

FORWARD INDUSTRIES INC
 Form DEF 14A
 March 19, 2004

**SCHEDULE 14A
 Information Required in Proxy Statement**

SCHEDULE 14A INFORMATION
 Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant
 Filed by a Party other than the Registrant

Check the appropriate box: Confidential, For Use of the Commission
 Only (as permitted by Rule 14A-6(e)(2))
 Preliminary Proxy Statement
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to § 240.14a-12

Forward Industries, Inc.	
(Name of Registrant as Specified In Its Charter)	
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)	
Payment of Filing Fee (Check the appropriate box):	
<input checked="" type="checkbox"/> No fee required.	
<input type="checkbox"/> Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.	
	1) Title of each class of securities to which transaction applies:
	2) Aggregate number of securities to which transaction applies:
	3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11: ¹
	4) Proposed maximum aggregate value of transaction:
	5) Total fee paid:
	¹ Set forth the amount on which the filing fee is calculated and state how it was determined.
<input type="checkbox"/> Fee paid previously with preliminary materials.	
<input type="checkbox"/> Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.	
	1) Amount Previously Paid:
	2) Form, Schedule or Registration Statement No.:
	3) Filing Party:
	4) Date Filed:

March 19, 2004

To Our Shareholders:

Fiscal 2003 was a year of significant accomplishments for our Company. We solidified our customer relationships in the blood glucose monitoring market, we grew our revenues and earnings and we maintained discipline in our operating costs. While our earnings continue to benefit from our tax assets, our ability to effectively manage our costs enabled us to achieve a 69% growth in our earnings leveraged by a 15% growth in our sales. This letter provides an overview of our fiscal 2003 successes, developments, and financial highlights, as well as some insights as to how we plan to build on our successes and address our challenges during fiscal 2004.

Medical Carrying Cases

Cases for blood glucose monitoring kits, our most rapidly growing product line, performed extremely well during fiscal 2003. Compared to fiscal 2002, sales of these products grew 44% and represented 50% of our overall net sales in fiscal 2003. We expect to continue to experience strong demand for these products from our OEM customers (Abbott Labs, Bayer, Lifescan, TheraSense and Roche) during fiscal 2004.

Cellular Phone Products

Sales of our cellular phone products such as cases for handsets and camera attachments, plastic belt clips, hand straps, decorative faceplates, and other decorative attachments declined 7% during fiscal 2003 from the prior year, primarily as a result of lower sales under our Motorola license agreement, which we believe was largely due to market timing factors rather than execution issues. On the other hand, by the end of fiscal 2003 we had commenced shipments of pouches and carrying straps to Nokia and we expect these sales to continue through fiscal 2004.

Other Markets

Our other current product lines include camera bags, sporting goods cases and other carrying solutions that are sold on a made-to-order basis. Sales of these items increased 8% in fiscal 2003 over the prior year and represented 13% of our overall sales. We anticipate steady growth of these products as we continue to explore other niche product lines.

Strong Operating Results and Financial Position

For the fiscal year ended September 30, 2003, our net sales increased 15% from the prior year to \$18.9 million, while operating income rose 74% to \$1.1 million. Net income grew 69% to \$1.4 million or \$.24 per diluted share. Our net income benefited from the application of tax assets in fiscal 2003 and we believe that earnings will be similarly benefited in fiscal 2004.

Our financial position remains strong. At September 30, 2003, we had cash of \$2.1 million, working capital of \$4.7 million, no borrowings outstanding under our lines of credit and no long-term debt. We believe our balance sheet forms a solid foundation to support our growth strategies.

Outlook

In the medical case market, we believe that the approximately 16 million known diabetics in the U.S. and 175 million worldwide are underserved by blood glucose monitors. We also believe that advances in the technology and increasing convenience of use will drive increased demand for these monitors. Accordingly, we expect that demand for the carrying cases that we supply will remain strong. We believe that we are well positioned to benefit from our customer relationships and experience in this market. During the first quarter of fiscal 2004, two of our large customers, Abbott Laboratories and TheraSense, announced that they had agreed to a business combination. While the details of the transaction have not been fully disclosed and it is premature to speculate on the effects this will have on our sales and customer relationships, we are hopeful the overall outcome will be positive.

In the cellular phone market OEMs foresee a strong year ahead in wireless communications products in view of the introduction of new handsets that work with new wireless standards that are being brought to market and the introduction of new cell phone handsets with greater functionality. We anticipate that this will benefit sales under our Motorola license agreement. In addition, our indications are that we will be supplying Nokia with products on a continuing basis during fiscal 2004. We expect these developments will positively impact the sales of our cellular phone carrying case products in fiscal 2004. Our license agreement with Motorola is due to expire at the end of the fiscal year. We are in communication with Motorola and hope to be able to announce progress toward the extension of the license or entry into a new agreement as the year progresses.

In other markets, we plan to leverage our expertise in supplying OEMs and actively seek to establish relationships within the handheld digital electronics sector. We are actively pursuing a new, larger market opportunity - portable digital devices such as laptop computers, tablet PC's and digital cameras. Our strategy is to position ourselves with the OEMs of these products in the same manner as we do with OEMs in the medical and cellular phone product markets. We believe that our experience in those markets establishes a firm basis for this strategy. In October 2003, we hired a new sales executive with 18 years experience in the computer marketplace to spearhead this initiative.

