

Edgar Filing: FORCE PROTECTION INC - Form 8-K

FORCE PROTECTION INC  
Form 8-K  
December 08, 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 (Date of earliest event reported): December 3, 2004

FORCE PROTECTION, INC.

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(Exact name of registrant as specified in its charter)

|  |                             |   |
|--|-----------------------------|---|
| Colorado   | 0-22273                     | 84-1383888                              |
| -----  | -----                       | -----                                   |
| (State or Other<br>Jurisdiction of<br>Incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification<br>No.) |

9801 Highway 78, Bldg. #2  
Ladson, SC 29456

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (843) 740-7015

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 2.03 CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT

On December 3, 2004, we entered into a Promissory Note with Dutchess Private Equities Fund, II, LP. Pursuant to the terms of the Note, Dutchess loaned us \$500,000 and we promised to satisfy the loan with return payments totaling \$545,000 before May 3, 2005. We agreed to make payments in satisfaction of the Promissory Note from 50% of each put from an Equity Line of Credit Agreement we entered into with Dutchess Private Equities Fund on January 27, 2004, or from readily available funds. We also agreed not to enter into any additional financing arrangements without prior consent from Dutchess.

The foregoing description of the terms and conditions of the Promissory Note are qualified in their entirety by, and made subject to, the more complete information set forth in the Promissory Note attached to this Report as Exhibit 10.1.

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ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits:

10.1 Promissory Note between the Registrant and Dutchess Private Equities Fund, II, LP, dated December 3, 2004.

SIGNATURES

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.

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Registrant

Date: December 8, 2004

By: /s/ Gale Aguilar

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Gale Aguilar  
Chief Executive Officer