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FORCE PROTECTION INC

Form SB-2

January 27, 2004

As filed with the Securities and Exchange Commission on January 27, 2004

Registration No.

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

FORM SB-2

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

FORCE PROTECTION, INC. (Name of small business issuer in its charter)

Colorado 3795 84-1383888 (State of other jurisdiction (Primary Standard (IRS Employer

of incorporation) Industrial Identification Number)

Classification Code Number)

9801 Highway 78, #3 Ladson, South Carolina 29456 (843) 740-7015

(Address and telephone number of principal executive offices)

9801 Highway 78, #3, Ladson, South Carolina 29456 (843) 740-7015

(Address of principal place of business or intended principal place of business)

Michael Watts, Chief Executive Officer 9801 Highway 78, #3 Ladson, South Carolina 29456 (843) 740-7015

(Name, address and telephone number of agent for service)

Copies of communications to:

Amy Trombly 80 Dorcar Road Newton, MA 02459 (617) 243-0850

Approximate date of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule $462\,(b)$ under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the offering. []

If this Form is post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act

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registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered .	Proposed Proposed maximum Amount to be registered(1)	maximum offering price per security(2)	Amount of Aggregate offering price
Common stock, par value \$.0001 per share	47,240,000 \$.08	\$ 3,779,200