We remain enthusiastic about our Company's business prospects. As a reflection of our positive outlook, our Board of Directors increased the number of shares authorized for repurchase under our previously announced buyback program from 400,000 shares to 486,200 shares. To date we have repurchased 66,200 shares leaving 420,000 shares available for repurchase as market conditions permit.

In addition to pursuing new markets in fiscal 2004, we are focused on growing our existing markets by offering more products to our existing customers, as well as forming new customer relationships. Based on these initiatives, our premier customer base, and the opportunities in the markets we presently serve, our outlook for our Company is very positive.

We invite you to review the accompanying Annual Report on Form 10-KSB for the fiscal year ended September 30, 2003 and the proxy materials relating to our annual meeting for Fiscal 2003. We urge you to attend our annual meeting, which is being held on April 21, 2004, and to complete the accompanying proxy card and vote your shares even if you are unable to attend the meeting.

On behalf of the Board of Directors, management and employees, we thank you for your support and look forward to keeping you apprised of our progress.

Sincerely,

Jerome E. Ball
Chairman and CEO

Michael Schiffman
President and COO

FORWARD INDUSTRIES, INC.
1801 Green Road
Suite E
Pompano Beach, Florida 33064

NOTICE OF ANNUAL SHAREHOLDERS' MEETING

To the Shareholders of Forward Industries, Inc., 1801 Green Road, Suite E, Pompano Beach, Florida 33064:

Notice is hereby given that the Annual Shareholders' Meeting of Forward Industries, Inc. for the fiscal year ended September 30, 2003 (the "Annual Meeting") will be held on Wednesday, April 21, 2004, at 11:00 A.M., Eastern Daylight Time, at the executive offices of Forward, 1801 Green Road, Suite E, Pompano Beach, Florida 33064, for the following purposes:

1. To elect a Board of Directors for the current year.
2. To ratify the re-appointment of Ernst & Young LLP as our independent accountants for the fiscal year ending September 30, 2004.
3. To transact such other business as may properly come before the Annual Meeting.

All shareholders are invited to attend the Annual Meeting. Only shareholders of record at the close of business on March 5, 2004, the record date fixed by the Board of Directors, are entitled to notice of and to vote at the Annual Meeting. A complete list of shareholders entitled to notice of and vote at the Annual Meeting will be open to examination by shareholders beginning ten days prior to the Annual Meeting for any purpose germane to the Annual Meeting during normal business hours at the office of the Secretary of Forward Industries, 1801 Green Road, Suite E, Pompano Beach, Florida 33064.

Whether or not you intend to be present at the Annual Meeting, please sign and date the enclosed proxy and return it in the enclosed envelope.

By Order of the Board of Directors

Stephen Schiffman

Secretary

Pompano Beach, Florida
March 19, 2004

PLEASE SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD PROMPTLY. THE PROXY IS REVOCABLE AND IT WILL NOT BE USED IF YOU: (1) GIVE WRITTEN NOTICE OF REVOCATION TO THE SECRETARY OF FORWARD INDUSTRIES, 1801 GREEN ROAD, SUITE E, POMPANO BEACH, FLORIDA 33064, PRIOR TO THE VOTE TO BE TAKEN AT THE ANNUAL MEETING; (2) FILE A LATER-DATED PROXY PRIOR TO SUCH VOTE; OR (3) ATTEND AND VOTE AT THE ANNUAL MEETING.

FORWARD INDUSTRIES, INC.
1801 Green Road
Suite E
Pompano Beach, Florida 33064

(954) 419-9544

PROXY STATEMENT

The accompanying proxy is solicited by the Board of Directors of Forward Industries, Inc., a New York corporation, for use in connection with our Annual Meeting of Shareholders for the fiscal year ended September 30, 2003 (the "Annual Meeting"), to be held Wednesday, April 21, 2004, at 11:00 A.M., Eastern Daylight Time, at our executive offices, 1801 Green Road, Suite E, Pompano Beach, Florida 33064, and any postponement or adjournment thereof.

This Proxy Statement and related proxy documents were first mailed to shareholders on or about March 19, 2004, to each holder of record of Forward Industries' common stock, par value \$.01 per share (the "Common Stock"), at the close of business on March 5, 2004, the record date for the Annual Meeting.

VOTING SECURITIES AND PROXIES

Vote Required; Voting Securities

The Board of Directors has fixed March 5, 2004, as the record date for voting at the Annual Meeting, and only shareholders of record as of the close of business on that date are entitled to notice of and to vote at the Annual Meeting and any postponement or adjournment thereof. At the close of business on March 5, 2004, 6,101,741 shares of Common Stock were outstanding and eligible for voting at the Annual Meeting. Each shareholder of record on the record date is entitled to one vote for each share of Common Stock held on each matter to be voted on at the Annual Meeting.

