

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Brekford Traffic Safety, Inc.

Form: 8-K

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Corporate Issuer CIK: 1357115

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of the Securities and Exchange Act of 1934

Date of Report (Date of earliest reported): August 28, 2017

BREKFORD TRAFFIC SAFETY, INC.
(Exact name of registrant as specified in charter)

Delaware	000-52719	20-4086662
(State or Other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(IRS Employer Identification No.)

7020 Dorsey Road
Hanover, Maryland 21076
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (410) 762-0800

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 (see General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement

On August 28, 2017 (the "Effective Time"), the merger transactions (the "Mergers") contemplated by that certain Second Amended Agreement and Plan of Merger (the "Merger Agreement") dated as of July 12, 2017, by and among Novume Solutions, Inc. (the "Novume"), KeyStone Solutions, Inc. ("KSI"), Brekford Traffic Safety, Inc. (the "Company"), Brekford Merger Sub, Inc. ("Brekford Merger Sub"), and KeyStone Merger Sub, LLC ("KeyStone"), were consummated. As a result, the Company became a wholly-owned subsidiary of Novume, and Brekford Merger Sub ceased to exist. KeyStone also became a wholly-owned subsidiary of Novume, and KSI ceased to exist.

Upon completion of the Mergers, the merger consideration contemplated by the Merger Agreement was issued in accordance with the terms of the Merger Agreement. Upon the effectiveness of the Mergers, each share of the common stock, par value \$0.0001 per share, of the Company ("Company Common Stock") issued and outstanding immediately before the Effective Time (other than those held in the treasury of the Company), ceased to exist and was converted into and became exchangeable for the right to receive 1/15th of one share of Novume's common stock, par value \$0.0001 per share ("Novume Common Stock"). At the Effective Time each option granted by the Company to purchasers of Company Common Stock which was outstanding and unexercised immediately prior to the Effective Time, was assumed by Novume and converted into an option to purchase shares of Novume Common Stock in such amounts and at such exercise prices as determined in accordance with the Merger Agreement. At the Effective Time, each outstanding warrant to purchase shares of Company Common Stock which was outstanding and unexercised immediately prior to the Effective Time was assumed by Novume and converted into a warrant to purchase shares of Novume Common Stock in such amounts and at such exercise prices as determined in accordance with the Merger Agreement.

Immediately following the Mergers, the pre-merger stockholders of KSI owned approximately 80% of the issued and outstanding capital stock of Novume on a fully-diluted basis, and the pre-merger stockholders of the Company owned approximately 20% of the issued and outstanding capital stock of Novume on a fully-diluted basis. As of August 28, 2017, there were 13,934,018 issued and outstanding shares of Novume Common Stock; 808,501 shares of Novume Common Stock issuable upon the exercise of outstanding warrants; 1,003,385 shares of Novume Common Stock issuable upon the exercise of outstanding options; and 502,327 outstanding shares of Novume's Series A Cumulative Convertible Redeemable Preferred Stock, par value \$0.0001 per share.

The foregoing information is a summary of each of the Second Amended and Restated Merger Agreement is not complete, and is qualified in its entirety by reference to the full text of the Second Amended and Restated Merger Agreement. A copy of the Second Amended and Restated Merger Agreement is attached as Exhibit 10.1 to the Current Report on Form 8-K which was filed with by the Company with the Securities and Exchange Commission on July 14, 2017 and is incorporated by reference herein.

Readers should review the Second Amended and Restated Merger Agreement for a complete understanding of the terms and conditions associated with this transaction.

Item 2.01 Completion of Acquisition or Disposition of Assets.

The information in Item 1.01 is incorporated herein by reference in response to this Item 2.01.

Item 5.01 Changes in Control of the Registrant.

The information in Item 1.01 is incorporated herein by reference in response to this Item 5.01.

Item 8.01 Other Events

On August 29, 2017, the Company issued the press release annexed hereto as Exhibit 99.1. The information furnished pursuant to this Item 8.01, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under that Section and shall not be deemed incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed with this report:

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
10.1	Second Amended and Restated Agreement and Plan of Merger, dated July 12, 2017 (previously filed as Exhibit 10.1 to the Current Report on Form 8-K as filed with the Securities and Exchange Commission on July 14, 2017).
99.1	Press Release of Brekford Corporation dated August 29, 2017 (furnished herewith).

