

**VIRTRA SYSTEMS, INC.**  
**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**  
**To Be Held April 30, 2013**

April 9, 2013

To the Stockholders of VirTra Systems, Inc.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders (the "Annual Meeting") of VirTra Systems, Inc. (the "Company" or "VirTra") will be held at the VirTra offices located at 7970 South Kyrene Road, Tempe, Arizona 85284, on April 30, 2013 at 1:00 p.m. MST, for the following purposes:

- (1) To elect three (3) directors of the Company to serve until the next Annual Meeting of Stockholders or until their successors shall be elected and duly qualified; and
- (2) To consider any other matters that may properly be brought before the Annual Meeting or any adjournment(s) or postponement(s) thereof.

VirTra is mailing this notice of Annual Meeting, proxy statement, and the related proxy, on or about April 9, 2013 to its stockholders of record on March 22, 2013. Only stockholders of record at that time are entitled to notice of, and to vote at, the Annual Meeting and any adjournment or postponement thereof. A list of stockholders entitled to vote at the Annual Meeting will be available for inspection by any stockholder, for any purpose germane to the Annual Meeting, at the Annual Meeting, and for ten days prior to the Annual Meeting during ordinary business hours at the Company's principal place of business, located at 7970 South Kyrene Road, Tempe, Arizona 85284.

All stockholders are cordially invited to attend the Annual Meeting. However, to assure your representation at the Annual Meeting, you are urged to complete, sign, date and return the enclosed proxy as promptly as possible. Any stockholder attending the Annual Meeting may vote in person even if he or she has returned a proxy.

By Order of the Board of Directors,

/s/ Robert D. Ferris

Robert D. Ferris  
Chairman of the Board, President and  
Chief Executive Officer

**IMPORTANT**

**IF YOU DO NOT EXPECT TO BE PRESENT AT THE ANNUAL MEETING AND WISH YOUR SHARES OF COMMON STOCK BE VOTED, YOU ARE REQUESTED TO SIGN AND RETURN BY MAIL THE ENCLOSED PROXY WHICH IS BEING SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS. MAILING INSTRUCTIONS ARE INCLUDED AT THE BOTTOM OF SUCH PROXY..**

**VIRTRA SYSTEMS, INC.**  
7970 South Kyrene Road  
Tempe, Arizona 85284

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**PROXY STATEMENT  
FOR ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON APRIL 30, 2013**

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This Proxy Statement and the accompanying proxy are being furnished in connection with the solicitation of proxies by and on behalf of the Board of Directors of VirTra Systems, Inc. (the "Company" or "VirTra"), for use at the Annual Meeting of the Stockholders, and at any adjournment or postponement thereof (the "Annual Meeting"). The Annual Meeting will be held at the VirTra offices located at 7970 South Kyrene Road, Tempe, Arizona 85284, on April 30, 2013 at 1:00 p.m. MST.

**VOTING AT THE ANNUAL MEETING OR BY PROXY**

Stockholders of record at the close of business on March 22, 2013 (the "Record Date") are entitled to notice of and to vote at the Annual Meeting, and at any adjournment or postponement thereof. At the Record Date, 158,612,776 shares of the Company's common stock, \$0.005 par value per share ("Common Stock") were issued and outstanding. Each holder of record of Common Stock is entitled to cast one vote per share. The presence, in person, or by proxy, of the holders of a majority of the outstanding shares of Common Stock entitled to vote at the Annual Meeting is necessary to constitute a quorum for the conduct of business at the Annual Meeting.

Matthew D. Burlend, in his capacity as Secretary of the Company, has been appointed by the Board of Directors of the Company to tabulate the number of shares represented, receive proxies and ballots, tabulate the vote and serve as Inspector of Elections at the Annual Meeting.

All shares of Common Stock represented by properly dated and executed proxies received prior to or at the Annual Meeting and not revoked will be voted in accordance with the instructions indicated in such proxies. If no such instructions are indicated, such shares will be voted "FOR" each of the candidates nominated to serve as directors listed herein and in the discretion of the Board of Directors for any other business properly brought before the Annual Meeting. Any stockholder may revoke his or her proxy at any time prior to its use by filing with the Inspectors of Elections of the Company written revocation of his or her proxy, giving a duly executed proxy bearing a later date or voting in person at the Annual Meeting. Attendance by a stockholder at the Annual Meeting will not in itself revoke his or her proxy.