The quorum necessary to conduct any business at the Annual Meeting consists of a majority of the outstanding shares of our Common Stock, present in person or represented by proxy at the Annual Meeting. The approval by a plurality of the votes in respect of the outstanding shares of Common Stock present in person or represented by proxy at the Annual Meeting is required for election of the nominees for directors; cumulative voting is not permitted. For all other matters, the affirmative vote of the majority of the outstanding shares of Common Stock present in person or represented by proxy at the Annual Meeting is required for the adoption of such matters.

Proxies

The persons named in the accompanying proxy intend to vote for the election as director of each of the nominees listed herein. Each nominee has consented to serve if elected. The Board of Directors has no reason to believe that any nominee will not serve if elected, but if any of them should become unavailable to serve as a director, and if the Board of Directors designates a substitute nominee or nominees, the persons named herein as proxies will vote for the substitute nominee or nominees designated by the Board of Directors. We know of no reason why this would occur.

The form of proxy solicited by our Board of Directors affords shareholders the ability to specify a choice among approval of, disapproval of (or withholding authority to vote, in the case of election of directors), or abstention with

respect to each matter to be acted upon at the Annual Meeting. Shares of Common Stock represented by each proxy will be voted in accordance with the instructions contained therein, except as to matters with respect to which authority to vote is specifically withheld. Where the solicited shareholder indicates a choice on the form of proxy with respect to any matter to be acted upon, the shares will be voted as specified. Abstentions and broker non votes are counted as present for purposes of determining whether the quorum requirement is satisfied. Abstentions and broker non-votes will not have the effect of votes in opposition to a director or "against" any other proposal to be considered at the Annual Meeting.

All shares of Common Stock represented by properly executed proxies that are returned and not revoked will be voted in accordance with the instructions, if any, given therein. If no instructions are provided in a proxy, the shares of Common Stock represented by such proxy will be voted **FOR** the Board of Directors' nominees for director, **FOR** the ratification of the re-appointment of Ernst & Young LLP and in accordance with the proxy-holder's best judgment as to any other matters properly raised at the Annual Meeting as to which we have not received notice at least 45 days before this proxy statement was first mailed to shareholders.

We will bear the cost of solicitation of proxies. In addition to the solicitation of proxies by mail, certain of our officers, consultants and employees, without extra remuneration, may also solicit proxies personally by facsimile and by telephone. In addition to mailing copies of this material to shareholders, we may request persons, and reimburse them for their expenses in connection therewith, who hold Common Stock in their names or custody or in the names of nominees for others to forward such material to those persons for whom they hold Common Stock and to request their authority for execution of the proxies.

Revocation of Proxies

A shareholder who has given a proxy may revoke it at any time if, prior to its exercise at the Annual Meeting, such shareholder has: delivered (by mail or otherwise) written notice of such revocation to our Secretary at the address appearing at the top of page one of this Proxy Statement; executed and delivered to Forward at such address a duly and validly completed, later dated proxy reflecting contrary instructions; or appeared at the Annual Meeting and taken appropriate steps to vote in person.

No Dissenter's Rights

Under New York law, shareholders are not entitled to dissenter's rights of appraisal with respect to the election of directors or the proposal to ratify the re-appointment of Ernst & Young LLP as independent accountants for the fiscal year ending September 30, 2004.

Remainder of Page Intentionally Left Blank

PROPOSAL 1
ELECTION OF DIRECTORS

Under our By-laws, the number of directors serving on our Board may not be more than seven or fewer than three and is set by a resolution adopted by a majority of the entire Board of Directors. The number of directors is currently fixed at five, which is the number of directors to be elected at the Annual Meeting to constitute the Board of Directors. The directors are to be elected to hold office for a period of one year, and in any event until a successor has been elected and qualified. It is intended that the accompanying proxy will be voted in favor of each and all of the following persons to serve as directors, unless the shareholder indicates to the contrary on the proxy.

Nominees for Election as Directors

Edgar Filing: FORWARD INDUSTRIES INC - Form DEF 14A

For election to the Board of Directors for one-year terms, the Board of Directors has nominated the following individuals, each of whom is a current director:

<u>Name</u>	<u>Age</u>	<u>Principal Occupation</u>
Jerome E. Ball	68	Director since 1998; Chief Executive Officer of Forward since October 1998 and Chairman of the Board since April 1999; Chairman and Chief Executive Officer of George Arzt Communications, a public relations firm, from 1996 to October 1998.
Bruce Galloway (a)	46	Director since April 2002; Managing Director of Burnham Securities since 1993; Chairman of Datametrics, a manufacturer of ruggedized computer equipment, since August 2000; Chairman of International Microcomputer Software Inc., a software development company, since August 2001.
Edwin A. Levy (b)	67	Director since April 2003; Chairman, founder and principal of Levy, Harkins & Co., a New York City investment advisory firm; General Partner in Gracy Fund, a private investment partnership; Director of Coastcast Corporation, a publicly held golf club head manufacturer, since 1994; Director of Traffix, a publicly held online database direct marketing company, since 1995; Director of Bear, Stearns Financial Products, a wholly owned subsidiary of the Bear, Stearns Companies, since 1997; Director of World Point Terminals, a maritime port facilities provider of liquid bulk storage, since 1998.
Norman Ricken (c)	67	Director since March 2000; During the past five years Mr. Ricken has served as an independent consultant; between 1971 and his retirement in 1989, Mr. Ricken held senior positions at Toys R Us Inc., including Chief Financial Officer, President and Chief Operating Officer.
Michael Schiffman (d)	39	Director since 1992; President and Chief Operating Officer of Forward since June 1998; Executive Vice President of Forward from 1992 to 1998.
(a)		Member of the Audit Committee and member of the Compensation Committee
(b)		Member of the Compensation Committee.
(c)		Chairman of the Audit Committee and Chairman of the Compensation Committee.
(d)		Michael Schiffman is the brother of Steven Schiffman, our corporate Secretary.

