

FORCE PROTECTION INC
Form 8-K
July 24, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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 21, 2009**

FORCE PROTECTION, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

001-33253
(Commission
File Number)

84-1383888
(IRS Employer
Identification No.)

9801 Highway 78, Building No. 1, Ladson, SC
(Address of principal executive offices)

29456
(Zip Code)

Registrant's telephone number, including area code: **(843) 574-7000**

(Former name or former address, if changed since last report)

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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))
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Item 1.01. Entry Into A Material Definitive Agreement.

On July 21, 2009, Force Protection, Inc. (Force Protection) was awarded through its wholly-owned subsidiary, Force Protection Industries, Inc., a contract modification under its contract M67854-07-D-5031 with the U.S. Marine Corps Systems Command for the provision of additional independent suspension upgrade kits on approximately 545 Cougar vehicles. The total consideration under this contract modification is approximately \$56.3 million. The contract modification is subject to definitization. The award was made pursuant to a contract between Force Protection Industries, Inc. and U.S. Marine Corps dated January 25, 2007 for the testing, production and sustainability for its MRAP vehicle program.

Item 8.01. Other Events.

On July 24, 2009, Force Protection issued a press release announcing the July 21, 2009 contract modification from the U.S. Marine Corps Systems Command. A copy of the press release issued on July 24, 2009 is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

This Current Report on Form 8-K contains forward looking statements that are not historical facts, including statements about our beliefs and expectations. These statements are based on beliefs and assumptions of Force Protection's management, and on information currently available to management. These forward looking statements include, among other things: the growth and demand for Force Protection's vehicles, including the Cougar vehicle; the rate at which Force Protection will be able to produce these vehicles and products; the performance, readiness and increased mobility of these vehicles; and Force Protection's expected financial and operating results, including its revenues and cash flow, for future periods. Forward-looking statements speak only as of the date they are made, and Force Protection undertakes no obligation to update any of them publicly in light of new information or future events. A number of important factors could cause actual results to differ materially from those contained in any forward-looking statements. Examples of these factors include, but are not limited to, ability to effectively manage the risks in Force Protection's business; the ability to develop new technologies and products and the acceptance of these technologies and products; the ability to obtain and complete new orders for its vehicles and products; Force Protection's ability to identify and remedy its internal control weaknesses and deficiencies, and other risk factors and cautionary statements listed in Force Protection's periodic reports filed with the Securities and Exchange Commission, including the risks set forth in Force Protection's Annual Report on Form 10-K for the year ended December 31, 2008, as updated in the Quarterly Report on Form 10-Q for the period ended March 31, 2009.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit | Description |
|----------------|--|
| 99.1 | Press Release entitled Force Protection, Inc. Awarded \$56.3 Million for Additional Cougar Independent Suspension Upgrade Kits |

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.

Force Protection, Inc.
(Registrant)

Date: July 24, 2009

/s/ Lenna Ruth Macdonald
(Signature)

Name: Lenna Ruth Macdonald
Title: Chief Strategy Officer, General Counsel and Secretary

EXHIBIT LIST

| Exhibit | Description |
|----------------|--|
| 99.1 | Press Release entitled Force Protection, Inc. Awarded \$56.3 Million for Additional Cougar Independent Suspension Upgrade Kits |