

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## Brekford Corp.

**Form: 8-K**

**Date Filed: 2013-12-06**

Corporate Issuer CIK: 1357115

Symbol: BFDI

SIC Code: 3669

Fiscal Year End: 12/31

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): December 2, 2013

**Brekford Corp.**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction  
of incorporation)

000-52719

(Commission File Number)

20-408662

(IRS Employer  
Identification No.)

7020 Dorsey Road, Hanover, Maryland

(Address of principal executive offices)

21076

(Zip Code)

(443) 557-0200

(Registrant's telephone number, including area code)

N/A

(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 obligations 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.**

On December 2, 2013, the Board of Directors of Brekford Corp (the "Company") reorganized the Company's management team by appointing Rodney Hillman to serve as the Company's President and Chief Operating Officer. Prior to this appointment, Scott Rutherford served as the Company's President. Effective December 2, 2013, Mr. Rutherford will now serve as the Company's Chief Strategic Officer. The reorganization is intended to allow Mr. Rutherford to focus most of his time and energy on developing and growing the Company's services. A copy of the Company's press release announcing the reorganization is filed herewith as Exhibit 99.1.

Mr. Hillman, age 47, joined the Company in May 2012 and served as its Strategy & Finance Analyst since October 2012 and as its Director of Operations from May 2012 to September 2012. Prior to joining the Company, Mr. Hillman served in various executive level capacities during his 25 year career. Most recently, he spent 10 years as Chief Operating Officer, Chief Financial Officer, and Director of Game Trading Technologies, Inc. ("GMTD"), a publicly-traded company in the consumer electronics industry that he co-founded. Prior to his tenure at GMTD, Mr. Hillman was Vice President of Product Development at InterAct Accessories, Inc. and held various management positions at both Baltimore Gas & Electric and Constellation Energy Group. Mr. Hillman has an M.S. degree in Finance from Loyola College in Baltimore, Maryland, an M.B.A. degree from the University of Baltimore, and a B.S. degree in Electrical and Computer Engineering from The Johns Hopkins University.

Mr. Hillman is not a party to an employment agreement with the Company. He is entitled to a base salary of \$90,000 per year, to participate in the Company's 2008 Stock Incentive Plan, to the extent awards are granted to him by the Board's Compensation Committee, and to participate in the Company's various employee benefit plans and arrangements that are available to its other employees, to the extent the terms of those plans and arrangements make him eligible for such participation. During 2012 and thus far in 2013, neither Mr. Hillman nor any of his affiliates has been a party to any transaction with the Company or its affiliates that is subject to disclosure pursuant to Item 404(a) of the Securities and Exchange Commission's Regulation S-K, and no such transaction is contemplated for the remainder of 2013 or in 2014.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The exhibits filed or furnished with this report are listed in the Exhibit Index that immediately follows the signatures, which is incorporated herein by reference.

## 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.

### **BREKFORD CORP.**

Dated: December 6, 2013

By: /s/ C.B. Brechin

\_\_\_\_\_  
C.B. Brechin

*Chief Executive Officer and Chief Financial  
Officer*

EXHIBIT INDEX

Exhibit No.	Description
<a href="#">99.1</a>	Press release dated December 6, 2013 (filed herewith).

SOURCE: Brekford Corp.



## Brekford Announces Appointment of Rod Hillman as New President and Chief Operating Officer

HANOVER, MD--(Marketwired - Dec 6, 2013) - Brekford Corp. (the "Company") (OTCBB:BFDI) (OTCQB: BFDI), a leading public safety technology service provider of fully integrated traffic safety solutions, parking enforcement citation collections and an end-to-end suite of technology equipment for public safety vehicle services, announced that its Board of Directors has appointed Rod Hillman as Brekford's new President and Chief Operating Officer, effective immediately.

"The Board is pleased that Rod has accepted the position of President and Chief Operating Officer of Brekford," said Chief Douglas DeLeaver, Chairman of the Board for Brekford Corp. "As we mentioned at our shareholders' meeting this year, we will be focused on improving operations and strengthening our customer service and our business model. With the addition of Rod's leadership to the executive management team, and with his years of operating experience, we can further accelerate these initiatives. The Board is confident that he and the Company's outstanding management team will accelerate business performance and continue to build a strong, profitable company."