Each of the directors is being nominated for re-election. See "Certain Relationships and Related Party Transactions."

Shareholder Vote Required

To be elected, a nominee for director requires a plurality of the votes of the shares of Common Stock present in person or represented by proxy at the Annual Meeting and entitled to vote for the election of directors. If elected, each director holds office until the next annual meeting of shareholders and until his successor has been duly elected and qualified.

The Board of Directors Recommends a Vote FOR Election to the Board of Directors of Each of the Nominees.

MANAGEMENT INFORMATION

Committees of the Board; Board Meetings

To assist it in the discharge of its responsibilities, the Board of Directors has established a standing Audit Committee and a standing Compensation Committee, the members and principal responsibilities of each of which are set forth below. The Board of Directors does not have a nominating committee or a stock option committee, the functions of which are performed by the Board as a whole. The Board of Directors met or acted by unanimous written consent on six occasions during the fiscal year ended September 30, 2003. All directors attended all of the meetings held by the Board and all of the meetings of the committees of which they are members except for Messrs. Kuhr and Galloway who each missed a meeting of the audit committee.

The current members of the Audit Committee are Norman Ricken, who is Chairman of the Audit Committee, and Bruce Galloway and Jeffrey Kuhr. Our Board of Directors has determined, after considering all the relevant facts and circumstances, that each such director is independent, as defined by the National Association of Securities Dealers' ("NASD") listing standards. The Audit Committee held four meetings during the fiscal year ended September 30, 2003. The functions performed by the Audit Committee include approval of the independent auditors to be retained by Forward; approval before they are rendered of the services to be performed by the independent auditors; meeting with Forward's independent auditors at least annually to review the scope and results of the annual audit; receiving and considering the auditors comments as to internal controls, accounting function, management performance, and procedures performed and results obtained in connection with the audit; and periodically reviewing and approving major accounting policies and significant internal controls; as well as reviewing the independence of the independent auditors and its fees.

The Audit Committee is governed by a written charter approved by the Board of Directors. In March 2004, the Board of Directors adopted an Amended and Restated Audit Committee Charter, which became effective upon adoption. A copy of the Amended and Restated Audit Committee Charter is attached to this Proxy Statement as Appendix 1. See our Annual Report on Form 10-KSB for the fiscal year ended September 30, 2003, a copy of which is enclosed with these proxy materials, for information relating to Norman Ricken, the director designated as our Audit Committee Financial Expert.

The current members of the Compensation Committee are Norman Ricken, who is Chairman of the Committee, and Messrs. Galloway and Kuhr. The Committee met twice during the last fiscal year and all members were present. The purpose of the Compensation Committee is to establish and implement compensation policies and programs for our executives. See "Employment Agreements."

It is anticipated that, if elected at the Annual Meeting, the Board of Directors will re-nominate Messrs. Ricken and Galloway, and both will be reappointed as members of the Audit Committee and the Compensation Committee. It is anticipated that, if elected at the Annual Meeting, Mr. Edwin A. Levy, who has been determined by the Board of Directors to be independent as defined by the NASD's listing standards, will be re-nominated to serve on the Compensation Committee and nominated to serve on the Audit Committee, replacing Mr. Jeffrey Kuhr, who declined to stand for re-election.

All of the directors, except Mr. Levy who was then a nominee for election, attended the Annual Meeting of Shareholders in April 2003. While the Company encourages the attendance of its directors at the Annual Meeting of Shareholders, it does not mandate such attendance.

Nominations

As noted above, Forward does not currently maintain a separate, standing nominating committee to propose candidates for election to the Board of Directors. The Board of Directors, a majority of whom are independent, has until now performed this function without a written charter and without a formal process for identifying and evaluating director nominees, nor has it set minimum qualifications for serving as a director. The Board of Directors is of the belief that its views and assessments establish an adequate, balanced and appropriate basis for the evaluation and review of potential candidates for election to the Board and that it will apply appropriate criteria in assessing the merits, experience and judgment of such candidates. The Board of Directors will consider director candidates nominated by security holders who communicate information regarding such candidates and the relevant qualifications thereof to Forward's Secretary.

Consistent with recent amendments to the NASD's listing standards, the Board of Directors intends during the current fiscal year to establish a nominating committee for the purpose of the identification, evaluation, review and selection of potential candidates for election to the Board of Directors and to adopt a charter for such committee at the time of the establishment thereof.

