

FORCE PROTECTION INC  
Form S-8 POS  
January 18, 2012

As filed with the Securities and Exchange Commission on January 18, 2012

File No. 333-155534

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 2**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**FORCE PROTECTION, INC.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

**c/o General Dynamics Corporation**  
**2941 Fairview Park Drive, Suite 100**  
**Falls Church, Virginia 22042-4513**  
**(703) 876-3000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**FORCE PROTECTION, INC.**

**2008 STOCK PLAN**  
(Full title of the plan)

**Gregory S. Gallopoulos, Esq.**

**Vice President**

**Force Protection, Inc.**

**c/o General Dynamics Corporation**  
**2941 Fairview Park Drive, Suite 100**  
**Falls Church, Virginia 22042-4513**  
**(703) 876-3000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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

Large accelerated filer  Accelerated Filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company



**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 2 (this Post-Effective Amendment ) relates to the Registration Statement of Force Protection, Inc., a Nevada corporation (the Company ), on Form S-8 (Registration No. 333-155534), filed with the Securities and Exchange Commission (the SEC ) on November 21, 2008, as amended by Amendment No. 1 filed with the SEC on November 26, 2008 (the Registration Statement ), which registered the offering of 5,200,000 shares of common stock, par value \$0.001 (Shares ) pursuant to the terms of the Force Protection, Inc. 2008 Stock Plan.

On December 19, 2011, pursuant to the Agreement and Plan of Merger, dated as of November 7, 2011 (as amended, the Merger Agreement ), by and among General Dynamics Corporation, a Delaware corporation (Parent ), Falcon Acquisition Corp., a Nevada corporation and a wholly-owned subsidiary of Parent (Merger Sub ) and the Company, Merger Sub merged with and into the Company, with the Company continuing as the surviving corporation and as a wholly-owned subsidiary of Parent (the Merger ). As a result of the Merger, the Company has terminated the offering of its Shares pursuant to this Registration Statement.

In connection with the Merger and other transactions contemplated by the Merger Agreement, and in accordance with an undertaking made by the Company in the Registration Statement to remove from registration by means of a post-effective amendment any Shares which remain unsold at the termination of the offering, the Company hereby removes and withdraws from registration all securities of the Company registered pursuant to the Registration Statement that remain unsold as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Amendment and has duly caused this Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sterling Heights, State of Michigan, on January 18, 2012.

FORCE PROTECTION, INC.

/s/ Arjun L. Kampani  
By: Arjun L. Kampani  
Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Mark C. Roualet Name: Mark C. Roualet	President (Principal Executive Officer)	January 18, 2012
/s/ Evelyn Milam Name: Evelyn Milam	Vice President (Principal Financial Officer)	January 18, 2012
/s/ Evelyn Milam Name: Evelyn Milam	Vice President (Principal Accounting Officer)	January 18, 2012
/s/ Gregory S. Gallopoulos Gregory S. Gallopoulos	Director	January 18, 2012
/s/ David K. Heebner David K. Heebner	Director	January 18, 2012
/s/ L. Hugh Redd L. Hugh Redd	Director	January 18, 2012