"The reorganization is intended to more efficiently utilize the strengths of our executive management team to most effectively execute an aggressive growth strategy in 2014 and coming years," stated C.B. Brechin, CEO of Brekford Corp. "We have developed a targeted sales and marketing strategy that emphasizes the Company's strengths in automated traffic safety enforcement and parking violations collections, not just within the United States but internationally. Rod Hillman shares our values and our focus on innovation, and he places the same strong emphasis as we do on the customer experience. He has shown himself to be an extraordinary leader throughout his career with a proven track record and a strong background of leadership experience in small public companies addressing high growth opportunities in technology markets," continued Brechin.

Before joining Brekford Corp., Mr. Hillman, age 47, spent 10 years as Chief Operating Officer, Chief Financial Officer, and Director of Game Trading Technologies, Inc., a publicly-traded company in the consumer electronics industry that he co-founded. Prior to his tenure at Game Trading Technologies, Mr. Hillman was Vice President of Product Development at InterAct Accessories, Inc., and he previously held various management positions at both Baltimore Gas & Electric and Constellation Energy Group.

"Despite some of the political and operational challenges we have faced during the past year, I am very excited about Brekford's future," noted Mr. Hillman. "As we proceed with our cost containment strategy and 'rationalize' our corporate and infrastructure resources in a manner that is consistent with current revenue levels and new business prospects, I am confident that investors can look forward to improved operating results in 2014 and beyond. Brekford is well positioned to offer customers a complete suite of products and services, expand opportunities for our employees and drive enhanced value for our stockholders. The entire management team has renewed its focus upon national and international growth opportunities involving automated traffic enforcement, parking citation collections."

Mr. Hillman has an M.S. degree in Finance from Loyola College in Baltimore, Maryland, an M.B.A. degree from the University of Baltimore, and a B.S. degree in Electrical and Computer Engineering from The Johns Hopkins University.

### About Brekford Corp.

Brekford Corp. provides state-of-the art public safety technology and automated traffic enforcement solutions to municipalities, the U.S. military, various federal entities and other public safety agencies throughout the United States. Its services include automated speed and red light camera enforcement programs, parking enforcement citation collections and an end-to-end suite of technology and equipment for public safety vehicle upfitting. Brekford's combination of upfitting services, cutting-edge technology, and automated traffic enforcement services offers a unique 360-degree solution for law enforcement agencies and municipalities. Additional information about Brekford may be found online at [www.brekford.com](http://www.brekford.com).

### Forward-Looking Statements

This press release contains forward-looking statements within the meaning of that term in Section 21E of the Securities Exchange Act of 1934, as amended. Words such as "anticipate," "expect," "project," "intend," "plan," "believe," "target," "aim," "should" and words and terms of similar substance and any financial projections used in connection with any discussion of future plans, strategies, objectives, actions, or events identify forward-looking statements. Forward-looking statements include, among others, those concerning our expected financial performance and strategic and operational plans, as well as all assumptions, expectations, predictions, intentions or beliefs about future events. These statements are based on the beliefs of our management as well as

assumptions made by and information currently available to us and reflect our current views concerning future events. As such, they are subject to risks and uncertainties that could cause our results to differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, among many others: the risk that any projections, including earnings, revenues, expenses, synergies, margins or any other financial items that form the basis for management's plans and assumptions are not realized; a reduction in industry profit margin; requirements or changes affecting the business in which we are engaged; our ability to successfully implement new strategies; operating hazards; competition and the loss of key personnel; changing interpretations of generally accepted accounting principles; continued compliance with government regulations; changing legislation and regulatory environments; and the general volatility of the market prices of our securities and general economic conditions. Readers are referred to the documents filed by Brekford Corp. with the SEC, specifically the Company's most recent reports filed on Form 10-K and Forms 10-Q, which further identify important risks, trends and uncertainties which could cause actual results to differ materially from the forward-looking statements in this press release. Brekford Corp. expressly disclaims any obligation to update any forward-looking statements.

**For Additional Information, Please Contact:**

RJ Falkner & Company, Inc.  
Investor Relations Counsel  
(830) 693-4400  
email at [info@rjfalkner.com](mailto:info@rjfalkner.com)