Code of Ethics

In November 2003, Forward adopted a Code of Ethics and Business Conduct that applies to all officers, directors and employees regarding their obligations in the conduct of Company affairs.

Communications with the Board

The Board of Directors entertains communications from security holders. Communications should be sent to the Board of Directors or the individual chairperson of standing Board committees by writing to those individuals at the address set forth at the first page of this Proxy Statement. The Company's general policy is to forward, and not intentionally screen, any mail received at our corporate office that is sent directly to an individual unless we believe the communication may pose a security risk.

Executive Officers

The following table sets forth certain information with respect to each person who is currently an executive officer of Forward and is based on our records and information furnished to us by such persons.

<u>Name</u>	<u>Age</u>	<u>Position with Forward</u>	<u>Held Office Since</u>
Jerome E. Ball.....	68	Chief Executive Officer and Chairman of the Board	1998
Michael Schiffman.....	39	President, Chief Operating Officer and Director	1998
Lawrence Mannes.....	67	Executive Vice President	2000
Douglas W. Sabra.....	45	Chief Financial Officer and Vice President	2000
Steven Schiffman.....	36	Secretary	1996

JEROME E. BALL became Chief Executive Officer and Vice Chairman of the Board effective October 1998 and became Chairman of the Board in April 1999. Before joining Forward, from 1996 until October 1998, Mr. Ball served as Chairman and Chief Executive Officer of George Arzt Communications, a full service public relations firm. Prior to that time, Mr. Ball had been president of Balson-Hercules Group, a textile manufacturing company, which was sold to a Canadian Stock Exchange listed company, Consoltex Group, Inc., Ltd., where he served until 1996.

MICHAEL SCHIFFMAN has been employed by Forward in various capacities since 1985 and became a director in April 1992. Mr. Schiffman was employed as a salesman for our advertising specialties products in 1985. He became marketing manager for such products in 1987 and, following the acquisition of the custom carrying case business in 1989, was appointed General Manager of that division. From 1995 through June 1998, Mr. Schiffman was assigned to our Hong Kong operations. Executive Vice-President from 1992 to 1998, Mr. Schiffman was appointed our President and Chief Operating Officer in June 1998. Michael Schiffman is the brother of Stephen Schiffman, our corporate secretary.

LAWRENCE E. MANNES became Executive Vice President of Forward in August 2000. Prior to joining Forward, Mr. Mannes spent 25 years as the Controller of the Balson-Hercules Group, a textile manufacturing company that was sold to a Canadian Stock Exchange listed company, Consoltex Group, Inc., Ltd., where he served until 1998. Mr. Mannes was awarded a Bachelors Degree in accounting from Bryant College. He is the father-in-law of Douglas W. Sabra.

DOUGLAS W. SABRA became Vice President and Chief Financial Officer of Forward in September 2000. Prior to joining Forward, Mr. Sabra was a Controller for Tyco Submarine Systems (now Tycom Ltd.), where he worked from 1998 to June 2000. Mr. Sabra retired from the Coast Guard in 1998 after 22 years of service where he held a variety of financial management positions. Mr. Sabra received an MBA from the University of South Florida and a Bachelors Degree in accounting from Florida International University. He is the son-in-law of Mr. Mannes.

STEPHEN SCHIFFMAN has been employed by Forward in various capacities for more than the past five years. Beginning in 1990, Mr. Schiffman was employed in the production department, followed by a move to the Purchasing Department and Inventory Control in the Forward Division. Subsequently, Mr. Schiffman moved to the Marketing Department of the Koszegi division in 1995. Mr. Schiffman was appointed Secretary of Forward in 1996. Stephen Schiffman is the brother of Michael Schiffman.

Pursuant to their respective employment agreements: Jerome E. Ball is employed as Chairman and Chief Executive Officer, Michael Schiffman is employed as President and Chief Operating Officer and Douglas W. Sabra is employed as Vice President and Chief Financial Officer. See "Employment Agreements."

Reference is made to "Security Ownership of Certain Beneficial Owners and Management" for information pertaining to stock ownership by each director, director nominee and executive officer.

Summary of Compensation in Fiscal 2003, 2002 and 2001

The following "Summary Compensation Table" sets forth certain summary information regarding all cash and non-cash compensation paid by Forward during each of the fiscal years ended September 30, 2003 ("Fiscal 2003"), 2002 ("Fiscal 2002") and 2001 ("Fiscal 2001") to each of its executive officers earning more than \$100,000. For further information concerning compensation arrangements with the executive officers named below, see "-Employment Agreements."

