

FORCE PROTECTION INC  
Form 10-Q/A  
February 25, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 10-Q/A**

(AMENDMENT NO. 1)

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2011

OR

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-33253

**FORCE PROTECTION, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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**Nevada**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**84-1383888**  
(I.R.S. Employer  
Identification No.)

**1520 Old Trolley Road**  
**Summerville, South Carolina**  
(Address of Registrant's Principal Executive Offices)

**29485**  
(Zip Code)

**(843) 574-7001**

(Registrant's Telephone Number, Including Area Code)

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

The registrant had 70,059,427 shares of common stock outstanding as of July 22, 2011.

In this Amendment No. 1 to the Quarterly Report on Form 10-Q, and unless the context otherwise requires, the terms Company, we, our and us refer to Force Protection, Inc. and its subsidiaries.

#### EXPLANATORY NOTE

We are filing this Amendment No. 1 to our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2011, as originally filed with the SEC on August 4, 2011 (the Original 10-Q ), to amend Exhibit 10.1 to indicate that portions of the attachments have been redacted pursuant to a confidential treatment request. Accordingly, Exhibit 10.1 is hereby amended and restated in its entirety.

In addition, we are filing or furnishing, as indicated in this Form 10-Q/A, as exhibits certain currently dated certifications.

Except as described above, this amendment does not amend, update or change the financial statements of the Company or any other items or disclosures contained in the Original 10-Q and does not otherwise reflect events occurring after the original filing date of the Original 10-Q.

Since the filing of the Original 10-Q, the Company was acquired by General Dynamics Corporation, a Delaware corporation ( Parent ) on December 19, 2011 pursuant to the Agreement and Plan of Merger, as amended, dated as of November 7, 2011, by and among Parent, Falcon Acquisition Corp., a Nevada corporation and a wholly-owned subsidiary of Parent ( Merger Sub ) and the Company, whereby the Merger Sub merged with and into the Company, with the Company continuing as the surviving corporation and as a wholly-owned subsidiary of Parent (the Merger ). As a result of the Merger, on January 18, 2012 the Company terminated the registration of its securities under the Securities Exchange Act of 1934.

**PART II**

**OTHER INFORMATION**

**ITEM 6. Exhibits**

**EXHIBIT INDEX**

<b>NUMBER</b>	<b>DESCRIPTION</b>
2.1	Agreement and Plan of Merger, filed as Exhibit 2.1 to the Company's Annual Report on Form 10-K filed September 15, 2008, is hereby incorporated by reference.
3.1	Restated Articles of Incorporation, filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed May 11, 2009, is hereby incorporated by reference.
3.2	Certificate of Amendment to Articles of Incorporation, filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed November 26, 2008, is hereby incorporated by reference.
3.3	Certificate of Correction to Restated Articles of Incorporation, filed as Exhibit 3.3 to the Company's Quarterly Report on Form 10-Q filed May 11, 2009, is hereby incorporated by reference.
3.4	Second Amended and Restated By-Laws of the Company, filed as Exhibit 3.2 to the Company's Current Report on Form 8-K filed November 26, 2008, is hereby incorporated by reference.
10.1	Amendment of Solicitation/Modification of Contract under Contract No. M67854-11-C-5063 with the United States Marine Corps Systems Command, dated April 1, 2011. *
10.2	Subcontract, dated April 21, 2011, among Force Protection Industries, Inc. and Integrated Survivability Technologies Limited filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed August 4, 2011, is hereby incorporated by reference. *
10.3	Severance Agreement, dated April 18, 2011 by and between the Company and Gregory T. Troy, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 22, 2011, is hereby incorporated by reference. **
10.4	Force Protection, Inc., Amended and Restated 2008 Stock Plan, effective April 22, 2011, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed April 25, 2011, is hereby incorporated by reference.**
10.5	Amendment of Solicitation/Modification of Contract under Contract No. M67854-07-D-5031 with the United States Marine Corps Systems Command, dated May 2, 2011 filed as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed August 4, 2011, is hereby incorporated by reference.
10.6	Amendment of Solicitation/Modification of Contract under Contract No. W56HV-08-C-0028 with the U.S. Army Contracting Command, dated June 23, 2011. *
31.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Officers pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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101.INS XBRL Instance Document.\*\*\*

101.SCH XBRL Taxonomy Schema.\*\*\*

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101.CAL XBRL Taxonomy Calculation Linkbase Document.\*\*\*  
101.DEF XBRL Taxonomy Definition Linkbase Document.\*\*\*  
101.LAB XBRL Taxonomy Label Linkbase Document.\*\*\*  
101.PRE XBRL Taxonomy Presentation Linkbase Document.\*\*\*

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(Exhibits marked with a ( ) are filed electronically herewith.)

(Exhibits marked with one asterisk (\*) have portions of the exhibit omitted pursuant to a confidential treatment request. This information has been filed or will be filed separately with the Securities and Exchange Commission.)

(Exhibits marked with an asterisk (\*\*\*) are a management contract or compensatory plan required to be filed as an Exhibit to this Quarterly Report on Form 10-Q.)

(Exhibits marked with three asterisks (\*\*\*) are interactive data files and are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability under these sections.)

**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 thereunto duly authorized.

**FORCE PROTECTION INC.**  
(Registrant)

Date: February 25, 2013

By: /s/ Mark C. Roualet  
Name: Mark C. Roualet  
Title: *President*  
*(Principal Executive Officer)*