

FORCE PROTECTION INC  
Form 10-K/A  
March 16, 2012

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 10-K/A**

**Amendment No. 1**

(Mark One)

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

**For the fiscal year ended December 31, 2010**

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)

**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)

Registrant's telephone number, including area code: **(843) 574-7001**

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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

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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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registration was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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 aggregate market value of the common equity held by non-affiliates of the registrant on June 30, 2010, computed by reference to the closing price for such stock on the Nasdaq Capital Market on such date, was approximately \$284,352,000.

The number of shares outstanding of the registrant's common stock as of February 25, 2011 was 70,573,916 shares.

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In this Amendment No. 1 to the Annual Report on Form 10-K, 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 Annual Report on Form 10-K for the year ended December 31, 2010, as originally filed with the SEC on March 9, 2011 (the "Original 10-K"), to amend Exhibit 10.79 to update the paragraph numbering in the exhibit and to include all attachments to the exhibit as well as certain information that had been previously omitted pursuant to a request for confidential treatment. Accordingly, Exhibit 10.79 is hereby amended and restated in its entirety.

In addition, we are filing or furnishing, as indicated in this Form 10-K/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-K and does not otherwise reflect events occurring after the original filing date of the Original 10-K.

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**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

**EXHIBIT INDEX**

<b>NUMBER</b>	<b>DESCRIPTION</b>
2.1	Agreement and Plan of Merger (incorporated by reference to Exhibit 2.1 to the Company's Annual Report on Form 10-K filed September 15, 2008)
3.1	Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed May 11, 2009)
3.2	Certificate of Amendment to Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed November 26, 2008)
3.3	Certificate of Correction to Restated Articles of Incorporation (incorporated by reference to Exhibit 3.3 to the Company's Quarterly Report on Form 10-Q filed May 11, 2009)
3.4	Second Amended and Restated By-Laws of Force Protection, Inc. (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed November 26, 2008)
10.1	Lease Agreement between Dorchester County, South Carolina and Lati Industries, Inc., dated December 7, 1998, filed as Exhibit 10.1 to the Company's Annual Report on Form 10-K filed September 15, 2008, is hereby incorporated by reference. (This lease was assumed by the Company under the Assignment and Assumption Agreement, dated March 22, 2007 incorporated by reference to Exhibit 10.35 to the Company's Annual Report on Form 10-K filed September 15, 2008)
10.2	Building No. 3 Industrial Lease between Force Protection, Inc. and Aerospace/Defense, Inc. dated September 2, 2003 (incorporated by reference to Exhibit 10.12 to the Company's Quarterly Report on Form 10-QSB filed August 13, 2004)
10.3	Building No. 2 Industrial Lease Letter Agreement between Force Protection, Inc. and Aerospace/Defense, Inc., dated July 13, 2004 (incorporated by reference to Exhibit 10.11 to the Company's Quarterly Report on Form 10-QSB filed August 13, 2004)
10.4	Building No. 1 Office Lease among Force Protection, Inc., Force Protection Industries, Inc., and Aerospace/Defense, Inc., dated June 1, 2005 (incorporated by reference to Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q filed November 13, 2007)
10.5	Production License Agreement between Force Protection Industries, Inc. and BAE Systems Land & Armaments, LP, dated June 13, 2006 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed August 14, 2006)
10.6	Logistic Support Agreement between Force Protection Industries, Inc. and BAE Systems Land & Armaments, LP, dated June 13, 2006 (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed August 14, 2006)
10.7	Letter Agreement among Force Protection, Inc., Force Protection Industries, Inc., and Aerospace/Defense, Inc., dated July 18, 2006, regarding Building No. 2 Industrial Lease and Building No. 3 Industrial Lease (incorporated by reference to Exhibit 10.15 to the Company's Quarterly Report on Form 10-Q filed November 13, 2007)
10.8	Modification No. 01 to Subcontract No. SCT0044135 between Force Protection Industries, Inc. and BAE Land Systems and Armaments L.P., dated August 8, 2006 (incorporated by reference to Exhibit 10.18 to the Company's Annual Report on Form 10-K filed September 15, 2008)