SUMMARY COMPENSATION TABLE

<u>Name and Principal Position</u>	<u>Year</u>	<u>Annual Compensation</u>			<u>Long Term Compensation</u>			
		<u>Salary</u>	<u>Bonus</u>	<u>Other Annual Comp. \$</u>	<u>Awards</u>			<u>All Other Comp (\$)</u>
					<u>Restricted Stock Awards (\$)</u>	<u>Securities Underlying Options</u>	<u>Payouts LTIP Payouts (\$)</u>	
Jerome E. Ball								
Chairman and	2003	\$219,700	\$115,000	--	--	--	--	\$15,810
Chief Executive	2002	\$155,333	\$18,500	--	--	--	--	\$63,240
Officer (a)	2001	\$172,080	--	--	--	250,000 shares	--	\$47,430
Michael Schiffman								
President and	2003	\$310,000	\$115,000	--	--	--	--	--

Edgar Filing: FORWARD INDUSTRIES INC - Form DEF 14A

Chief Operating Officer	2002	\$290,000	\$18,500	--	--	--	--	--
	2001	\$282,500	--	--	--	850,000 shares	--	--

Douglas W. Sabra

Vice President and Chief Financial Officer	2003	\$123,500	\$58,000	--	--	--	--	--
	2002	\$116,667	\$10,000	--	--	--	--	--
	2001	\$115,000	--	--	--	75,000 shares	--	--

(a) For Mr. Ball, "All Other Compensation" represents rent paid by us on Mr. Ball's behalf with respect to an apartment in New York. Effective January 1, 2003, Mr. Ball agreed to assume all obligations with respect to the apartment and his salary was adjusted commensurate with that agreement. See "Employment Agreements."

During Fiscal 2002, each of the above-named executive officers voluntarily agreed to forego a portion of his salary for the fourteen-month period August 2002 through September 2003. The Compensation Committee of our Board of Directors agreed that such foregone salary amounts would be restored to those executives if we achieved certain Fiscal 2003 profitability levels. As a result, Fiscal 2002 salaries were reduced by an aggregate of \$6,666 for Mr. Ball, \$10,000 for Mr. Schiffman and \$3,333 for Mr. Sabra, and the total amounts subject to forfeiture by such executive officers during such fourteen-month period were \$46,667 for Mr. Ball, \$70,000 for Mr. Schiffman and \$23,333 for Mr. Sabra. Based on the results of operations achieved by the Company in Fiscal 2003, the Compensation Committee agreed that those amounts would be restored to the executives, which amounts are reflected in the above table as salary in Fiscal 2003.

Option Grants in Fiscal 2003

In December 1996, our Board of Directors adopted the 1996 Stock Incentive Plan, pursuant to which up to four million (4,000,000) shares of our Common Stock may be issued to our executive officers, employees and non-employee directors and consultants upon the exercise of incentive stock options and nonqualified stock options. The exercise price of the incentive options may not be less than the fair market value of the Common Stock at the date the option is granted. The Compensation Committee of our Board of Directors establishes the exercise price of the nonqualified options. Options generally vest evenly over three years and expire ten years after the date of grant, provided that, if the option holder's employment, consulting or other relationship with the Company terminates, generally the option must be exercised within 90 days of such termination.

No options to purchase our Common Stock or stock appreciation rights (SARs) were granted to the executive officers named in the Summary Compensation Table in Fiscal 2003.

Stock Options Held at September 30, 2003

The following table indicates the total number of exercisable and unexercisable stock options to purchase Common Stock held by each executive officer named in the Summary Compensation Table as of September 30, 2003. No options to purchase Common Stock were exercised by such named executive officers during Fiscal 2003 and no SARs were outstanding during Fiscal 2003. The closing price of our Common Stock at September 30, 2003 was \$2.38, as reported by Nasdaq.

Aggregated Option Exercises in Last Fiscal Year and Fiscal Year-End Option Values				
Name	Shares Acquired On Exercise	Value Realized	Number Of Unexercised Securities Underlying Options at FY-End Exercisable / Unexercisable	Value of Unexercised In-The-Money Options/SARS at FY End- Exercisable / Unexercisable
Jerome E. Ball	0	0	250,000 / 250,000	\$157,500 / \$95,000
Michael Schiffman	0	0	650,000 / 400,000	\$346,000 / \$0
Douglas W. Sabra	0	0	15,000 / 75,000	\$13,200 / \$28,500

Compensation of Directors

Prior to April 2003, it was our policy to pay our non-employee directors \$500 for each meeting attended of the Board of Directors or a committee thereof. The chairperson of each subcommittee received an additional \$250 for each subcommittee meeting. We also reimbursed directors for their travel expenses incurred for attendance at such meetings. During Fiscal 2002, Messrs. Ricken, Kuhr and Galloway, received an aggregate of \$3,300, \$2,000 and \$1,250, respectively, for attendance at meetings of the Board of Directors or a committee thereof during Fiscal 2002.

In Fiscal 2003, our Board of Directors amended its policy relating to compensation of directors. Under the amended policy, each non-employee director now receives an annual stipend of \$10,000, payable in quarterly increments of \$2,500, and the chairman of each subcommittee receives an additional \$1,000 stipend per committee chair. In addition, each non-employee director receives \$1,000 for each board meeting attended, \$500 for each subcommittee meeting attended and is entitled to reimbursement for actual and reasonable travel expenses incurred for attendance at such meetings. During Fiscal 2003, Messrs. Ricken, Kuhr, Galloway and Levy received an aggregate of \$12,500, \$9,250, \$9,500 and \$6,500, respectively, for their services, excluding travel reimbursements. In addition, in Fiscal 2003, each non-employee director was granted options to purchase 10,000 shares of Common Stock at an exercise price of \$2.05 per share, which was above the market price of our Common Stock at the time of the grant. In the event any such director ceases to serve as a director, such options expire 12 months after termination of the director relationship.

