

FORCE PROTECTION INC
Form 8-K
November 02, 2007

**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) **October 29, 2007**

FORCE PROTECTION, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation)

000-22273
(Commission File Number)

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

9801 Highway 78, Building No. 1, Ladson, SC 29456

Edgar Filing: FORCE PROTECTION INC - Form 8-K

(Address of principal executive offices) (Zip Code)

(843) 740-7015

(Registrant's telephone number, including area code)

N/A

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

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))
-

Item 1.01 Entry into a Material Definitive Agreement.

On October 29, 2007, Force Protection Industries, Inc. (FPI) a Nevada corporation and a wholly-owned subsidiary of Force Protection, Inc., (the Company), entered into a Memorandum of Agreement (the Agreement) with the CSIR. The CSIR is the Republic of South Africa's Council for Scientific and Industrial Research. The Agreement provides for the transfer on an exclusive basis by the CSIR to FPI of certain technical, scientific and commercial intellectual information property rights pertaining to the development of the Cougar, Buffalo and Tempest vehicles. FPI has the right to sub-license the rights acquired from the CSIR pertaining to the Cougar, Buffalo and Tempest vehicles to a third party, subject to the terms of the Agreement. In consideration for the transfer of these rights, FPI has agreed to pay to the CSIR a royalty fee per each Cougar, Buffalo or Tempest vehicle sold and/or manufactured by FPI during the term of the Agreement which began on March 8, 2007 and extends to March 7, 2012. The Agreement may be terminated upon the dissolution or change of control of either party, or if an interdict be granted in either the Republic of South Africa or the United States with respect to the technology on which the Cougar, Buffalo and Tempest are based or the necessary import/export permits for the execution of the Agreement. The Agreement is filed herewith as Exhibit 10.1 and incorporated by reference herein.

This Current Report on Form 8-K contains forward-looking statements that involve risks and uncertainties, including, without limitation, statements concerning our business and possible or assumed future results of operations. Certain words, such as believe, may, could, will, intend, expect, anticipate, plan, and similar expressions are used to identify forward-looking statements. Undue reliance should not be placed on these forward-looking statements. The Registrant's actual results could differ materially from those anticipated in the forward-looking statements for many reasons including: availability of parts and raw materials for its products; continued customer acceptance of its products; ongoing success of its research and development efforts; and greater than expected costs; and other risks and uncertainties as may be detailed from time to time in the Registrant's public announcements and SEC filings. Although the Registrant believes the expectations reflected in the forward-looking statements are reasonable, they relate only to events as of the date on which the statements are made, and the Registrant's future results, levels of activity, performance or achievements may not meet these expectations. The Registrant does not intend to update any of the forward-looking statements after the date of this document to conform these statements to actual results or to changes in its expectations, except as required by law.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit | Description |
|----------------|---|
| 10.1 | Memorandum of Agreement between the CSIR and Force Protection Industries, Inc. dated as of October 29, 2007 |

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 hereunto duly authorized.

Date: November 2, 2007

Force Protection, Inc.

| | | |
|-----|--------------------|-------------------------|
| By: | /s/ Michael Durski | |
| | Name: | Michael Durski |
| | Title: | Chief Financial Officer |

EXHIBIT INDEX

| Exhibit | Description |
|----------------|---|
| 10.1 | Memorandum of Agreement between the CSIR and Force Protection Industries, Inc. dated as of October 29, 2007 |