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NUMBER	DESCRIPTION
10.9	Contract between Force Protection Industries, Inc. and the British Ministry of Defence, dated August 11, 2006 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed August 17, 2006)
10.10	Memorandum of Agreement and Cooperation between Mechem, a division of Denel (PTY) Ltd. and Force Protection, Inc., dated September 28, 2006 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed September 28, 2006)
10.11	Letter Contract issued to the Company by the United States Marine Corps Systems Command, dated January 25, 2007 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed February 5, 2007)
10.12	Ground Lease among Force Protection, Inc., Force Protection Industries, Inc., and Aerospace/Defense, Inc., dated February 1, 2007 (incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q filed November 13, 2007)
10.13	Second Amendment to Building No. 2 Industrial Lease among Force Protection, Inc., Force Protection Industries, Inc., and Aerospace/Defense, Inc., dated February 1, 2007 (incorporated by reference to Exhibit 10.16 to the Company's Quarterly Report on Form 10-Q filed November 13, 2007)
10.14	Letter Contract issued to Force Protection, Inc. by the United States Marine Corps Systems Command, dated February 14, 2007 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed February 20, 2007)
10.15	Letter Contract issued to Force Protection, Inc. by the United States Marine Corps Systems Command, dated March 9, 2007 (incorporated by reference to s Exhibit 10.1 to the Company's Current Report on Form 8-K filed March 15, 2007)
10.16	Purchase and Sale Agreement between Force Protection, Inc. and NEWTEC Services Group, Inc., dated March 9, 2007 (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed March 15, 2007)
10.17	Asset Purchase Agreement between Force Protection Technologies, Inc. and Lati USA, Inc., dated March 22, 2007 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed March 28, 2007)
10.18	Assignment and Assumption Agreement between Force Protection Technologies, Inc. and Lati USA, Inc., dated March 22, 2007 (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed March 28, 2007)
10.19	Post Closing Memorandum between Force Protection Technologies, Inc. and Lati USA, Inc., dated March 22, 2007 (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed March 28, 2007)
10.20	Technology and License Agreement among Force Protection, Inc., General Dynamics Land Systems Inc. and Force Dynamics LLC, dated April 3, 2007 (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed November 13, 2007)
10.21	Modification of Contract Agreement with the United States Marine Corps, dated April 17, 2007 (incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed August 9, 2007)
10.22	Delivery Order under Contract No. M67854-07-D-5031 with the United States Marine Corps Systems Command, dated April 23, 2007 (incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q filed August 9, 2007)

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NUMBER	DESCRIPTION
10.23	Delivery Order under Contract No. M67854-07-D-5031 with the United States Marine Corps Systems Command, dated June 19, 2007 (incorporated by reference to Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q filed August 9, 2007)
10.24	First Amendment to Building No. 1 Office Lease among Force Protection, Inc., Force Protection Industries, Inc., and Aerospace/Defense, Inc., dated July 1, 2007 (incorporated by reference to Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q filed November 13, 2007)
10.25	First Amendment to Ground Lease among Force Protection, Inc., Force Protection Industries, Inc., and Aerospace/Defense, Inc., dated July 1, 2007 (incorporated by reference to Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q filed November 13, 2007)
10.26	Second Amendment to Building No. 3 Industrial Lease among Force Protection, Inc., Force Protection Industries, Inc., and Aerospace/Defense, Inc., dated July 1, 2007 (incorporated by reference to Exhibit 10.18 to the Company's Quarterly Report on Form 10-Q filed November 13, 2007)
10.27	Fourth Amended and Restated Building No. 1 Industrial Lease among Force Protection, Inc., Force Protection Industries, Inc., and Aerospace/Defense, Inc., dated July 1, 2007 (incorporated by reference to Exhibit 10.14 to the Company's Quarterly Report on Form 10-Q filed November 13, 2007)
10.28	Third Amendment to Building No. 2 Industrial Lease among Force Protection, Inc., Force Protection Industries, Inc., and Aerospace/Defense, Inc., dated July 1, 2007 (incorporated by reference to Exhibit 10.17 to the Company's Quarterly Report on Form 10-Q filed November 13, 2007)
10.29	License Agreement between Force Protection Industries, Inc. and the CSIR, dated July 6, 2007 (incorporated by reference to s Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed November 13, 2007)
10.30	Security Agreement between Force Protection, Inc. and Wachovia Bank, National Association, dated July 20, 2007 (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed August 9, 2007)
10.31	Delivery Order No. 5 under Contract M67854-07-D-5031 with the United States Marine Corps Systems Command, dated August 10, 2007 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed November 13, 2007)
10.32	Subcontract Agreement among Force Protection Industries, Inc., General Dynamics, Inc., and General Dynamics Land Systems, Inc., dated September 10, 2007 (incorporated by reference to Exhibit 10.52 to the Company's Annual Report on Form 10-K filed September 15, 2008)
10.33	Delivery Order No. 6 under Contract M67854-07-D- 5031 with the United States Marine Corps Systems Command, dated October 18, 2007 (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed November 13, 2007)
10.34	Memorandum of Agreement between the CSIR and Force Protection Industries, Inc., dated October 29, 2007 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed November 2, 2007)
10.35	Fourth Amendment to Building No. 2 Industrial Lease among Force Protection, Inc., Force Protection Industries, Inc., and Aerospace/Defense, Inc., dated November 1, 2007 (incorporated by reference to Exhibit 10.56 to the Company's Annual Report on Form 10-K filed September 15, 2008)

