

FORCE PROTECTION INC  
Form SC14D9C  
November 15, 2011

CONFIDENTIAL

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14D-9**

**Solicitation/Recommendation Statement under Section 14(d)(4)**

**of the Securities Exchange Act of 1934**

**FORCE PROTECTION, INC.**

(Name of Subject Company)

**FORCE PROTECTION, INC.**

(Names of Persons Filing Statement)

**Common Stock, par value \$0.001 per share**

(Title of Class of Securities)

**345203202**

(CUSIP Number of Class of Securities)

**John F. Wall, III**  
**Senior Vice President, Assistant General**  
**Counsel and Corporate Secretary**  
**Force Protection, Inc.**  
**1520 Old Trolley Road**  
**Summerville, South Carolina 29485**  
**(843) 574-7001**

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of the persons filing statement)

**With copies to:**

**Robert W. Downes**  
**Eric M. Krautheimer**  
**Sullivan & Cromwell LLP**  
**125 Broad Street**  
**New York, NY 10004-2498**  
**(212) 558-4000**

---

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

---

The information set forth under Item 8.01 of the Current Report on Form 8-K filed by Force Protection, Inc. on November 15, 2011 (including all exhibits attached thereto) is incorporated herein by reference.