The Company will pay any costs incurred in connection with the solicitation of proxies by the Board of Directors. The Company does not intend to engage an outside proxy solicitation firm, and directors, officers and employees of the Company will not receive additional compensation for solicitation of proxies.

## BUSINESS TO BE CONDUCTED AT THE ANNUAL MEETING

### *Item 1. Election of Directors*

At the Annual Meeting, directors will be elected to hold office until the next Annual Meeting of stockholders or until their successors are duly elected and qualified. The Company's Bylaws provide that the number of directors shall from time to time be fixed exclusively by the Board of Directors by a resolution adopted by a majority of the Board of Directors serving at the time of the vote. In accordance with such procedure, the Board of Directors has fixed the number of directors at three (3). Each of the nominees for director identified below is currently one of our directors. If any of the nominees should be unavailable to serve, which is not now anticipated, the proxies solicited hereby will be voted for such other persons as shall be designated by the current Board of Directors.

Unless authority is withheld, it is intended that all shares of Common Stock represented by proxies in the form accompanying this Proxy Statement will be voted in favor of the three (3) nominees named below.

The Company's Bylaws provide that a quorum shall be the attendance, in person or by proxy, of the holders of a majority of the shares entitled to vote at the annual meeting. Once a quorum is present, the election of directors requires a plurality of the votes cast, and votes may be cast in favor of the nominees or withheld. A plurality means that the nominee receiving the most votes for election to a director position is elected to that position. For the proposal to elect directors, abstentions will not affect the outcome of such vote, because abstentions are not treated as votes cast.

**The Board of Directors recommends a vote "FOR" the selection of Mr. Ferris, Mr. Burlend and Mr. Brown for election to the Board of Directors.**

Certain information with respect to each nominee is set forth below:

**ROBERT D. FERRIS**, age 41, has served as Chairman of the Board, President and Chief Executive Officer of VirTra Systems since 2008. Under his leadership, VirTra has created many of the world's most innovative and effective simulator products such as the V-300™, Threat-Fire™, multi-screen video simulation and the V-Range™. Mr. Ferris supervises VirTra's sales efforts and works directly on major opportunities for VirTra. Previously Mr. Ferris founded Ferris Productions, Inc. in 1993 and served as CEO / President of the company until its acquisition in 2001 by GameCom, Inc. which then became VirTra Systems. He has been awarded United States Patents in the field of simulation, spoken at various tradeshows, and developed simulation products highlighted in magazine publications such as TIME, WIRED and Popular Science. Mr. Ferris attended the US Air Force Academy with a major in Management and is a graduate of the University of Arizona with a degree in Systems Engineering.

**MATTHEW D. BURLEND**, age 39, has served as a member of the Board of Directors since 2008 and Chief Operating Officer of VirTra Systems since 2011. Mr. Burlend is currently responsible for most of the day-to-day operations of the company including: hardware development, simulator order fulfillment and installation, customer service and administration. Mr. Burlend has contributed significantly to the design, production and support of VirTra's most successful and innovative products, such as the V-300™, the Threat-fire™ and advanced recoil kits. Prior to this, Mr. Burlend served as a Machine Design Engineer with Panduit Corporation, a

designer of automated production equipment, from 1996 until 1999. Mr. Burlend graduated from Olivet Nazarene University with a degree in Mechanical Engineering.

**JEFFREY D. BROWN**, age 50, has served as a member of the Board of Directors for VirTra Systems since 2011. For the past eight years, Mr. Brown has been an independent CPA and financial planning service provider, performing financial services for a wide range of companies. Previous to this, Mr. Brown served as Chief Financial Officer and Controller for Gold Canyon Candles from 2002-2004 during which time the company grew from \$8 million in annual gross revenue to \$55 million in annual gross revenue. Mr. Brown started his career with Ernst & Young, from 1990 through 1994, and performed auditing work on organizations with annual revenue in excess of \$100 million. Mr. Brown received a Bachelor of Science in Accounting in 1990 from California State University, San Bernardino and he received his CPA designation in February 1993.

***Item 2. Other Business***

As of the date of this Proxy Statement, the Board of Directors does not intend to present any matter for action at the Annual Meeting other than as set forth in this Notice and Proxy Statement for the Annual Meeting. If any other matters properly come before the Annual Meeting, it is intended that the holders of the proxies will act in accordance with their best judgment.

By Order of the Board of Directors,

/s/ Robert D. Ferris

Robert D. Ferris  
Chairman of the Board, President and  
Chief Executive Officer