FORWARD INDUSTRIES INC

Form 4/A

December 13, 2013

| December 13 | 3, 2013 | | | | | | | | | |
|---|---|--|--|--------|---|--|--|---|--|--|
| FORM | RM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION | | | | | | OMB APPROVAL | | | |
| | UNITEDSIAL | ES SECURITIES A Washington, | | | IGE C | COMMISSION | OMB Number: | 3235-0287 | | |
| Check the if no long | ner . | | | | | | Expires: | January 31, 2005 | | |
| subject to Section 1 Form 4 o | 6. STATEMENT | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | Estimated average burden hours per response 0.5 | | | |
| Form 5 obligation may cont <i>See</i> Instru 1(b). | ns inue. Section 17(a) of th | o Section 16(a) of the Public Utility Hole h) of the Investment | ding Com | pany | Act of | 1935 or Sectio | · | | | |
| (Print or Type I | Responses) | | | | | | | | | |
| 1. Name and A Johnson Fra | address of Reporting Person $\frac{1}{2}$ nk L | Symbol | 2. Issuer Name and Ticker or Trading Symbol FORWARD INDUSTRIES INC | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | [FORD] | JUST KIE: | S IIVC | - | (Chec | k all applicabl | e) | | |
| (Last) | 3. Date of Earliest Tr (Month/Day/Year) | of Earliest Transaction Day/Year) | | | X Director 10% Owner Officer (give titleX Other (specify | | | | | |
| 570 LEXING FLOOR, | GTON AVENUE, 27TI | | | | | below) Memb | below) er of 13(d) gro | up | | |
| NEW YOR | 4. If Amendment, Da Filed(Month/Day/Year 12/13/2013 | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting | | | | | |
| NEW YORI | K, NY 10022 | | | | | Person | | 1 0 | | |
| (City) | (State) (Zip) | Table I - Non-I | | | _ | uired, Disposed of | f, or Beneficia | lly Owned | | |
| 1.Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year) | | tion Date, if Transacti Code th/Day/Year) (Instr. 8) | Transaction(A) or Disposed of (D) Code (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) | | |
| Forward Industries Restricted Common | 12/11/2013 | A | 15,000 | A | \$ 1.59 (3) | 542,848 | I | By LaGrange Capital Partners, L.P. and LaGrange Capital | | |
| Stock (1) | | | | | | | | Partners | | |

Offshore Fund, Ltd.

(2)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | e and | 8. Price of |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|---------|----------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transact | iorNumber | Expiration D | ate | Amou | nt of | Derivative |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Securi | ties | (Instr. 5) |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | |
| | Security | | | | Acquired | | | | | |
| | | | | | (A) or | | | | | |
| | | | | | Disposed | | | | | |
| | | | | | of (D) | | | | | |
| | | | | | (Instr. 3, | | | | | |
| | | | | | 4, and 5) | | | | | |
| | | | | | | | | | A | |
| | | | | | | | | | Amount | |
| | | | | | | Date | Expiration | m: d | or | |
| | | | | | | Exercisable | Date | Title | Number | |
| | | | | G 1 1 | (4) (5) | | | | of | |
| | | | | Code V | (A) (D) | | | | Shares | |

Reporting Owners

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

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Signatures

| /S/ Frank L. Johnson | 12/13/2013 |
|---|------------|
| **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 | 12/13/2013 |
| **Signature of Reporting Person | Date |
| /S/ LaGrange Capital Partners Offshore Fund, Ltd., By LaGrange Capital Administration, L.L.C., its Investment Manager, By Frank L. Johnson, its Managing Member | 12/13/2013 |
| **Signature of Reporting Person | Date |
| /S/ LaGrange Capital Management, L.L.C., By Frank L. Johnson, its sole member | 12/13/2013 |
| **Signature of Reporting Person | Date |
| /S/ LaGrange Capital Administration, L.L.C., By Frank L. Johnson, its Investment Manager | 12/13/2013 |
| **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 6.7% of the Issuer's oustanding 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.
 - Shares beneficially owned by Capital Partners. As the general partner of Capital Partners, Capital Management may be deemed to 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. In addition, as the investment manager of Capital
- Partners Offshore Fund, Capital Administration may be deemed to beneficially own the Shares beneficially owned by Capital Partners Offshore Fund.
- (3) On December 11, 2013, Frank L. Johnson was granted 15,000 shares of restricted common stock that vest on the anniversary of the date of grant.

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.

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