

FORCE PROTECTION INC
Form 3
December 22, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â GENERAL DYNAMICS CORP | | (Month/Day/Year) 12/17/2011 | FORCE PROTECTION INC [FRPT] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 2941 FAIRVIEW PARK DRIVE,Â SUITE 100 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| FALLS CHURCH,Â VAÂ 22042-4513 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| (State) | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (Zip) | | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | 1,000 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GENERAL DYNAMICS CORP 2941 FAIRVIEW PARK DRIVE SUITE 100 FALLS CHURCH, VA 22042-4513 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Gregory S. Gallopoulos, on behalf of General Dynamics Corporation 12/22/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- In accordance with the Agreement and Plan of Merger, dated as of November 7, 2011 (as amended, the "Merger Agreement"), among General Dynamics Corporation, a Delaware corporation ("General Dynamics"), Falcon Acquisition Corp., a Nevada corporation and a wholly-owned subsidiary of General Dynamics ("Merger Sub"), and Force Protection, Inc. ("Force Protection"), on November 18, 2011, Merger Sub commenced a tender offer to acquire all of the outstanding shares common stock, par value \$0.001 per share ("Shares") of Force Protection, at a price of \$5.52 per Share, in cash without interest, upon the terms and subject to the conditions set forth in the offer to purchase, dated November 18, 2011, and the related letter of transmittal, included as exhibits to the Tender Offer Statement on Schedule TO filed by General Dynamics and Merger Sub with the SEC on November 18, 2011 (such offer to purchase together with such letter of transmittal, in each case as amended or supplemented, the "Offer").
- (1) The Offer expired at 12:00 midnight, New York City time, at the end of Friday, December 16, 2011 (the "Expiration Date"), as scheduled, and was not extended. Computershare Trust Company, N.A., the depositary for the Offer, informed General Dynamics that, as of the Expiration Date, a total of 51,667,698 Shares (including 3,681,524 Shares subject to guaranteed delivery procedures as described in the Offer) were validly tendered and not validly withdrawn, representing approximately 81.7% of the Shares then outstanding on a fully diluted basis (as determined pursuant to the Merger Agreement). On December 17, 2011, Merger Sub accepted for payment and, on December 19, 2011, paid for all such Shares validly tendered and not withdrawn pursuant to the Offer on or prior to the Expiration Date.
- (2) On December 19, 2011, Merger Sub exercised its option (the "Top-Up Option") to purchase, at a per Share price equal to \$5.52 per Share, 89,316,099 Shares (the "Top-Up Shares"), which, when added to the number of Shares owned by Merger Sub immediately prior to the exercise of the option (which for these purposes did not include Shares that had been tendered subject to guaranteed delivery procedures), resulted in Merger Sub owning one Share more than 90% of the outstanding Shares.
- (3) See Remarks.
- (4)

^
Remarks:

After the exercise of the Top-Up Option, on December 19, 2011, General Dynamics and Merger Sub Protection under Nevada law, pursuant to which Force Protection became a wholly-owned subsidiary of As a result of the Merger, each of the remaining outstanding Shares (except for Shares that were Dynamics, Merger Sub, Force Protection or any of their direct or indirect wholly-owned subsidiaries) to receive the same \$5.52 in cash per Share, without interest and less any applicable withholding tax and each of the 1,000 shares of common stock, par value \$0.01, of Merger Sub that was issued

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the Merger was converted into one share of common stock, par value \$0.001 per share, of Force Protection of the Merger. General Dynamics now owns 1,000 shares of common stock of Force Protection, representing 100% of the common stock of Force Protection.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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