Employment Agreements

Effective October 1, 2003, we entered into an employment agreement with each of Jerome E. Ball, Michael M. Schiffman and Douglas W. Sabra in order to secure their services to Forward during the term of the agreements, each of which expires on December 31, 2005. Each agreement provides for successive one-year renewal terms, unless either party provides written notice of its intention not to renew the agreement not later than 60 days prior to the end of the term (or renewal period). If Forward gives such notice, subject to certain conditions, the executive would be entitled to receive six months salary at the rate then in effect as severance. No stock options or other equity compensation is granted to any such executive pursuant to these agreements. These agreements terminate and supersede the agreements to which Forward and each of Messrs. Ball, Schiffman and Sabra were a party that were in force during Fiscal 2003 and which were to expire at various dates thereafter. None of the provisions in the terminated agreements has any continuing effect, except that options to purchase Common Stock (including the accelerated vesting provisions referenced below) granted to each executive pursuant to those terminated agreements, as set forth above under the "Summary Compensation Table", remain in effect according to the original terms thereof. Set forth below is certain additional information that pertains to each executive's employment agreement.

Under his agreement, Mr. Ball is employed as our Chairman and Chief Executive Officer at an annual salary of \$230,000. In addition, Mr. Ball is eligible to receive bonus compensation in each year of the term based on financial incentives and non-financial incentives. The formula that determines the amount of bonus that may be earned under the financial incentive component in each year during the term of the agreement is based on the extent to which, if any, Forward's Pre-Tax Income (as defined in the agreement) exceeds, achieves or fails to exceed the target level for such year, which will be identified at the beginning of each fiscal year by the Compensation Committee of our Board of Directors. Based on this formula, Mr. Ball may earn a maximum of approximately \$141,000 (if Pre-Tax Income exceeds the target level by 20%) and a minimum of zero (if Pre-Tax Income fails to achieve the target level by 10% or more), all on a sliding scale. In addition, Mr. Ball may earn a maximum of 10% of his salary pursuant to the non-financial incentive component of the bonus, which is based on performance factors evaluated by the Compensation Committee.

Pursuant to his prior employment agreements with Forward, Mr. Ball was awarded options to acquire 250,000 shares of Common Stock at an exercise price of \$2.00 per share, which vest on January 1, 2005. Such options are subject to immediate vesting in the event that the price of the Common Stock on the Nasdaq SmallCap Market averages \$3.50 per share for 180 consecutive days (not fewer than 90 of which must be during the employment term). Under a previous employment agreement, Mr. Ball received options to purchase 250,000 shares of Common Stock at an exercise price of \$1.75 per share. These options became fully exercisable on September 30, 1999. In addition, because of Mr. Ball's relocation from New York to Florida as a result of the re-location of our executive offices in 2000, we agreed to assume Mr. Ball's lease with respect to an apartment in New York City with annual lease payments totaling approximately \$63,000. We made payments of \$15,810, \$63,240 and \$47,430 in respect of this apartment on Mr. Ball's behalf during Fiscal 2003, Fiscal 2002 and Fiscal 2001, respectively. Effective January 1, 2003, Mr. Ball agreed to assume all obligations with respect to such apartment, and his salary was adjusted accordingly.

Under his agreement, Mr. Schiffman is employed as our President and Chief Operating Officer at an annual salary of \$300,000. In addition, Mr. Schiffman is eligible to receive bonus compensation in each year of the term based on financial incentives and non-financial incentives. The formula that determines the amount of bonus that may be earned under the financial incentive component in each year during the term of the agreement is based on the extent to which, if any, Forward's Pre-Tax Income (as defined in the agreement) exceeds, achieves or fails to exceed the target level for such year, which will be identified at the beginning of each fiscal year by the Compensation Committee of

our Board of Directors. Based on this formula, Mr. Schiffman may earn a maximum of approximately \$71,000 (if Pre-Tax Income exceeds the target level by 20%) and a minimum of zero (if Pre-Tax Income fails to achieve the target level by 10% or more), all on a sliding scale. In the event that either Mr. Schiffman's or Mr. Ball's salary changes during the term of either agreement, or if Mr. Ball is an employee of Forward but no longer serves as our Chief Executive Officer, then Mr. Ball's and Mr. Schiffman's bonus arrangements shall terminate and be subject to substitute, substantially equivalent arrangements as may be agreed between Mr. Schiffman and the Compensation Committee in an amendment to his agreement. In addition, Mr. Schiffman may earn a maximum of 10% of his salary pursuant to the non-financial incentive component of the bonus, which is based on performance factors evaluated by the Compensation Committee.

