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FORM 8-K

COMARCO INC - CMRO

Filed: March 26, 2008 (period: March 20, 2008)

Report of unscheduled material events or corporate changes.

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): March 20, 2008

Comarco, Inc.

(Exact name of registrant as specified in its charter)

California	000-05449	95-2088894
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

25541 Commercentre Drive, Lake Forest, California	92630-8870
(Address of principal executive offices)	(Zip Code)

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

(Former name or former address, if changed since last report.)

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))

Source: COMARCO INC, 8-K, March 26, 2008

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

(b) On March 20, 2008, Daniel R. Lutz submitted to the Company his resignation as an Executive Vice President and Chief Financial Officer to be effective April 4, 2008.

(c) On March 25, 2008, Winston Hickman, age 65, was appointed on an interim basis as Chief Financial Officer of the Company.

Since June 2003, Mr. Hickman has served and continues to serve as director of SRS Labs, Incorporated. Mr. Hickman served as Executive Vice President and Chief Financial Officer of Ashworth, Inc., a leading designer of golf-inspired lifestyle sportswear, from February to November 2006. Prior to Ashworth, Mr. Hickman was Executive Vice President and Chief Financial Officer of REMEC, Inc., a manufacturer of components and subsystems for wireless communications, beginning in November 2003. Prior to REMEC, Mr. Hickman served as Chief Financial Officer and a member of the Board at Paradigm Wireless System, Inc. from May 2000 to November 2003. Paradigm was acquired by REMEC in late 2003. Mr. Hickman also served as Senior Vice President and Chief Financial Officer for Pacific Scientific. He has also held the position of Vice President of Finance at Allied Signal and Rockwell International, both large public companies. Mr. Hickman received his undergraduate degree from California State University, Long Beach and a Masters degree in Business Administration from the University of Southern California.

Mr. Hickman and the Company have agreed that Mr. Hickman will provide his services pursuant to a mutually acceptable agreement providing for monthly compensation which is expected to be approximately $30,000 and an expected term of six months terminable by either party on 30 days notice. Mr. Hickman and the Company are currently negotiating a formal agreement to cover his services.

Item 7.01 Regulation FD Disclosure

On March 25, 2008, the Registrant issued a press release reporting Mr. Hickman's and Alisha Charlton's appointments as Interim Chief Financial Officer and Vice President and Corporate Controller, respectively, and Mr. Lutz's resignation. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release dated March 26, 2008

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.

COMARCO, INC.
(Registrant)

Date: March 26, 2008

/s/ Samuel M. Inman III
(Signature)
Samuel M. Inman III
Interim President and Chief Executive Officer

Exhibit 99.1

FOR IMMEDIATE RELEASE

Comarco Announces Finance Staff Transition

Winston Hickman Appointed Interim CFO

LAKE FOREST, Calif., March 26, 2008 – Comarco, Inc. (NASDAQ: CMRO) today announced the appointment of Winston E. Hickman, 65, as Interim Chief Financial Officer. He replaces Daniel Lutz, former Executive Vice President and CFO, who has resigned from his position effective April 4, 2008 to pursue other interests. The Company also promoted Alisha Charlton, 38, to the position of Vice President and Corporate Controller. The Company intends to report its financial results for the fourth quarter and full year ended January 31, 2008 during the week of April 14, 2008.

Mr. Hickman is a seasoned financial executive with over 30 years of experience in executive level financial positions, including CFO, for several public companies. Throughout his career, Mr. Hickman has served as the CFO of Ashworth, Inc., REMEC Inc., Paradigm Wireless Systems, Inc., Pacific Scientific Company and Amerinet Financial Systems. He also served as a senior financial executive at Allied Signal and Rockwell earlier in his career. He is currently a Board member and Chairman of the Audit Committee for SRS Labs, Inc. (NASDAQ: SRSL) and since 1998 has been engaged as a business advisor to other companies on a selected basis. Mr. Hickman received his undergraduate degree from California State University, Long Beach and an MBA from the University of Southern California.

"We are very pleased that someone with Winston's experience and qualifications recognized the opportunities ahead for Comarco and was available to step in as CFO during this very exciting time for the Company," said Sam Inman, Interim President and CEO of Comarco. "I have known Winston for many years. He has strong operational and financial skills and an extensive background in mergers and acquisitions. The Company has initiated a search for a permanent CFO. In the interim, Winston will be able to step in and add value immediately, while playing a key role in helping the Company to maximize shareholder value as we evaluate the alternatives associated with non-strategic parts of our business."

"We are also happy to announce the well-deserved promotion of Alisha Charlton. During her seven years with Comarco, she has been a strong contributor to the accounting team and we look forward to working with her in her new position. On behalf of the Board of Directors, I would also like to thank Dan Lutz for his contributions during his tenure at Comarco and wish him the best of success with his future endeavors."

Mrs. Charlton joined Comarco as Assistant Controller in October 2000 and became Corporate Controller in May 2003. Before joining the Company, Mrs. Charlton held various accounting and finance positions with CKE Restaurants, Inc. from 1995 to 2000. Prior to CKE, Mrs. Charlton was a supervisor with KPMG Peat Marwick. She is also a Certified Public Accountant in the State of California. Mrs. Charlton graduated from the University of California at Santa Barbara with a B.A. in business economics.

25541 Commercentre Drive Lake Forest, CA 92630 Office: (949) 599-7400 Fax: (949) 599-1415

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, iPods®, and many other rechargeable mobile devices. Comarco is also a provider of wireless test solutions and wireless emergency call box systems. More information about Comarco's product lines can be found at www.comarco.com and www.chargesource.com.

Approved by:

Sam Inman
President & CEO
Comarco, Inc.

Investor Contact:

Doug Sherk/Jenifer Kirtland
EVC Group
(415) 896-6820
dsherk@evcgroup.com
jkirtland@evcgroup.com

25541 Commercentre Drive Lake Forest, CA 92630 Office: (949) 599-7400 Fax: (949) 599-1415

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