
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): July 9, 2010

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

As previously disclosed, Comarco, Inc. (the "Company") received a staff deficiency letter on May 19, 2010 from The Nasdaq Stock Market ("NASDAQ") indicating that based on the Company's stockholders' equity as reported in its Annual Report on Form 10-K for the year ended January 31, 2010, the Company does not comply with the minimum stockholders' equity requirement of \$10 million for continued listing on The NASDAQ Global Market under NASDAQ Listing Rule 5450(b)(1)(A).

Based on its further review of the Company and the Company's submission to NASDAQ, on July 9, 2010 NASDAQ granted the Company an extension until November 15, 2010 to demonstrate that the Company has regained compliance with the minimum stockholder equity requirement for companies listed on the NASDAQ Global Market. If the Company does not evidence compliance by such date, the Company may be subject to delisting from the NASDAQ Global Market. In addition, if the Company fails to evidence compliance upon the filing of its Form 10-Q for the fiscal quarter ended October 31, 2010, the Company may be subject to delisting.

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 14, 2010

By: /s/ Winston Hickman
Winston Hickman
Vice President and Chief Financial Officer