

FORCE PROTECTION INC  
Form SC 13G/A  
August 01, 2007

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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SCHEDULE 13G

(AMENDMENT NO. 5)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED  
PURSUANT TO RULE 13d-1(b), (c) AND (d)

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FORCE PROTECTION, INC.

(Name of Issuer)

COMMON STOCK, \$0.001 PAR VALUE

(Title of Class of Securities)

345203202

(CUSIP Number)

July 27, 2007

(Date of event which requires filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Page of 7 Pages)

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Midsummer Investment, Ltd.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION: Bermuda	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER <b>2,412,969</b>
		6. SHARED VOTING POWER None.
		7. SOLE DISPOSITIVE POWER <b>2,412,969</b>
		8. SHARED DISPOSITIVE POWER None.
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>2,412,969</b>	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.5% (1)	
12.	TYPE OF REPORTING PERSON: OO	

(1) The ownership percentage of the Reporting Person is based on 68,207,649 issued and outstanding shares of Common Stock as of July 10, 2007, as stated in the Company's Prospectus Supplement filed with the Securities and Exchange Commission on July 27, 2007.

1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Midsummer Capital, LLC	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION: New York	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER <b>2,412,969</b>
		6. SHARED VOTING POWER None.
		7. SOLE DISPOSITIVE POWER <b>2,412,969</b>
		8. SHARED DISPOSITIVE POWER None.
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>2,412,969</b>	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.5% (1)	
12.	TYPE OF REPORTING PERSON: PN	

(1) The ownership percentage of the Reporting Person is based on 68,207,649 issued and outstanding shares of Common Stock as of July 10, 2007, as stated in the Company's Prospectus Supplement filed with the Securities and Exchange Commission on July 27, 2007.

**Item 1(a). Name of Issuer.**

Force Protection, Inc. (the "Issuer")

**Item 1(b). Address of Issuer's Principal Executive Offices.**

9801 Highway 78, Bldg #1  
Ladson, South Carolina 29456

**Item 2(a). Names of Persons Filing.**

Midsummer Investment, Ltd. ("Midsummer Investment")  
Midsummer Capital, LLC ("Midsummer Capital")

**Item 2(b). Address of Principal Business Office, or if none, Residence.**

As to Midsummer Investment:  
c/o Midsummer Capital, LLC  
295 Madison Avenue, 38<sup>th</sup> Floor  
New York, New York 10017

As to Midsummer Capital:  
295 Madison Avenue, 38<sup>th</sup> Floor  
New York, New York 10017

**Item 2(c). Citizenship.**

As to Midsummer Investment: **Bermuda**  
As to Midsummer Capital: **New York**

**Item 2(d). Title of Class of Securities.**

common stock, par value \$0.001 per share (the "Common Stock")

**Item 2(e). CUSIP Number.**

345203202

**Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b), check whether the person filing is a:**

Not applicable.

**Item 4. Ownership.**

Item 4 is amended and supplemented to include the following:

Midsummer Investment beneficially owns **2,412,969** shares of Common Stock as of the date hereof.

Midsummer Capital serves as general partner and principal investment manager to Midsummer Investment, and as such has been granted investment discretion over Midsummer Investment's investments, including the investment in the Common Stock. As a result of its role as general partner and principal investment manager to Midsummer Investment, Midsummer Capital may be deemed to be the beneficial owner, as defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), of the Common Stock held by Midsummer Investment. However, Midsummer Capital does not have the right to receive dividends from, or the proceeds from the sale of, the Common Stock held by Midsummer Investment and disclaims any beneficial ownership of the shares of Common Stock.

Accordingly, for the purpose of this Statement:

- (a) Amount beneficially owned by Midsummer Investment: **2,412,969** shares of Common Stock of the Issuer.
- (b) Percent of Class: Midsummer Investment beneficially owns 3.5% of the Issuer's issued and outstanding Common Stock (based on 68,207,649 issued and outstanding shares of Common Stock as of July 10, 2007, as stated in the Company's Prospectus Supplement filed with the Securities and Exchange Commission on July 27, 2007).
  - (c) Number of shares as to which Midsummer Investment has:
    - (i) Sole power to direct the vote: **2,412,969** shares of Common Stock of the Issuer.
    - (ii) Shared power to vote or to direct the vote: None.
  - (iii) Sole power to dispose or direct the disposition of the Common Stock: **2,412,969** shares of Common Stock of the Issuer.
  - (iv) Shared power to dispose or direct the disposition of the Common Stock: None.

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9.**

**Notice of Dissolution of Group.**

Not applicable.

**Item 10.**

**Certification.**

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction which could have that purpose or effect.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 31, 2007

MIDSUMMER INVESTMENT, LTD.

By: MIDSUMMER CAPITAL, LLC, its investment manager

By: /s/ Scott D. Kaufman

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Name: Scott D. Kaufman  
Title: Managing Director

MIDSUMMER CAPITAL, LLC

By: /s/ Scott D. Kaufman

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Name: Scott D. Kaufman  
Title: Managing Director