In January 2001, at the time of entering into Mr. Schiffman's terminated agreement, we cancelled and issued the following options to purchase Common Stock:

1. Cancelled 300,000 options exercisable at \$2.00 per share, expiring November 15, 2001, and reissued them as fully vested options exercisable at \$2.00 per share, expiring January 1, 2006;
2. Cancelled 200,000 options exercisable at \$3.25 per share, expiring September 29, 2004, and reissued them as options exercisable at \$3.25 per share, expiring January 1, 2006. These options vest on January 1, 2005, but are subject to immediate vesting in the event that the price of the Common Stock on the Nasdaq SmallCap Market averages \$3.50 per share for 180 consecutive days (not fewer than 90 of which must be during the employment term);
3. Issued 200,000 options exercisable at \$2.50 per share, expiring January 1, 2006. These options vest on January, 2005 but are subject to immediate vesting if the price of the Common Stock on the Nasdaq SmallCap Market averages \$5.00 per share for 180 consecutive days (not fewer than 90 of which must be during the employment term); and
4. Issued 150,000 options exercisable at \$1.50 per share, expiring on January 1, 2006. These options are intended to replace options to purchase the same number of shares of Common Stock at the same exercise price, which expired on November 30, 2000.

Under his employment agreement, Mr. Sabra is employed as Vice President and Chief Financial Officer at an annual salary of \$150,000. In addition, Mr. Sabra is eligible to receive bonus compensation in each year of the term based on financial incentives and non-financial incentives. The formula that determines the amount of bonus that may be earned under the financial incentive component in each year during the term of the agreement is based on the extent to which, if any, Forward's Pre-Tax Income (as defined in the agreement) exceeds, achieves or fails to exceed the target level for such year, which will be identified at the beginning of each fiscal year by the Compensation Committee of our Board of Directors. Based on this formula, Mr. Sabra may earn a maximum of approximately \$60,000 (if Pre-Tax Income exceeds the target level by 20%) and a minimum of zero (if Pre-Tax Income fails to achieve the target level by 10% or more), all on a sliding scale. In addition, Mr. Sabra may earn a maximum of 10% of his salary pursuant to the non-financial incentive component of the bonus, which is based on performance factors evaluated by the Compensation Committee.

In January 2001, in connection with the terminated agreement, Mr. Sabra was awarded options to acquire 75,000 shares of Common Stock at an exercise price of \$2.00 per share, which vest on January 1, 2005. Such options are subject to immediate vesting in the event that the price of the Common Stock on the Nasdaq SmallCap Market averages \$3.50 per share for 180 consecutive days (not fewer than 90 of which must be during the employment term).

In addition to the foregoing, each of the agreements provides that the executive may by notice terminate his agreement in the event that "good cause" (as defined in each such agreement) is established, in which case the executive would be entitled to receive on the date of termination six months of his salary (at the rate in effect when notice is given) plus the amount of the bonus to which he would otherwise be entitled, pro rated to the date of termination (and calculated as set forth in each such agreement). In addition, in the case of death during the term of the agreement, the executive's estate is entitled to the bonus to which he would otherwise have been entitled had he not died, pro rated to the date of death, together with benefits made available to employees generally, including under Forward's retirement and group life insurance plans. Each such executive has also agreed to be bound by certain covenants that restrict his ability to compete with the Company or solicit the employment of Company employees after the term of his employment, prohibits disclosure of Company confidential information and restricts the executive, subject to certain exceptions, from making investments in entities that compete with the Company.

Information pertaining to compensation paid to Mr. Theodore Schiffman, Forward's co-founder and former chairman and chief executive officer, pursuant to his consulting agreement is set forth under "Certain Relationships and Related Transactions."

Report on Repricing of Options/SARs

We did not adjust or amend the exercise price of stock options previously awarded to any of our officers or directors during Fiscal 2003. See "-Employment Agreements."

Security Ownership of Certain Beneficial Owners and Management

Set forth below is information, as of March 5, 2004, with respect to the beneficial ownership of Common Stock by (i) each person or group who is known by us to be the beneficial owner of 5% or more of the outstanding Common Stock, (ii) each current director, (iii) each of our executive officers named in the Summary Compensation Table and (iv) all of our directors and executive officers, as a group (seven persons). Information as to Robert S. Ellin and related investors is based on the filings, as amended from time to time, of such persons on Schedule 13D under the Securities Exchange Act of 1934 (the "Exchange Act") the last of which was filed April 12, 2002.

<u>Name and Address of Beneficial Owner</u>	<u>Number of Shares of Common Stock</u>	<u>Notes</u>	<u>Percent of Class</u>
Jerome E. Ball 1801 Green Road, Suite E Pompano Beach, FL. 33064.....	467,500	(a)	7.4%
Michael M. Schiffman 1801 Green Road, Suite E Pompano Beach, FL. 33064.....	950,627	(b)(c)	14.1%
Douglas Sabra 1801 Green Road, Suite E Pompano Beach, FL. 33064.....	25,000	(d)	*
Norman Ricken 1801 Green Road, Suite E Pompano Beach, FL. 33064.....	50,700	(e)	*
Bruce Galloway 1801 Green Road, Suite E Pompano Beach, FL. 33064.....	180,420	(f)	3.0%
Jeffrey H. Kuhr 1801 Green Road, Suite E Pompano Beach, FL. 33064.....	10,000	(f)	*
Edwin A. Levy 1801 Green Road, Suite E Pompano Beach, FL. 33064.....	17,000	(g)	*