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NUMBER	DESCRIPTION
10.36	Delivery Order No. 7 under Contract No. M67854-07-D-5031 with the United States Marine Corps Systems Command, dated December 18, 2007 (incorporated by reference to Exhibit 10.57 to the Company's Annual Report on Form 10-K filed September 15, 2008)**
10.37	Extension Amendment to Leases between Force Protection, Inc. and Aerospace/Defense, Inc., dated January 10, 2008 (incorporated by reference to Exhibit 10.61 to the Company's Annual Report on Form 10-K filed September 15, 2008)
10.38	Amendment of Solicitation/Modification of Contract with United States Marine Corps Systems Command, dated February 22, 2008 (incorporated by reference to Exhibit 10.65 to the Company's Annual Report on Form 10-K filed September 15, 2008)**
10.39	Employment Agreement between Force Protection, Inc. and Michael Moody, dated March 19, 2008, (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K)*
10.40	Agreement between Force Protection, Inc. and Lenna Ruth Macdonald, dated March 24, 2008 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed March 24, 2008)*
10.41	Amendment of Solicitation/Modification of Contract between Force Protection Industries, Inc. and the United States Marine Corps Systems Command, dated May 19, 2008 (incorporated by reference to Exhibit 10.78 to the Company's Annual Report on Form 10-K filed September 15, 2008)**
10.42	Amendment of Solicitation/Modification of Contract between Force Protection Industries, Inc. and the United States Marine Corps Systems Command, dated May 30, 2008 (incorporated by reference to Exhibit 10.79 to the Company's Annual Report on Form 10-K filed September 15, 2008)**
10.43	Agreement between Force Protection, Inc. and Charles Mathis, dated June 25, 2008 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed June 27, 2008)*
10.44	Second Extension Amendment to Leases between Force Protection, Inc. and Aerospace/Defense, Inc., dated June 25, 2008 (incorporated by reference to Exhibit 10.81 to the Company's Annual Report on Form 10-K filed September 15, 2008)
10.45	Amendment of Solicitation/Modification of Contract between Force Protection Industries, Inc. and the United States Marine Corps, dated October 1, 2008 (incorporated by reference to Exhibit 10.85 to the Company's Annual Report on Form 10-K filed March 26, 2009)**
10.46	Amendment of Solicitation/Modification of Contract between Force Protection Industries, Inc. and the United States Army Tank Automotive and Armaments Command, dated October 20, 2008 (incorporated by reference to Exhibit 10.66 to the Company's Annual Report on Form 10-K filed March 26, 2009)**
10.47	Amendment of Solicitation/Modification of Contract between Force Protection Industries, Inc. and the United States Marine Corps Systems Command, dated December 17, 2008 (incorporated by reference to Exhibit 10.69 to the Company's Annual Report on Form 10-K filed March 26, 2009)**
10.48	Letter Agreement among Force Protection, Inc., Force Protection Industries, Inc., and Aerospace/Defense, Inc., dated December 22, 2008, regarding Building No. 1 Industrial Lease, Building No. 1 Office Lease, Building No. 2 Industrial Lease and Building No. 6 Ground Lease (incorporated by reference to as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 30, 2008)

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NUMBER	DESCRIPTION
10.49	Amendment of Solicitation/Modification of Contract between Force Protection Industries, Inc. and the United States Marine Corps Systems Command, dated November 14, 2008 (incorporated by reference to Exhibit 10.71 to the Company's Annual Report on Form 10-K filed March 26, 2009)**
10.50	Basic Contract between Force Protection Industries, Inc. and the United States Marine Corps Systems Command, dated May 3, 2007 (incorporated by reference to Exhibit 10.72 to the Company's Annual Report on Form 10-K filed March 26, 2009)**
10.51	First Amendment to Agreement between Force Protection, Inc. and Lenna Ruth Macdonald, dated December 24, 2008 (incorporated by reference to Exhibit 10.76 to the Company's Annual Report on Form 10-K filed March 26, 2009)*
10.52	First Amendment to Agreement between Force Protection, Inc. and Charles Mathis, dated December 24, 2008 (incorporated by reference to Exhibit 10.78 to the Company's Annual Report on Form 10-K filed March 26, 2009)*
10.53	Second Amendment to Agreement between Force Protection, Inc. and Charles Mathis, dated January 12, 2009 (incorporated by reference to Exhibit 10.81 to the Company's Annual Report on Form 10-K filed March 26, 2009)*
10.54	Second Amendment to Agreement between Force Protection, Inc. and Lenna Ruth Macdonald, dated January 12, 2009 (incorporated by reference to Exhibit 10.83 to the Company's Annual Report on Form 10-K filed March 26, 2009)*
10.55	First Amendment to Agreement between Force Protection, Inc. and Michael Moody, dated December 23, 2008 (incorporated by reference to Exhibit 10.85 to the Company's Annual Report on Form 10-K filed March 26, 2009)*
10.56	Severance Agreement between Force Protection, Inc. and Randy Hutcherson, dated April 7, 2009 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed April 10, 2009, is hereby incorporated by reference)*
10.57	Form of Indemnification Agreement between Force Protection, Inc. and Indemnitee (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed April 10, 2009)*
10.58	Severance Agreement between Force Protection, Inc. and James J. Grazioplene (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed May 8, 2009)*
10.59	Teaming Agreement between Force Protection Industries, Inc. and Spartan Motors Chassis, Inc., dated March 23, 2009 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed May 11, 2009)
10.60	Contract with U.K. Ministry of Defence, dated April 1, 2009 (incorporated by reference to as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed May 11, 2009)**
10.61	Joint Venture Agreement among Integrated Survivability Technologies Limited, Force Protection Advanced Solutions Limited and NP Aerospace Limited, dated as of March 31, 2009 (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed May 11, 2009)**
10.62	Subcontract among Force Protection Industries, Inc. and Integrated Survivability Technologies Limited, dated April 1, 2009 (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed May 11, 2009)**



