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FORCE PROTECTION INC
Form SC 13G/A
October 17, 2006

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

(AMENDMENT NO. 1)

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

FORCE PROTECTION, INC.

(Name of Issuer)

COMMON STOCK, \$0.001 PAR VALUE

(Title of Class of Securities)

345203202

(CUSIP Number)

October 2, 2006

(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 1 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.

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION:

Bermuda

5 SOLE VOTING POWER
5,062,986 (1).

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER
None.

7 SOLE DISPOSITIVE POWER
5,062,986 (1).

8 SHARED DISPOSITIVE POWER
None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,062,986 (1).

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.9%

12 TYPE OF REPORTING PERSON:

OO

(1) Please see Item 4 for a description of the shares of Common Stock comprising the total of 5,062,986.

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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)
(b)

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION:

New York

	5	SOLE VOTING POWER
		5,062,986 (1).
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		None.
	7	SOLE DISPOSITIVE POWER
		5,062,986 (1).
	8	SHARED DISPOSITIVE POWER
		None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,062,986 (1).

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.9%

12 TYPE OF REPORTING PERSON:

PN

(1) Please see Item 4 for a description of the shares of Common Stock comprising the total of 5,062,986.

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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")

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

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

As to Midsummer Capital:
295 Madison Avenue, 38th 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:

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The 5,062,986 shares of Common Stock beneficially owned by Midsummer Investment include (i) 5,027,986 shares of Common Stock owned by Midsummer Investment and (ii) 35,000 shares of Common Stock underlying the Common Stock Purchase Warrant (the "Warrant") of the Issuer owned by Midsummer Investment. The Warrant is exercisable into an aggregate of 563,333 shares of Common Stock. However, the aggregate number of shares of Common Stock into which the Warrant is exercisable, and which Midsummer Investment has the right to acquire beneficial ownership, is limited to the number of shares of Common Stock that, together with all other shares of Common Stock beneficially owned by Midsummer Investment, including the shares of Common Stock subject to this Schedule 13G (Amendment No. 1), does not exceed 9.99% of the total issued and outstanding shares of Common Stock. Accordingly, the Warrants are currently exercisable into 35,000 shares of Common Stock and the remaining 528,333 shares of Common Stock underlying the Warrant are not currently exercisable unless and until the shares of Common Stock beneficially owned by Midsummer Investment is less than 9.99% of the total issued and outstanding shares of Common Stock.

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

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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: 5,062,986 shares of Common Stock of the Issuer.
- (b) Percent of Class: Midsummer Investment beneficially owns 9.9% of the Issuer's issued and outstanding Common Stock (based on 51,124,229 issued and outstanding shares of Common Stock, as of August 14, 2006, which includes the 51,089,229 issued and outstanding shares of Common Stock as stated by the Issuer in its Form 10-Q for the quarter ended June 30, 2006 and the 35,000 shares of Common Stock underlying the Warrant and currently exercisable).
- (c) Number of shares as to which Midsummer Investment has:
 - (i) Sole power to direct the vote: 5,062,986 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: 5,062,986 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.

Not applicable.

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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.

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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: October 17, 2006

MIDSUMMER INVESTMENT, LTD.

By: MIDSUMMER CAPITAL, LLC, its investment manager

By: /s/ Scott D. Kaufman

Name: Scott D. Kaufman
Title: Managing Director

MIDSUMMER CAPITAL, LLC

By: /s/ Scott D. Kaufman

Name: Scott D. Kaufman
Title: Managing Director