



FORM 8-K/A

COMARCO INC - CMRO

Filed: July 15, 2008 (period: July 03, 2008)

Amendment to a previously filed 8-K

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

Form 8-K/A

Amendment No. 1 to

Current Report

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

Date of Report (Date of earliest event reported): July 3, 2008

Comarco, Inc.

(Exact name of registrant as specified in its charter)

000-05449

(Commission File Number)

California
(State or other jurisdiction of
incorporation)

95-2088894
(I.R.S. Employer Identification No.)

25541 Commercentre Drive, Lake Forest, California
(Address of principal executive offices)

92630-8870
(Zip Code)

Registrant's telephone number, including area code: (949) 599-7400

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

(c) On July 10, 2008, Comarco, Inc. (the "Company") filed a Current Report on Form 8-K (the "Original Form 8-K") disclosing that the Company's Board of Directors acted on July 3, 2008 to confirm and approve the appointment of Samuel M. Inman III as the President and Chief Executive Officer of the Company and the appointment of Winston Hickman as the Company's Vice President and Chief Financial Officer, and Treasurer. The Original Form 8-K is hereby amended to indicate that the action of the Board of Directors described therein was approved by a majority of the board members, but was opposed by directors LeBuhn and Sundius. All the independent directors other than directors LeBuhn and Sundius approved the action.

Item 7.01 Regulation FD Disclosure.

On July 15, 2008, the Company issued a press release announcing the appointments of Mr. Inman as the Company's President and Chief Executive Officer and Mr. Hickman as the Company's Vice President and Chief Financial Officer, and Treasurer. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated July 15, 2008.

SIGNATURE

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.

COMARCO, INC.
(Registrant)

Date: July 15, 2008

By: /s/ Samuel M. Inman III
Samuel M. Inman III
President and Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated July 15, 2008.

**COMARCO NAMES SAM INMAN AS PRESIDENT & CEO
AND WINSTON HICKMAN AS CFO**

LAKE FOREST, CA, July 15, 2008 – Comarco, Inc. (NASDAQ: CMRO) announced today that its Board of Directors has named Samuel M. Inman III, 57, its President and Chief Executive Officer and Winston E. Hickman, 65, its Vice President and Chief Financial Officer, Treasurer. Both Mr. Inman and Mr. Hickman had previously been appointed to their respective positions on an interim basis in March of 2008.

“Sam and Winston have done an excellent job in moving the Company forward in our efforts to unlock value from Comarco’s businesses and maximizing the opportunity in our ChargeSource[®] business,” said Jeffrey R. Hultman, Lead Director of the Comarco Board. “We believe these appointments are in the best interests of the Company and will be positively received by our shareholders, employees and customers.”

Forward-Looking Information

This news release includes “forward-looking statements” that are subject to risks, uncertainties, and other factors that could cause actual results or outcomes to differ materially from those contemplated by the forward-looking statements. Forward-looking statements in this release are generally identified by words such as “believes,” “anticipates,” “plans,” “expects,” “will,” “would,” “should” and similar expressions that are intended to identify forward-looking statements. A number of important factors could cause actual results to differ materially from those indicated by these forward-looking statements, including, among others, the impact of perceived or actual weakening of economic conditions on customers’ and prospective customers’ spending on Comarco products and services; quarterly fluctuations in revenue or other operating results; failure to meet financial expectations of analysts and investors, including failure from significant reductions in demand from earlier anticipated levels; potential difficulties in the assimilation of operations, strategies, technologies, personnel and products of acquired companies and technologies; risks related to market acceptance of Comarco products and the Company’s ability to meet contractual and technical commitments with its customers; activities by the Company and others regarding protection of intellectual property; and competitors’ release of competitive products and other actions. Further information on potential factors that could affect the Company’s financial results are included in risks detailed from time to time in the Company’s Securities and Exchange Commission filings, including without limitation the annual report on Form 10-K for the year ended January 31, 2008.

The Company believes that the expectations reflected in these forward-looking statements are reasonable, however, future results, levels of activity, performance, or achievements cannot be guaranteed. Moreover, the Company assumes no responsibility for the accuracy and completeness of the forward-looking statements. In addition, the Company undertakes no obligation to revise or update publicly any forward-looking statements for any reason.

About Comarco

Based in Lake Forest, Calif., Comarco is a leading provider of innovative mobile power solutions through its ChargeSource[®] line of multi-function universal mobile power products which can simultaneously power and charge multiple devices such as notebook computers, mobile phones, BlackBerry[®] smartphones, iPods[®], and many other rechargeable mobile devices. Comarco is also a provider of wireless test solutions. More information about Comarco's product lines can be found at www.comarco.com and www.chargesource.com.

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