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 CORPORATION

Date: August 29, 2017

By: /s/ Rodney Hillman

Name: Rodney Hillman

Title: President and Chief Operating Officer

Brekford Traffic Safety Announces Closing of Merger with KeyStone Solutions***Novume Solutions Begins Trading as NVMM, NVMMP, and NVMMW on OTCQX August 29, 2017***

HANOVER, MD / ACCESSWIRE / August 29, 2017 / Brekford Traffic Safety, Inc. (formerly OTCQX: BFDI) ("Brekford"), a leading public safety technology service provider of fully integrated automated traffic safety enforcement ("ATSE") solutions, including speed and red-light enforcement cameras, and a comprehensive citation management software suite, today announced the closing of its merger to combine the businesses of Brekford and KeyStone Solutions, Inc. (formerly OTCQB: KEES) ("KeyStone"). Brekford and KeyStone have completed all obligations set forth in the Second Amended and Restated Agreement and Plan of Merger (the "Agreement") dated July 12, 2017. Under the Agreement, Brekford and KeyStone each merged with separate wholly-owned subsidiaries of Novume Solutions, Inc. ("Novume") and, as a result, Brekford became a wholly-owned subsidiary of Novume.

Concurrently with the closing of the merger, the outstanding securities of Brekford and KeyStone were exchanged for securities of Novume and immediately after the merger KeyStone's stockholders and Brekford's stockholders hold approximately 80% and 20%, respectively, of Novume's outstanding common stock, par value \$0.0001 per share, on a fully diluted basis.

As of August 29, 2017, Novume's common stock will be quoted on the OTCQX under the symbol "NVMM", its preferred stock will be quoted on the OTCQX under the symbol "NVMMP" and its warrants will be quoted on the OTCQX under the symbol "NVMMW". Please refer to Novume's August 29, 2017 press release for additional information regarding the merger, as well as investor contact information. For additional information regarding Novume's overall business, please refer to their website at www.novume.com.

"We are excited to have closed the merger, and we look forward to growing Brekford Traffic Safety's business model, both nationally and internationally, with the assistance and oversight of a seasoned group of professionals from the management team and board of directors of Novume," commented Rod Hillman, President and COO of Brekford.

"The establishment of Novume Solutions, and the associated merger with Brekford Traffic Safety, has required a significant amount of effort and focus by both sides over the past several months," said Novume's CEO Robert Berman. "We are pleased to now be able to move forward with our business plan consisting of both organic and strategic growth opportunities."

About Brekford Traffic Safety, Inc.

Brekford Traffic Safety provides state-of-the art automated traffic enforcement solutions to municipalities, and other public safety agencies in the United States, Canada, and Latin America. Its services include automated speed, red light, and distracted driving camera enforcement programs. Brekford's combination of automated traffic enforcement services with a longstanding background and foundation in public safety solutions offers a unique 360-degree solution for law enforcement agencies and municipalities.

Brekford invests heavily in research and development to deliver advanced traffic safety enforcement solutions and reliable service to its customers. Brekford's range of technologies include its P2S Speed Enforcement System, Safety Zone SpeedAlert Radar Signs, BRAVA Red Light Enforcement System, and back office iP360 Violation Processing and Evidence Management Suite. We develop each solution to yield better results through innovative designs and manufacturing in the U.S., high quality engineering and components, flexible and easy-to-use tools, and proven chain of custody.

Brekford is headquartered in Hanover, Maryland. Additional information on Brekford can be accessed online at www.brekford.com.

About Novume Solutions, Inc.

Novume Solutions is a holding company of leading professional services firms. These firms aggregate highly-specialized, difficult-to-find talent and have the scale and systems to deploy that talent efficiently at the enterprise-level at a moment's notice. Novume Solutions is focused on the logistics of procuring-highly specialized human resources and delivering critical definitive knowledge to the right place at the right time. Whether we manage our client's workforce or provide them with the tools to manage their own success, they need exceptional people with distinctive experience. We do that.

Our subsidiaries have had a history of success dating as far back as 1983 and their clients include 87 of the top-100 federal contractors as well as numerous Fortune 100 companies.

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 Traffic Safety, Inc. with the SEC, specifically Brekford'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 Traffic Safety, Inc. expressly disclaims any obligation to update any forward-looking statements.

Contacts

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SOURCE: Brekford Corp.
