FORCE PROTECTION INC
Form 8-K
September 17, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report: September 10, 2004
(Date of earliest event reported)

FORCE PROTECTION, INC.
(Exact name of Registrant as specified in its charter)

Colorado	000-22273	84-1383888
(State or other jurisdiction incorporation)	(Commission File Number)	(IRS Employer of Identification No.)

9801 Highway 78, #3, Ladson, SC	29456
(Address of principal executive offices)	(Zip Code)

(843) 740-7015
(Registrant's telephone number)

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 3.03 Material Modification to Rights of Security Holders.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 10, 2004, our Board of Directors approved a Restated Articles of Incorporation to consolidate prior Amendments to the Articles of Incorporation.

On September 14, 2004, our Board of Directors approved a resolution adopting an

Amended and Restated Certificate of Designation for Series B Convertible Preferred Stock and an Amended and Restated Certificate of Designation for Series C Convertible Preferred Stock.

The Amended and Restated Certificate of Designation for Series B Convertible Preferred Stock increased from 10 to 25 of the number of Series B Convertible Preferred Stock authorized and issuable. The holders' option to voluntarily convert the Series B Convertible Preferred Stock into Common Stock was locked up until after December 27, 2005. The conversion date to automatically convert the Series B Convertible Preferred Stock into Common Stock was extended to December 27, 2006.

The Amended and Restated Certificate of Designation for Series C Convertible Preferred Stock added an option for the holders to convert their Series C Convertible Preferred Stock into Series B Convertible Preferred Stock prior to September 30, 2004, at a rate of 10 shares of Series C Convertible Preferred Stock for 1 share of Series B Convertible Preferred Stock. The holders' option to voluntarily convert the Series C Convertible Preferred Stock into Common Stock was locked up until after December 27, 2005. A conversion date to automatically convert the Series C Convertible Preferred Stock into Common Stock was added, with the conversion date of December 27, 2006.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.
3.1 Restated Articles of Incorporation, dated September 10, 2004.
4.1 Amended and Restated Certificate of Designation for Series B Convertible Preferred Stock, dated September 14, 2004.
4.2 Amended and Restated Certificate of Designation for Series C Convertible Preferred Stock, dated September 14, 2004.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.
Force Protection, Inc.
Registrant

Date: September 17, 2004

By: /s/ Michael Watts

Michael Watts
Chief Executive Officer