

FORCE PROTECTION INC  
Form 8-K  
January 16, 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): **January 12, 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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

On December 23, 2008, Force Protection, Inc. (the Company) was informed by the staff (the Staff) of the United States Securities and Exchange Commission (the SEC) that, as a result of the deregistration of one of its prior auditors, Jaspers + Hall, PC, in October 2008, the Staff believed the Company should have a firm currently registered with the Public Company Accounting Oversight Board (the PCAOB) re-audit the Company's consolidated financial statements for the year ended December 31, 2006, if such audit report is required to be included in any future filings with the SEC. The Staff also indicated that any registration statements that the Company files which are required to include the Company's consolidated financial statements for the year ended December 31, 2006 will not be declared effective unless such consolidated financial statements are re-audited by a firm currently registered with the PCAOB.

Jaspers + Hall, PC previously audited and issued an audit report dated June 5, 2007 with respect to the Company's consolidated financial statements for the year ended December 31, 2006. On October 21, 2008, the PCAOB revoked the registration of Jaspers + Hall, PC and barred its two partners, Thomas M. Jaspers, CPA and Patrick A. Hall, CPA, from being associated persons of a registered public accounting firm. The PCAOB imposed this order on the basis of its findings concerning Jaspers + Hall, PC's violations of the rules and auditing standards in auditing the financial statements of four issuer clients from 2005 to 2007, including the Company. As of June 5, 2007, the date of the Jaspers + Hall, PC's audit report on the Company's consolidated financial statements for the year ended December 31, 2006, Jaspers + Hall, PC was registered with the PCAOB.

On December 31, 2008, the Company requested relief from the Staff of the SEC to obtain a re-audit of the Company's consolidated financial statements for the year ended December 31, 2006 by a firm currently registered with the PCAOB. On January 12, 2009, the Staff denied the Company's request for relief to obtain a re-audit by a registered public accounting firm currently registered with the PCAOB with respect to the Company's consolidated financial statements for the year ended December 31, 2006. The Staff's denial was based on new guidance issued by the Staff of the SEC in December 2008 relating to the ability of an issuer to include financial statements audited by firms that are no longer registered with the PCAOB in their reports filed with the SEC. The Company's consolidated financial statements for the year ended December 31, 2006 are required to be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2008.

Grant Thornton LLP, the Company's current registered public accounting firm, has been authorized by the Company's Audit Committee to perform the re-audit of the Company's consolidated financial statements for the year ended December 31, 2006. Grant Thornton LLP is currently registered with the PCAOB, previously audited the Company's consolidated financial statements for the year ended December 31, 2007 and is currently auditing the Company's consolidated financial statements for the year ended December 31, 2008.

The Company currently estimates that the cost of the re-audit will be at least \$2 million, which includes the fees to be paid to Grant Thornton LLP, Huron Consulting and other third parties. The Company currently expects that the re-audit will be completed in time to file its Annual Report on Form 10-K for the year ended December 31, 2008 by the prescribed due date. However, given the procedures necessary to complete the re-audit of the Company's consolidated financial statements for the year ended December 31, 2006, it is possible that both the time required to complete the re-audit and the cost of the re-audit may increase. If the time required to complete the re-audit increases, it is possible that the Company may not be able to file the Annual Report on Form 10-K for the year ended December 31, 2008 by the prescribed due date.

*Forward-Looking Statements*

The information provided in this report includes forward-looking statements, including statements regarding the Company's consolidated financial statements for the year ended December 31, 2006 and the related re-audit, the ability of Grant Thornton LLP to perform a re-audit of the Company's 2006 financial statements, its ability to file its Annual Report on Form 10-K for the year ended December 31, 2008 by the prescribed due date and the approximate cost of performing the re-audit. Statements that are not historical facts, including statements about the Company's beliefs and expectations, are forward-looking statements. These statements are based on beliefs and assumptions by the Company's management, and on information currently available to management. Forward-looking statements speak only as of the date they are made, and the Company 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, the timing and nature of the re-audit of the Company's consolidated financial statements for the year ended December 31, 2006, the Company's ability to identify and remedy internal control weaknesses and deficiencies, its ability to effectively manage the risks in its business, the other factors discussed in this report, the reaction of the marketplace to the foregoing and any further errors in accounting that the Company may find which could cause the Company to restate its consolidated financial statements for additional periods and other risk factors and cautionary statements listed in the Company's periodic reports filed with the SEC, including the risks set forth in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007 and Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2008.

**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: January 16, 2009

/s/ Lenna Ruth Macdonald  
(Signature)

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