based on their performance.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company had scheduled a Special Meeting of its Stockholders on January 30, 2015. On such date the Company adjourned the Special Meeting to 10:00 a.m. CST on Friday, February 13, 2015. The agenda of the Meeting remains the same as set forth in the Notice of Meeting and Proxy Statement relating to the Meeting and sent to Stockholders in December 2014.

The information contained in this Current Report shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 2, 2015

Digital Ally, Inc.

By: */s/ Stanton E. Ross*

Name: Stanton E. Ross

Title: President and Chief Executive Officer

