

FORWARD INDUSTRIES INC  
Form 4  
February 20, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN 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 \*  
Johnson Frank L

2. Issuer Name and Ticker or Trading Symbol  
FORWARD INDUSTRIES INC  
[FORD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

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

570 LEXINGTON AVENUE, 27TH FLOOR,

02/18/2014

Member of 13(d) group

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

NEW YORK, NY 10022

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)                | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |   |   |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|---|
|  |                                      |  |                                | (A) or (D)  | Price   |  |   |   |   |
|  |                                      |  |                                | Code  | V   | Amount   |   |   |   |
| Forward Industries Common Stock <sup>(1)</sup> | 02/18/2014                           |  | J <sup>(2)</sup>               | 38,789  | D   | <u>(2)</u>   | 394,689   | I | By LaGrange Capital Partners, L.P. <sup>(3)</sup> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                       |
|---|---------------|-----------|---------|-----------------------|
|   | Director      | 10% Owner | Officer | Other                 |
| Johnson Frank L<br>570 LEXINGTON AVENUE, 27TH FLOOR<br>NEW YORK, NY 10022                         | X             |           |         | Member of 13(d) group |
| LaGrange Capital Partners LP<br>570 LEXINGTON AVENUE, 27TH FLOOR<br>NEW YORK, NY 10022            |               |           |         | Member of 13(d) group |
| LaGrange Capital Management, LLC<br>570 LEXINGTON AVENUE<br>27TH FL<br>NEW YORK, NY 10022         |               |           |         | Member of 13(d) group |
| LAGRANGE CAPITAL PARTNERS OFFSHORE FUND LTD<br>73 FRONT ST<br>HAMILTON, A1 000000                 |               |           |         | Member of 13(d) group |
| LaGrange Capital Administration, L.L.C.<br>570 LEXINGTON AVENUE, 27TH FLOOR<br>NEW YORK, NY 10022 |               |           |         | Member of 13(d) group |

## Signatures

/S/ Frank L. Johnson 02/20/2014  
\_\_Signature of Reporting Person Date

/S/ LaGrange Capital Partners, L.P., By LaGrange Capital Management, L.L.C., its General Partner, by Frank L. Johnson, its sole member 02/20/2014  
\_\_Signature of Reporting Person Date

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|  |            |
|--|------------|
| /S/ LaGrange Capital Partners Offshore Fund, Ltd., By LaGrange Capital Administration,<br>L.L.C., its Investment Manager, By Frank L. Johnson, its Managing Member | 02/20/2014 |
| __Signature of Reporting Person  | Date       |
| /S/ LaGrange Capital Management, L.L.C., By Frank L. Johnson, its sole member  | 02/20/2014 |
| __Signature of Reporting Person  | Date       |
| /S/ LaGrange Capital Administration, L.L.C., By Frank L. Johnson, its Investment Manager   | 02/20/2014 |
| __Signature of Reporting Person  | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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).  
This Form 4 is filed jointly by LaGrange Capital Partners, L.P. ("Capital Partners"), LaGrange Capital Partners Offshore Fund, Ltd. ("Capital Partners Offshore Fund"), LaGrange Capital Management, L.L.C. ("Capital Management"), LaGrange Capital Administration, L.L.C. ("Capital Administration") and Frank L. Johnson. Each of the Reporting Persons is a member of a Schedule 13(d) group with  
(1) respect to the securities of the Issuer that beneficially owns approximately 6% of the Issuer's outstanding shares of common stock. As members of the group, each of the Reporting Persons may be deemed to beneficially own the securities of the Issuer beneficially owned by the other members of the group. Each of the Reporting Persons disclaims beneficial ownership of the securities of the Issuer beneficially owned by the other members of the group except to the extent of his or its pecuniary interest therein.  
On February 18, 2014, Capital Partners redeemed certain interests in Capital Partners owned by certain of its limited partners. In  
(2) connection with such redemption, Capital Partners made distributions in kind in the aggregate amount of 38,789 Shares to such limited partners.  
Shares beneficially owned by Capital Partners. As the general partner of Capital Partners, Capital Management may be deemed to  
(3) beneficially own the Shares owned beneficially by Capital Partners. As the sole member of Capital Management, Frank L. Johnson may be deemed to beneficially own the Shares beneficially owned by Capital Partners.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.