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NUMBER	DESCRIPTION
10.63	Third Amendment to Lease among Force Protection, Inc., Aerospace/Defense, Inc. and Force Protection Industries, Inc., dated as of July 27, 2009 (incorporated by reference to as Exhibit 10.1 to the Company's Current Report on Form 8-K filed July 28, 2009)
10.64	Teaming Agreement, between Force Protection Industries, Inc. and Oshkosh Corporation, dated as of April 7, 2009 (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed August 10, 2009)**
10.65	Contract Modification under Contract No. M67854-07-D-5031 with the United States Marine Corps Systems Command, dated April 8, 2009 (incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed August 10, 2009)**
10.66	Second Amendment to Agreement between Force Protection, Inc. and Michael Moody, dated September 21, 2009 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed September 24, 2009)*
10.67	Force Protection, Inc. Deferred Compensation Plan effective October 30, 2009 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed November 5, 2009)*
10.68	Amendment of Solicitation/Modification of Contract under Contract No. M67854-07-D-5031 with the United States Marine Corps Systems Command, dated July 1, 2009 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed November 9, 2009)**
10.69	Amendment of Solicitation/Modification of Contract under Contract No. M67854-07-D-5031 with the United States Marine Corps Systems Command, dated July 21, 2009 (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed November 9, 2009)**
10.70	Amendment of Solicitation/Modification of Contract under Contract No. W56HZV-08-C-0028 with the U.S. Army Contracting Command, dated July 24, 2009 (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed November 9, 2009)**
10.71	2010 Executive Short-Term Incentive Program, dated as of January 18, 2010 (incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q filed May 4, 2010)*
10.72	Amendment of Solicitation/Modification of Contract under Contract No. M67854-07-D-5031-0012 with the United States Marine Corps Systems Command, dated March 8, 2010 (incorporated by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q filed May 4, 2010)**
10.73	Amendment of Solicitation/Modification of Contract under Contract No. M67854-07-D-5031 with the United States Marine Corps Systems Command, dated April 2, 2010 (incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q filed August 3, 2010)**
10.74	Third Amended and Restated Loan Agreement by and among the Registrant, Force Protection Technologies, Inc., Force Protection Industries, Inc. and Wells Fargo Bank, National Association, dated as of April 29, 2010 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed April 30, 2010)
10.75	Promissory Note by the Registrant in favor of Wells Fargo Bank, National Association, dated as of April 29, 2010 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed April 30, 2010)

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NUMBER	DESCRIPTION
10.76	Amendment of Solicitation/Modification of Contract under Contract No. W56HZV-08-C-0028 with the United States Army Tank-Automotive and Armaments Command, dated May 4, 2010 (incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q filed August 3, 2010)**
10.77	Amendment of Solicitation/Modification of Contract under Contract No. M67854-07-D-5031 with the U.S. Marine Corps Systems Command, dated June 4, 2010 (incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q filed August 3, 2010)**
10.78	Amendment of Solicitation/Modification of Contract under Contract No. M67854-07-D-5031 with the United States Marine Corps Systems Command, dated August 19, 2010 (incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q filed November 3, 2010)**
10.79	Agreement dated November 29, 2010 between Force Protection Europe Limited and the United Kingdom Ministry of Defence **
14.1	Code of Conduct and Ethics of Force Protection, Inc. (incorporated by reference to Exhibit 14.1 to the Company's Current Report on Form 8-K filed March 5, 2010)
21.1	Subsidiaries of the Registrant
23.1	Consent of Grant Thornton LLP
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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(Exhibits marked with a ( ) are filed electronically herewith.)

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

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

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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: March 16, 2012

By: /s/ MARK C. ROUALET

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

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PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

EXHIBIT INDEX

SIGNATURES