

FORCE PROTECTION INC

Form 3

December 22, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
Â GENERAL DYNAMICS  
CORP

(Last) (First) (Middle)

2941 FAIRVIEW PARK  
DRIVE,Â SUITE 100

(Street)

FALLS  
CHURCH,Â VAÂ 22042-4513

(City) (State) (Zip)

2. Date of Event Requiring Statement  
(Month/Day/Year)  
12/17/2011

3. Issuer Name and Ticker or Trading Symbol  
FORCE PROTECTION INC [FRPT]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**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 (1) (2) (3) (4)	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)
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## 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).

(1) 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").

(2) 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.

(3) 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.

(4) See Remarks.

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### 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 General Dynamics. As a result of the Merger, each of the remaining outstanding Shares (except for Shares that were owned by General Dynamics, Merger Sub, Force Protection or any of their direct or indirect wholly-owned subsidiaries) will be entitled to receive the same \$5.52 in cash per Share, without interest and less any applicable withholding tax, as the \$0.001 par value 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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