

DIGITAL ALLY INC
Form SC 13D/A
February 17, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)

DIGITAL ALLY, INC.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

25382P109
(CUSIP Number)

Christian J. Hoffmann, III
QUARLES & BRADY LLP
Renaissance One
Two N. Central Avenue
Phoenix, Arizona 85004

(602) 229-5200
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

December 31, 2008
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 25382P109

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Kenneth L. McCoy.....
2. Check the Appropriate Box is a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)PF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e).....
6. Citizenship or Place of OrganizationUS
- Number of Shares Beneficially by Owned by Each Reporting Person With
7. Sole Voting Power..... 817,000*
8. Shared Voting Power
9. Sole Dispositive Power..... 817,000*
10. Shared Dispositive Power.....
11. Aggregate Amount Beneficially Owned by Each Reporting Person..... 817,000*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)..... 4.94%
14. Type of Reporting Person (See Instructions).....IN

*See Response to Item 5 below.

This Amendment No. 1 to Schedule 13D is being filed by Kenneth L. McCoy, the reporting person. Mr. McCoy filed an original Schedule 13D, dated February 10, 2008 (the "Original 13D").

Item 1. Security and Issuer

Item 1 is hereby amended and restated as follows:

The title of the class of equity security to which this statement relates is common stock, \$0.001 par value. The reporting person owns 2,000 shares of common stock and options to acquire 950,000 shares of common stock, certain of which options are subject to vesting provisions.

The issuer of the securities is Digital Ally, Inc. (the "Issuer"). The Issuer's principal executive offices are located at 7311 W. 130th, Suite 170, Overland Park, KS 66213.

Item 4. Purpose of Transaction

Item 4 is hereby amended to include the following:

This Amendment No. 1 to Schedule 13D is being filed to update the stock ownership of the reporting person to reflect the purchase 2,000 shares of common stock on August 18, 2008 and the vesting of certain stock options. See Item 5(c) below.

The information supplied in this Amendment No. 1 to Schedule 13D is provided as of February 17, 2009.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated as follows:

(a) The reporting person beneficially owns 2,000 shares of common stock. If the reporting person exercised all currently vested options and options vesting within the next sixty days, he would beneficially own 817,000 shares of common stock. The beneficial ownership of 817,000 shares would represent 4.94% of the issued and outstanding common stock of the Issuer. As of the date of this Schedule 13D, 135,000 options held by the reporting person were not vested and will not vest within the next sixty days.

(b) The reporting person has the sole power to vote and dispose of 2,000 shares. If the reporting person exercised his vested options and options vesting within the next sixty days, he would have the sole power to vote and dispose of 817,000 shares. The reporting person will be able to vote the shares of Common Stock underlying the options only if he exercises the options.

(c) On August 18, 2008, the reporting person purchased 2,000 shares in a market transaction at a price of \$7.45 per share. Of the options held by the reporting person, options to acquire 15,000 shares of common stock vested on January 2, 2009.

(d) No person is known to the reporting person to have any right to receive, or power to direct the receipt of, dividends from or the proceeds from the sale of any of the securities covered by this statement, except as provided herein.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 17, 2009
Date
Marketing

By: /s/ Kenneth L. McCoy
Kenneth L. McCoy, Vice President of